IND.
AMAZING FANTASY
APPROVED BY THE COMICS CODE AUTHORITY
MC
15 AUG.
INTRODUCING SPIDER MAN
THOUGH THE WORLD MAY MOCK PETER PARKER, THE TIMID TEEN-AGER...
...IT WILL SOON MARVEL AT THE AWESOME MIGHT OF... SPIDER-MAN!
ALSO IN THIS ISSUE:
AN IMPORTANT MESSAGE TO YOU, FROM THE EDITOR--ABOUT THE NEW AMAZING!
MARVEL
STAN LEE & STEVE DITKO

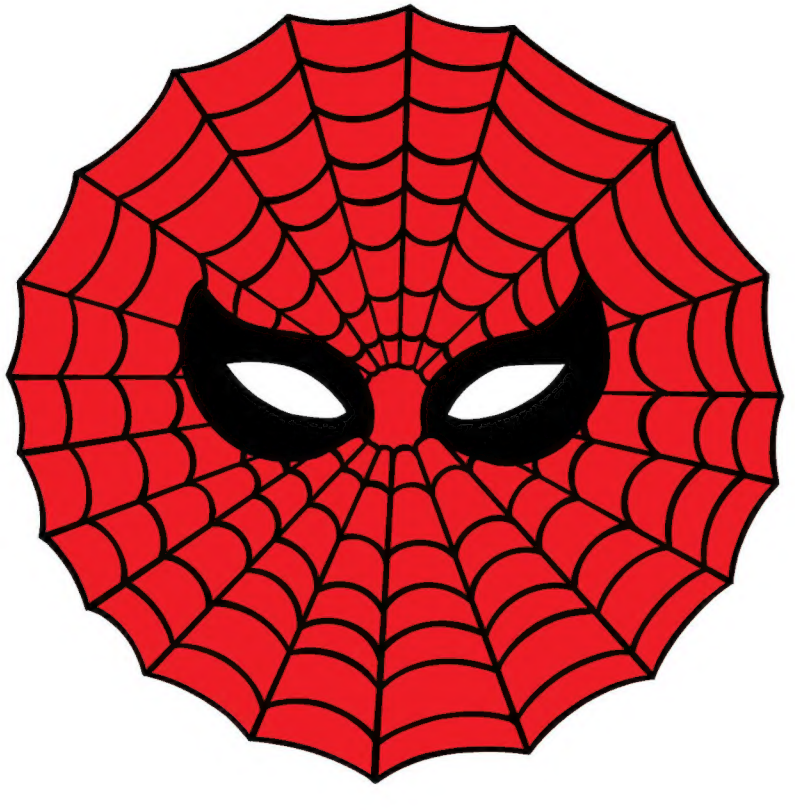
the AMAZING SPIDER-MAN OMNIBUS

VOLUME 1

COLLECTING

AMAZING FANTASY No. 15,
THE AMAZING SPIDER-MAN Nos. 1-38 & *ANNUAL* Nos. 1-2,
STRANGE TALES ANNUAL No. 2 & *THE FANTASTIC FOUR ANNUAL* No. 1

STAN LEE & STEVE DITKO



COLLECTION EDITOR: Cory Sedlmeier
BOOK DESIGN: Nickel DesignWorks
VP PRODUCTION & SPECIAL PROJECTS: Jeff Youngquist
SVP PRINT, SALES & MARKETING: David Gabriel

SR. MANAGER, DIGITAL: Tim Smith 3
DIGITAL PRODUCTION: Jasmine Alvarez

EDITOR IN CHIEF: C.B. Cebulski

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WRITER: **Stan Lee** (Nos. 1-38, *Annual* Nos. 1-2; *Amazing Fantasy* No. 15; *Strange Tales Annual* No. 2; *The Fantastic Four Annual* No. 1)

PLOTTER: **Steve Ditko** (Nos. 26-38, *Annual* No. 2)

ARTIST: **Steve Ditko** (Nos. 1-38, *Annual* Nos. 1-2; *Amazing Fantasy* No. 15)

PENCILER: **Jack Kirby** (No. 8; *Strange Tales Annual* No. 2; *The Fantastic Four Annual* No. 1)

LETTERERS: **Art Simek** (Nos. 2, 6-9, 12-15, 21-23, 27, 30, 32-33, 35-38; *Amazing Fantasy* No. 15; *Strange Tales Annual* No. 2)
Sam Rosen (Nos. 4-5, 8, 10-11, 16-20, 24-26, 28-29, 31, 34, *Annual* Nos. 1-2)
Jon D'Agostino (No. 1)
John Duffy (Nos. 1-3)
Ray Holloway (*The Fantastic Four Annual* No. 1)

COLORISTS: Uncredited

EDITOR: Stan Lee

COLLECTION COVER: Alex Ross
VARIANT COVER: Jack Kirby & Steve Ditko

ART & COLOR RESTORATION: Michael Kelleher

SPECIAL THANKS: Spencer Beck, Tom Brevoort, Nick Caputo, Ryan Devall, Nate Eastman, Ralph Macchio, Jean Mayer, Barry Pearl, Carol Pinkus, Jesse Reding Fleming, Jason Rin, Marie Severin, Paul Shiple, John Rhett Thomas & Sara Willett Duke

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

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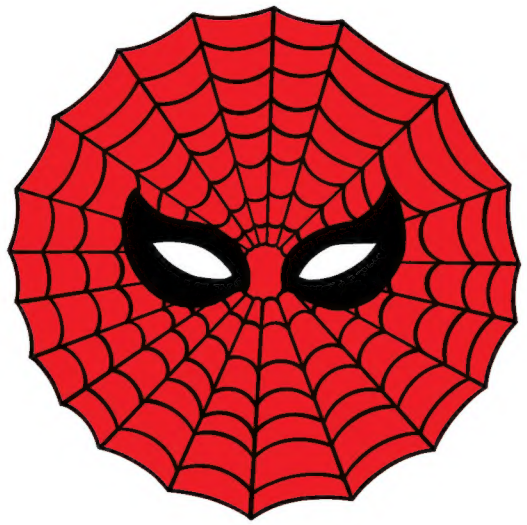

IT WAS THE MAG'S LAST ISSUE ANYWAY

BY STAN LEE

Poor Spidey. He was almost never born! Now if that doesn't catch your interest, I'll never write another intro!

It's hard to remember all the arguments that were used to convince me not to feature our friendly neighborhood wall-crawler in his own series. But, just to give you an idea, here are some of them…

You can't name a hero "Spider-Man" because people hate spiders!

You can't feature a teenager as a super hero. Teenagers can only be sidekicks. (Spidey was a teenager when the series started.)

You can't give a hero so many problems. Readers won't think he's heroic enough.

You can't have a hero who isn't big and glamorous and handsome. (Peter was just your average nerdy type of student in those days.)

You can't have a hero whose Aunt May is always wet-nursing him. It's not macho enough.

Well, I guess that gives you the idea. Sort of reminds me of the bumblebee. You know they say the bumblebee can't possibly fly because he's designed all wrong aerodynamically. The only thing is, never tell that to a bee! Hey, maybe I should have called him "Bumblebee-Man"? Nah! I figure shooting webs is more exciting than making honey! (See how these big, momentous decisions are made?)

Anyway, Steve Ditko and I chose not to listen to the voices of doom, and we just went right along and turned Spidey loose in a comic book called *Amazing Fantasy,* an issue that was dated August 1962—which means it probably went on sale sometime in the spring of '62 for reasons too convoluted for anyone to understand.

Of course, even that wasn't easy. You see, by the end of '62 the powers-that-be still hadn't okayed my creating a series based on Spider-Man. But, I had an out. We were about to discontinue our *Amazing Fantasy* series. That meant nobody would care what stories I put into it, because it would be the last issue anyway. I can see the light coming on in your eyes! You guessed it! It was a perfect opportunity to make sure the world would be Spideyless no longer, and if the pundits were right and the strip failed, so what? It was the mag's last issue anyway.

Well, not only did ol' Web-head not fail, but the final issue of *Amazing Fantasy,* with Spidey on the cover, proved to be our biggest seller of the year! Naturally, as soon as we saw the sales figures, he was given his own magazine.

The rest is history.

The world's favorite wall-crawler, who violated every rule in comic-book-publishing history, became the most popular super hero in all of comicbookdom! And the more unique and more offbeat we made him, the more his popularity grew—which ought to tell us something!

But, up till now, I've been extremely derelict in granting Steve Ditko but a single mention. However, it's only because I was saving the best for last!

Without the amazing artistry and superb story sense of Sturdy Stevey, Spidey would be like a hamburger without ketchup, or Rambo without a snarl. If ever there was a perfect artist and co-plotter for our amazing arachnid, it had to be dazzling Mr. D! His layouts and drawings set the unique illustrative style for the strip, a style that would last for many years to come, a style that made Spidey utterly distinctive among comic strip creations. His sense of pacing, his flair for action scenes, and his ability to make the most outlandish situations look totally believable after he had drawn them gave the early Spider-Man stories an impetus that helped keep them rolling until this very day.

Y'know, even though Spidey is over a quarter-century old, it seems that his career is still beginning. Even now, as I write these wondrous words, a feature film of his exploits is being prepped in Hollywood, his internationally syndicated comic strip is appearing in more than five hundred newspapers throughout the world, and there are presently four best-selling comic books that feature his exploits each and every month, not to mention the countless guest appearances he makes in almost every title Marvel publishes. Not bad for a guy named after an insect that everyone hates!

Well, I could go on and on, and it probably seems to you as if I will, but I think we could both spend our time to better advantage reading the yarns that are waiting for you up front. We've a whole passel of delicious damsels, vile villains and sensational supporting actors ready to thrill and delight you!

So keep thy webs untangled, O True Believer, and never forget—with great power there must also come great responsibility!

EXCELSIOR!

1987

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SPIDER-MAN!
LIKE COSTUME HEROES? CONFIDENTIALLY, WE IN THE COMIC MAG BUSINESS REFER TO THEM AS "LONG UNDERWEAR CHARACTERS"! AND, AS YOU KNOW, THEY'RE A DIME A DOZEN! BUT, WE THINK YOU MAY FIND OUR SPIDERMAN JUST A BIT... DIFFERENT!
SAY, GANG, WE NEED ONE MORE GUY FOR THE DANCE! HOW ABOUT PETER PARKER OVER THERE?
ARE YOU KIDDIN'? THAT BOOKWORM WOULDN'T KNOW A CHA-CHA FROM A WALTZ!
PETER PARKER? HE'S MIDTOWN HIGH'S ONLY PROFESSIONAL WALLFLOWER!
Stan Lee & S. DITKO
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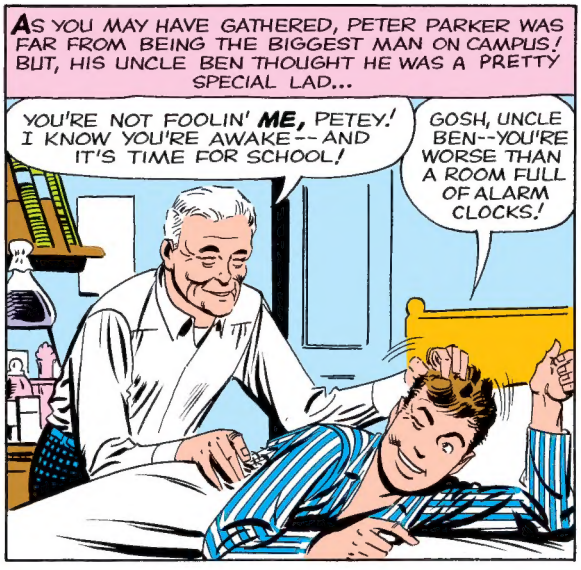
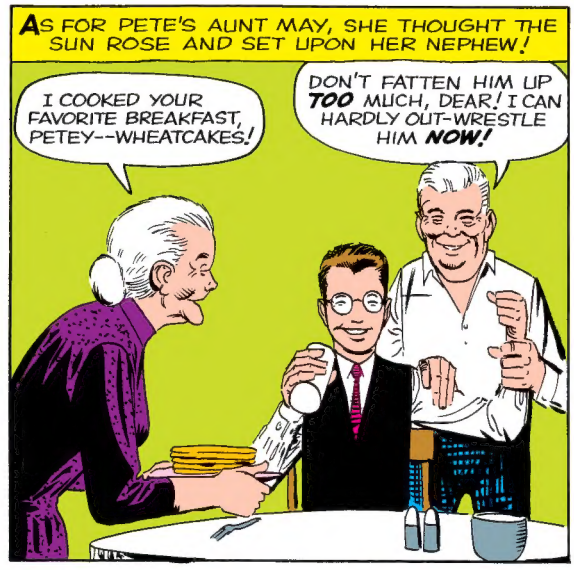
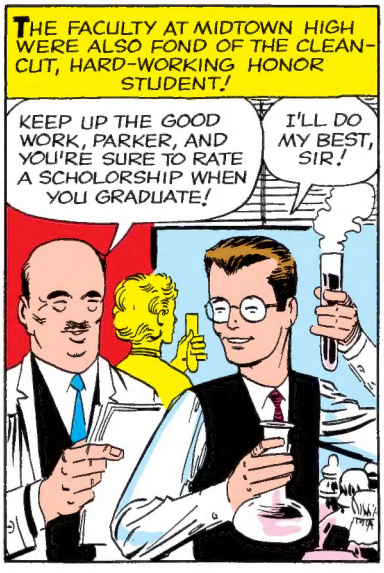
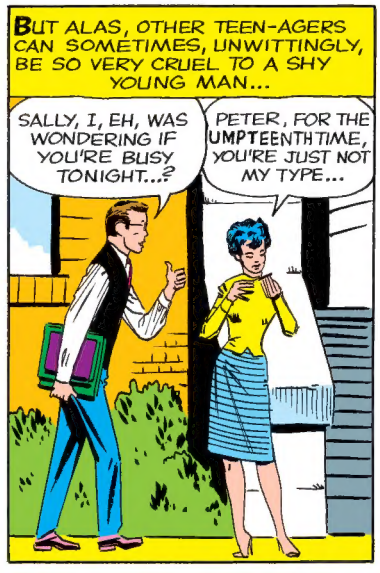
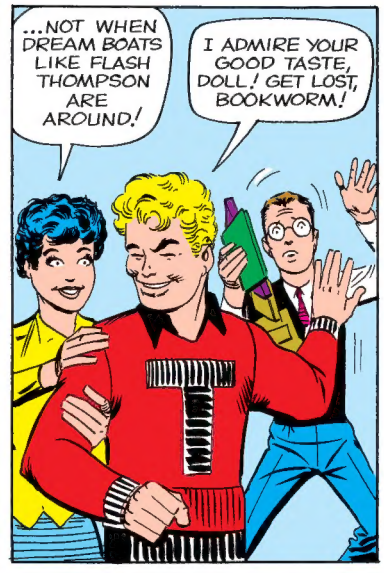
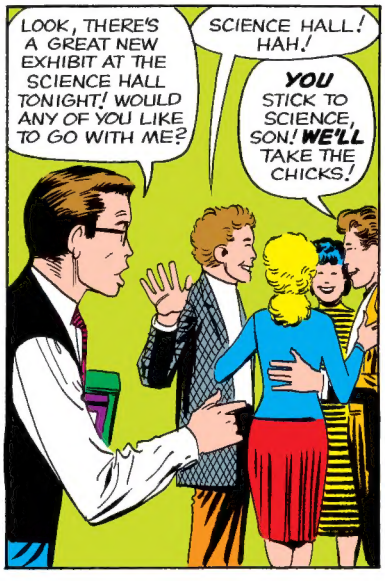

AS YOU MAY HAVE GATHERED, PETER PARKER WAS FAR FROM BEING THE BIGGEST MAN ON CAMPUS! BUT, HIS UNCLE BEN THOUGHT HE WAS A PRETTY SPECIAL LAD...
YOU'RE NOT FOOLIN' ME, PETEY! I KNOW YOU'RE AWAKE -- AND IT'S TIME FOR SCHOOL!
GOSH, UNCLE BEN--YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS!


AS FOR PETE'S AUNT MAY, SHE THOUGHT THE SUN ROSE AND SET UPON HER NEPHEW!
I COOKED YOUR FAVORITE BREAKFAST, PETEY--WHEATCAKES!
DON'T FATTEN HIM UP TOO MUCH, DEAR! I CAN HARDLY OUT-WRESTLE HIM NOW!

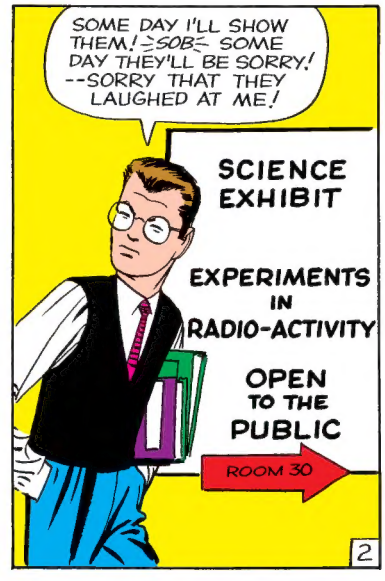

THE FACULTY AT MIDTOWN HIGH WERE ALSO FOND OF THE CLEAN-CUT, HARD-WORKING HONOR STUDENT!
KEEP UP THE GOOD WORK, PARKER, AND YOU'RE SURE TO RATE A SCHOLORSHIP WHEN YOU GRADUATE!
I'LL DO MY BEST, SIR!

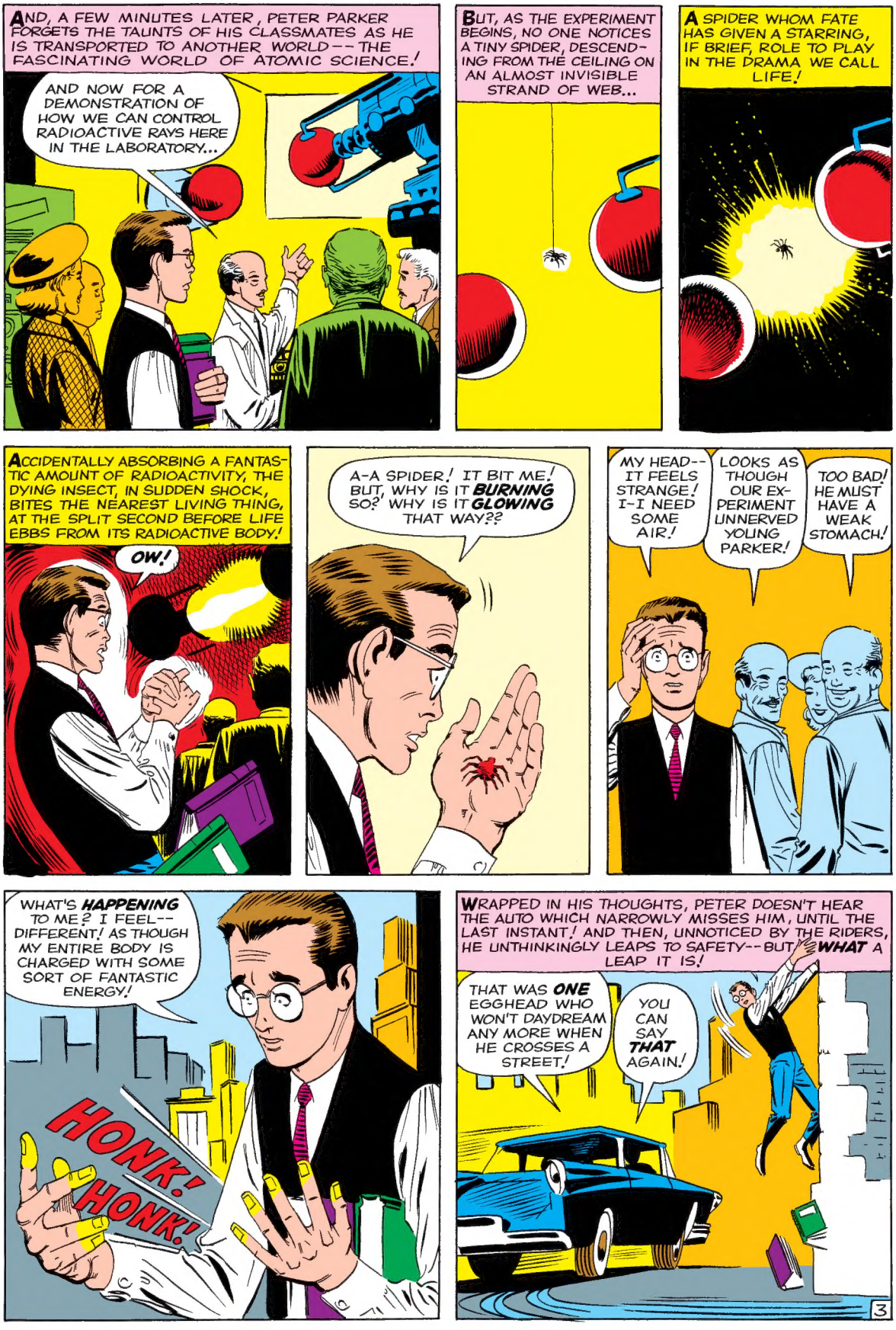

BUT ALAS, OTHER TEEN-AGERS CAN SOMETIMES, UNWITTINGLY, BE SO VERY CRUEL TO A SHY YOUNG MAN...
SALLY, I, EH, WAS WONDERING IF YOU'RE BUSY TONIGHT...?
PETER, FOR THE UMPTEENTH TIME, YOU'RE JUST NOT MY TYPE...


...NOT WHEN DREAM BOATS LIKE FLASH THOMPSON ARE AROUND!
I ADMIRE YOUR GOOD TASTE, DOLL! GET LOST, BOOKWORM!

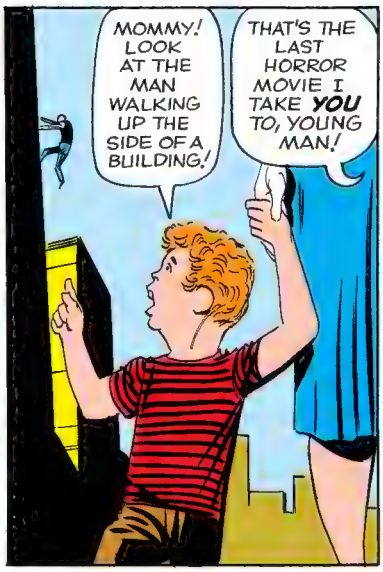

LOOK, THERE'S A GREAT NEW EXHIBIT AT THE SCIENCE HALL TONIGHT! WOULD ANY OF YOU LIKE TO GO WITH ME?
SCIENCE HALL! HAH!
YOU STICK TO SCIENCE, SON! WE'LL TAKE THE CHICKS!

YES, FOR SOME, BEING A TEEN-AGER HAS MANY HEART-BREAKING MOMENTS!
GIVE OUR REGARDS TO THE ATOM-SMASHERS, PETER!
SEE YOU AROUND, BOOKWORM!

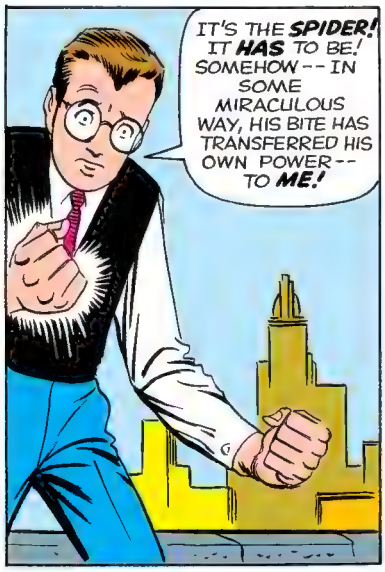

SOME DAY I'LL SHOW THEM! SOB SOME DAY THEY'LL BE SORRY! --SORRY THAT THEY LAUGHED AT ME!
SCIENCE EXHIBIT
EXPERIMENTS IN RADIO-ACTIVITY
OPEN TO THE PUBLIC
ROOM 30


AND, A FEW MINUTES LATER, PETER PARKER FORGETS THE TAUNTS OF HIS CLASSMATES AS HE IS TRANSPORTED TO ANOTHER WORLD -- THE FASCINATING WORLD OF ATOMIC SCIENCE!
AND NOW FOR A DEMONSTRATION OF HOW WE CAN CONTROL RADIOACTIVE RAYS HERE IN THE LABORATORY...
BUT, AS THE EXPERIMENT BEGINS, NO ONE NOTICES A TINY SPIDER, DESCENDING FROM THE CEILING ON AN ALMOST INVISIBLE STRAND OF WEB...
A SPIDER WHOM FATE HAS GIVEN A STARRING, IF BRIEF, ROLE TO PLAY IN THE DRAMA WE CALL LIFE!
ACCIDENTALLY ABSORBING A FANTASTIC AMOUNT OF RADIOACTIVITY, THE DYING INSECT, IN SUDDEN SHOCK, BITES THE NEAREST LIVING THING, AT THE SPLIT SECOND BEFORE LIFE EBBS FROM ITS RADIOACTIVE BODY!
OW!
A-A SPIDER! IT BIT ME! BUT, WHY IS IT BURNING SO? WHY IS IT GLOWING THAT WAY??
MY HEAD-- IT FEELS STRANGE! I-I NEED SOME AIR!
LOOKS AS THOUGH OUR EXPERIMENT UNNERVED YOUNG PARKER!
TOO BAD! HE MUST HAVE A WEAK STOMACH!
WHAT'S HAPPENING TO ME? I FEEL-- DIFFERENT! AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY!
HONK!
HONK!
WRAPPED IN HIS THOUGHTS, PETER DOESN'T HEAR THE AUTO WHICH NARROWLY MISSES HIM, UNTIL THE LAST INSTANT! AND THEN, UNNOTICED BY THE RIDERS, HE UNTHINKINGLY LEAPS TO SAFETY-- BUT, WHAT A LEAP IT IS!
THAT WAS ONE EGGHEAD WHO WON'T DAYDREAM ANY MORE WHEN HE CROSSES A STREET!
YOU CAN SAY THAT AGAIN!
3

WHAT'S COME OVER ME! I-I'M SCALING THIS WALL JUST AS EASILY AS I CAN WALK!

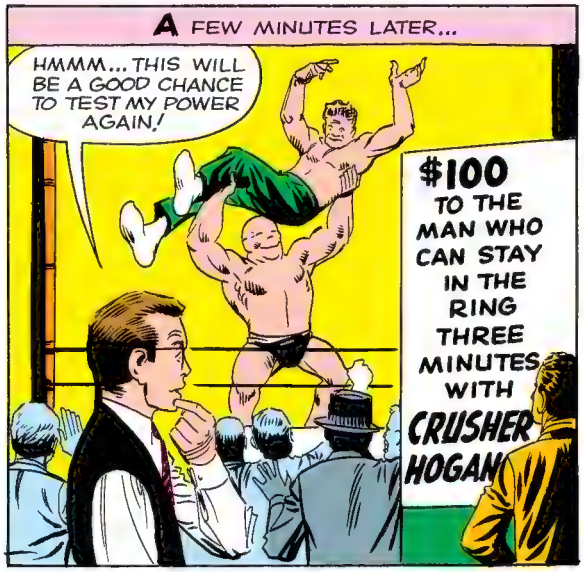

MOMMY! LOOK AT THE MAN WALKING UP THE SIDE OF A BUILDING!
THAT'S THE LAST HORROR MOVIE I TAKE YOU TO, YOUNG MAN!

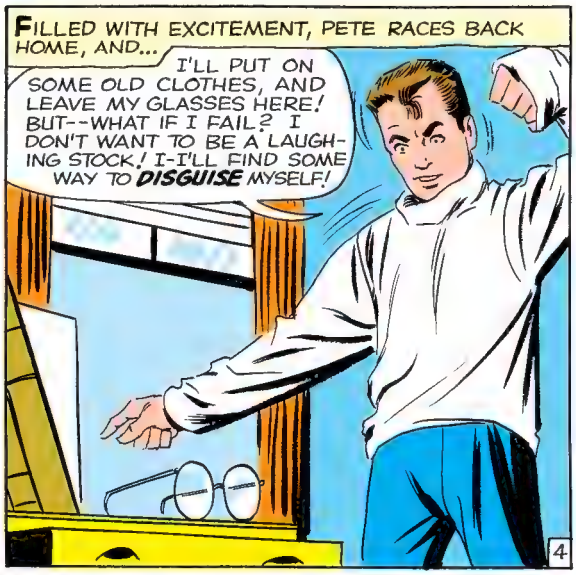
IT'S INCREDIBLE! I REACHED THE ROOF IN JUST A FEW SECONDS!
WHAT'S THIS?? I CRUSHED THIS STEEL PIPE AS THOUGH IT WERE PAPER!

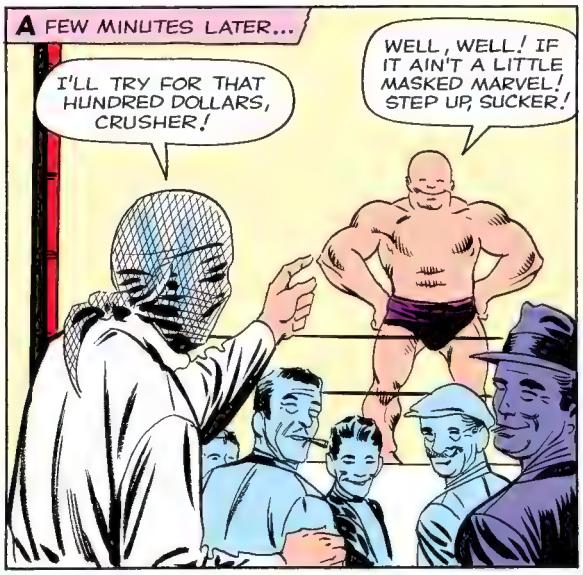

IT'S THE SPIDER! IT HAS TO BE! SOMEHOW -- IN SOME MIRACULOUS WAY, HIS BITE HAS TRANSFERRED HIS OWN POWER -- TO ME!

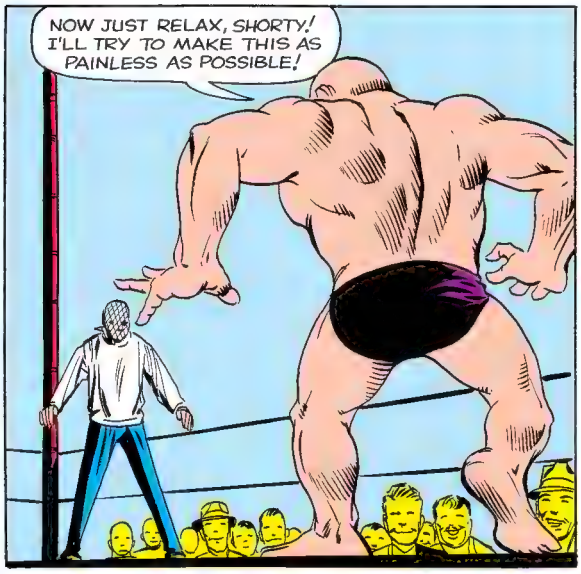
I CAN WALK DOWN THIS CABLE AS EFFORTLESSLY AS THE SPIDER ITSELF CAN GLIDE ALONG ITS WEB!

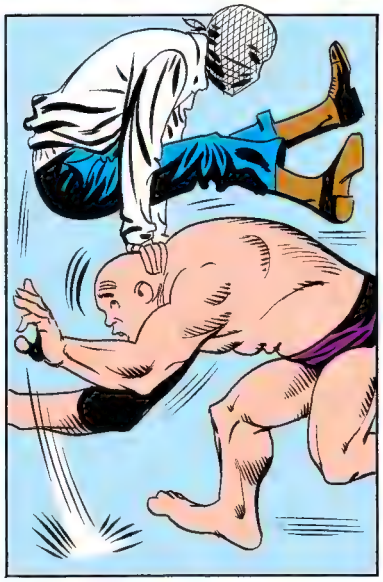
I-I'VE GOT TO HAVE TIME TO THINK! I'VE GOT TO PLAN WHAT TO DO WITH THIS UNBELIEVABLE ABILITY WHICH FATE HAS GIVEN ME!

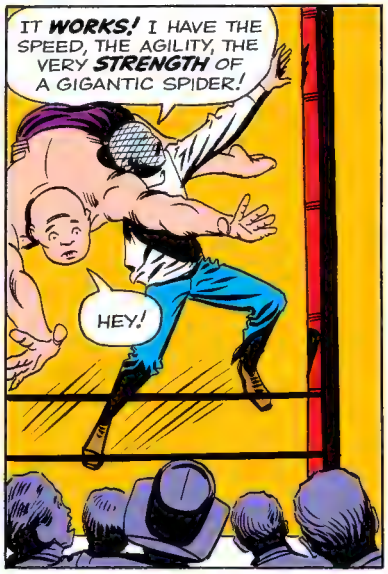

A FEW MINUTES LATER...
HMMM... THIS WILL BE A GOOD CHANCE TO TEST MY POWER AGAIN!
$100 TO THE MAN WHO CAN STAY IN THE RING THREE MINUTES WITH CRUSHER HOGAN

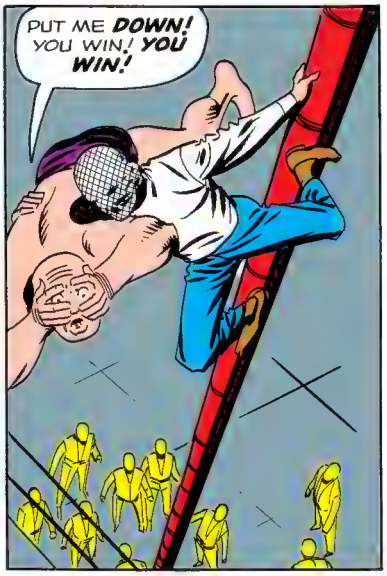

FILLED WITH EXCITEMENT, PETE RACES BACK HOME, AND...
I'LL PUT ON SOME OLD CLOTHES, AND LEAVE MY GLASSES HERE! BUT--WHAT IF I FAIL? I DON'T WANT TO BE A LAUGHING STOCK! I-I'LL FIND SOME WAY TO DISGUISE MYSELF!

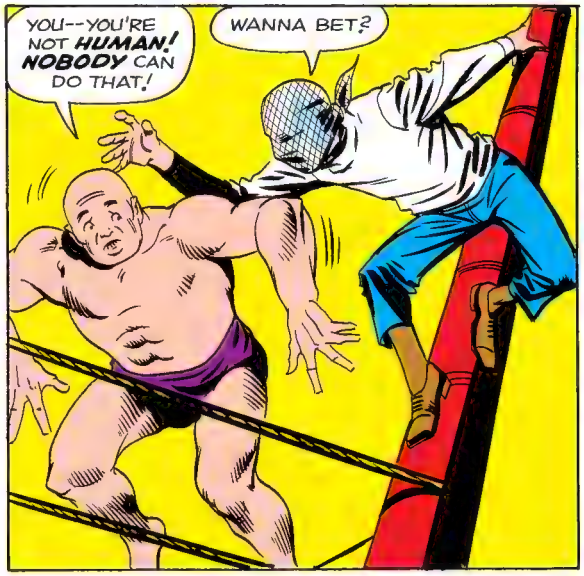

A FEW MINUTES LATER...
I'LL TRY FOR THAT HUNDRED DOLLARS, CRUSHER!
WELL, WELL! IF IT AIN'T A LITTLE MASKED MARVEL! STEP UP, SUCKER!


NOW JUST RELAX, SHORTY! I'LL TRY TO MAKE THIS AS PAINLESS AS POSSIBLE!



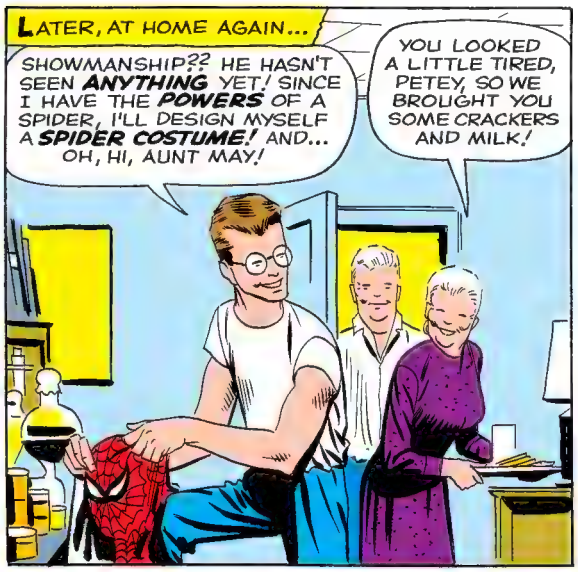

IT WORKS! I HAVE THE SPEED, THE AGILITY, THE VERY STRENGTH OF A GIGANTIC SPIDER!
HEY!

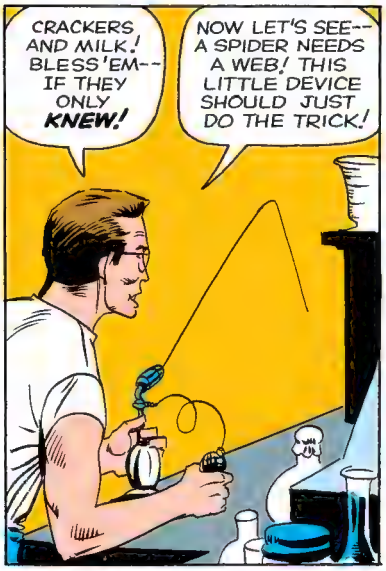

PUT ME DOWN! YOU WIN! YOU WIN!


YOU--YOU'RE NOT HUMAN! NOBODY CAN DO THAT!
WANNA BET?

GREATEST ACT I'VE EVER SEEN!
SENSATIONAL! FANTASTIC! AND THAT MASK GIMMICK GIVES HIM JUST THE RIGHT TOUCH OF MYSTERY! HE WAS TERRIFIC!
HMMM, THAT MASKED CHARACTER MAY BE JUST WHAT I'VE BEEN LOOKING FOR!

LISTEN, FRIEND, I'M A TV PRODUCER! WITH THAT ACT OF YOURS I CAN MAKE YOU A FORTUNE! AND KEEP THE MASK ANGLE-- IT'S GREAT SHOWMANSHIP! HERE'S MY CARD! CALL ME! YOU'D BE A SMASH ON ED SULLIVAN'S SHOW!
THANKS...


LATER, AT HOME AGAIN...
SHOWMANSHIP?? HE HASN'T SEEN ANYTHING YET! SINCE I HAVE THE POWERS OF A SPIDER, I'LL DESIGN MYSELF A SPIDER COSTUME! AND... OH, HI, AUNT MAY!
YOU LOOKED A LITTLE TIRED, PETEY, SO WE BROUGHT YOU SOME CRACKERS AND MILK!


CRACKERS AND MILK! BLESS'EM-- IF THEY ONLY KNEW!
NOW LET'S SEE-- A SPIDER NEEDS A WEB! THIS LITTLE DEVICE SHOULD JUST DO THE TRICK!

I'LL FASTEN ONE TO EACH ARM-- IT'LL OPERATE BY THE SLIGHTEST PRESSURE OF ANY FINGER!

I'LL NEED A NAME --WELL, GUESS SPIDERMAN IS AS GOOD AS ANY! LOOKS PRETTY GOOD, IF I DO SAY SO MYSELF!

SO, THEY LAUGHED AT ME FOR BEING A BOOKWORM, EH? WELL, ONLY A SCIENCE MAJOR COULD HAVE CREATED A DEVICE LIKE THIS!

WITH SOME STRONG LIQUID CEMENT AT THE END, I CAN PULL MYSELF UP ANYWHERE WITH MY LITTLE WEB!
AND MY COSTUME IS THIN ENOUGH TO WEAR, UNSEEN, UNDER MY STREET CLOTHES!

OKAY, WORLD-- BETTER HANG ONTO YOUR HAT! HERE COMES THE SPIDERMAN!

PART 2

NOW ANYBODY WITH THE INTELLIGENCE OF A SEVEN YEAR OLD KNOWS THAT IF A MAN APPEARED ON TV WHO SEEMED TO BE MORE SPIDER THAN HUMAN, HE'D BE AN OVERNIGHT SENSATION! ESPECIALLY WHEN HIS FEATS WERE PERFORMED WITHOUT THE HELP OF TRICK PHOTOGRAPHY! WELL, YOU CAN JUST IMAGINE HOW THE PUBLIC REACTED TO ***SPIDERMAN!***

I'M SEEIN' IT WITH MY OWN EYES, AND I ***STILL*** DON'T BELIEVE IT!

V-789

SURE THEY LOOK AMAZED, INCREDIBLE, AWE-STRICKEN! WOULDN'T ***YOU???***

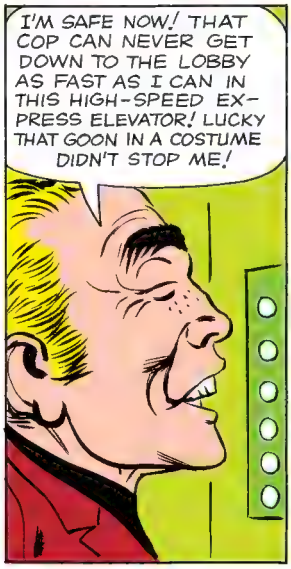
AFTER ALL, WHEN WAS THE LAST TIME ***YOU*** SAW A MAN WITH HIS OWN FANTASTIC SPIDER WEB???

OKAY, SPIDERMAN-- CUT! THAT'S ENOUGH! DON'T SHOW 'EM ***TOO MUCH!*** LEAVE 'EM BEGGIN' FOR MORE!

AS HIS FIRST TV SPECTACULAR ENDS, PETER PARKER BREATHES THE FIRST SWEET SCENT OF FAME AND SUCCESS!
I'M FROM LIFE! WE'LL PAY ANY PRICE FOR A PICTURE SPREAD!
SIGN WITH ME! I'LL PUT YOU IN THE MOVIES!
WAIT! WE WANT AN INTERVIEW!
SEE MY AGENT, BOYS! I'M BUSY!

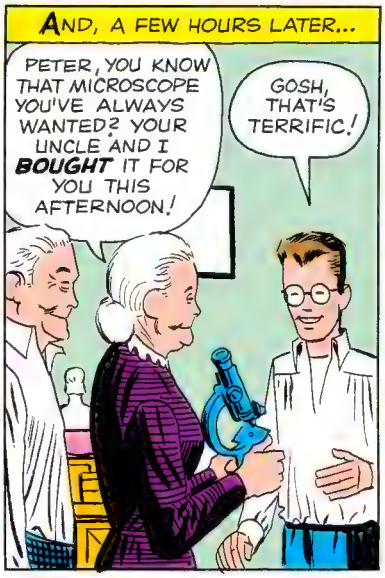
WHEW! RID OF 'EM AT LAST!
HEY! WHAT'S GOIN' ON??
STOP! THIEF! STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!

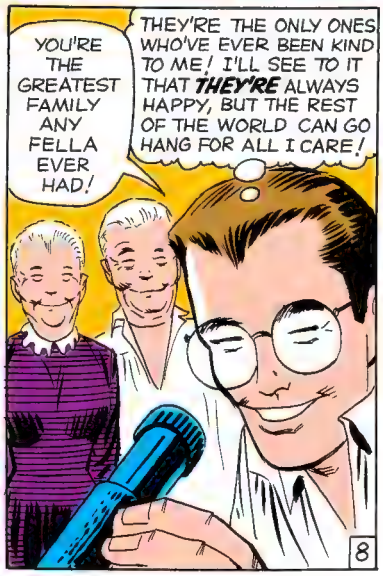
MADE IT!

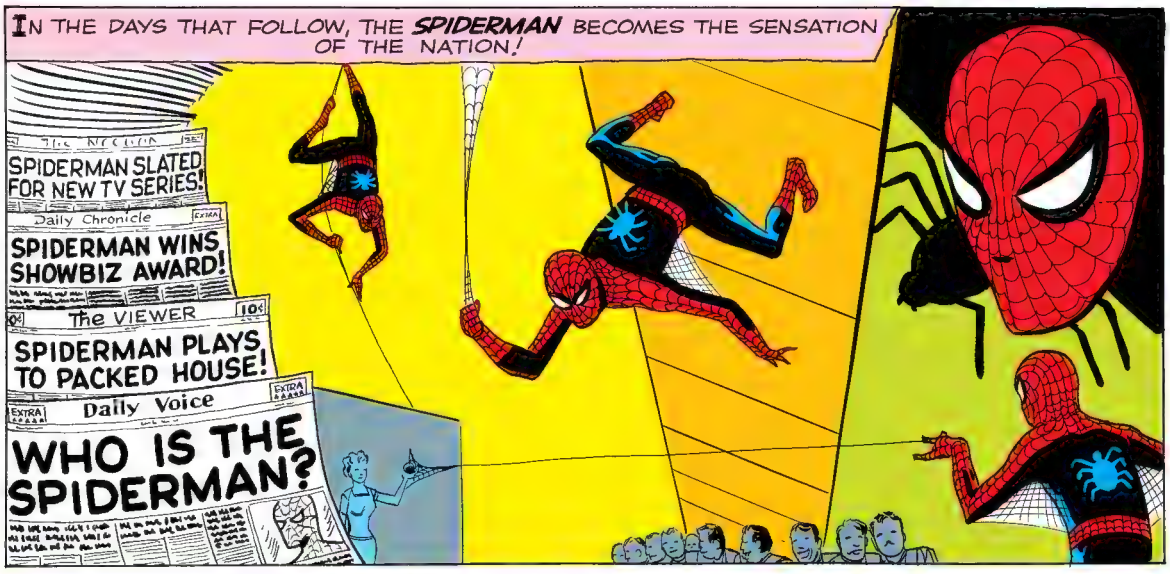

I'M SAFE NOW! THAT COP CAN NEVER GET DOWN TO THE LOBBY AS FAST AS I CAN IN THIS HIGH-SPEED EXPRESS ELEVATOR! LUCKY THAT GOON IN A COSTUME DIDN'T STOP ME!

WHAT'S WITH YOU, MISTER?? ALL YOU HADDA DO WAS TRIP HIM, OR HOLD HIM JUST FOR A MINUTE!
SORRY, PAL! THAT'S YOUR JOB! I'M THRU BEING PUSHED AROUND --BY ANYONE! FROM NOW ON I JUST LOOK OUT FOR NUMBER ONE --THAT MEANS--ME!

I OUGHTTA RUN YOU IN--
SAVE YOUR BREATH, BUDDY! I'VE GOT THINGS TO DO!


AND, A FEW HOURS LATER...
PETER, YOU KNOW THAT MICROSCOPE YOU'VE ALWAYS WANTED? YOUR UNCLE AND I BOUGHT IT FOR YOU THIS AFTERNOON!
GOSH, THAT'S TERRIFIC!

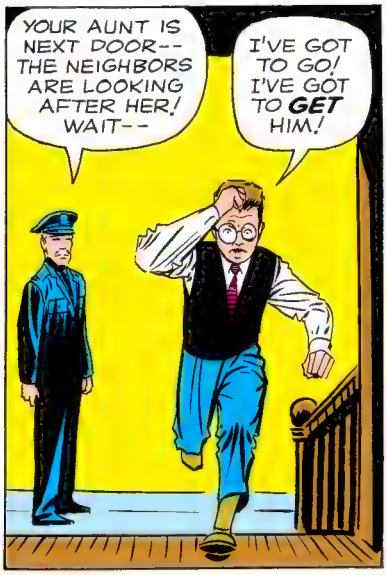

YOU'RE THE GREATEST FAMILY ANY FELLA EVER HAD!
THEY'RE THE ONLY ONES WHO'VE EVER BEEN KIND TO ME! I'LL SEE TO IT THAT THEY'RE ALWAYS HAPPY, BUT THE REST OF THE WORLD CAN GO HANG FOR ALL I CARE!

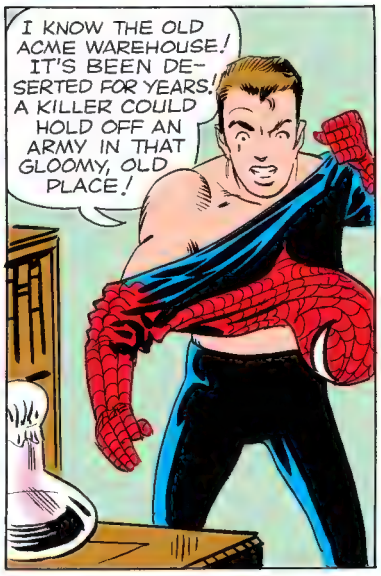

IN THE DAYS THAT FOLLOW, THE SPIDERMAN BECOMES THE SENSATION OF THE NATION!
SPIDERMAN SLATED FOR NEW TV SERIES!
Daily Chronicle
SPIDERMAN WINS SHOWBIZ AWARD!
The VIEWER
SPIDERMAN PLAYS TO PACKED HOUSE!
Daily Voice
WHO IS THE SPIDERMAN?

AND, ONE EVENING AS PETER PARKER RETURNS HOME FROM A PERSONAL APPEARANCE...
A POLICE CAR! IN FRONT OF OUR HOUSE! WHAT CAN BE WRONG??

BAD NEWS, SON--YOUR UNCLE HAS BEEN SHOT--MURDERED!
UNCLE BEN --DEAD! NO! NO, IT CAN'T BE!

WHO DID IT?? WHO SHOT HIM??
IT WAS A BURGLAR--YOUR UNCLE SURPRISED HIM! BUT DON'T WORRY, LAD! WE'VE GOT HIM TRAPPED! HE'S IN THE OLD ACME WAREHOUSE AT THE WATERFRONT! WE'LL GET HIM!


YOUR AUNT IS NEXT DOOR--THE NEIGHBORS ARE LOOKING AFTER HER! WAIT--
I'VE GOT TO GO! I'VE GOT TO GET HIM!


I KNOW THE OLD ACME WAREHOUSE! IT'S BEEN DESERTED FOR YEARS! A KILLER COULD HOLD OFF AN ARMY IN THAT GLOOMY, OLD PLACE!

BUT HE WON'T HOLD OFF--SPIDERMAN!

THE WAREHOUSE IS AT THE OTHER SIDE OF TOWN...

...BUT I'LL BE THERE IN NO TIME!

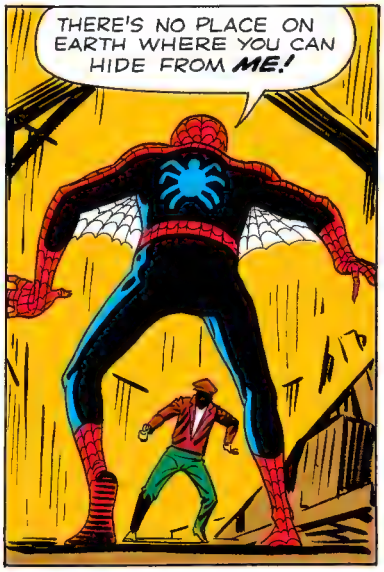
MEANWHILE...
HE'S IN THERE SOMEWHERE, BUT HE'LL PICK US OFF LIKE FLIES IF WE CHARGE HIM!

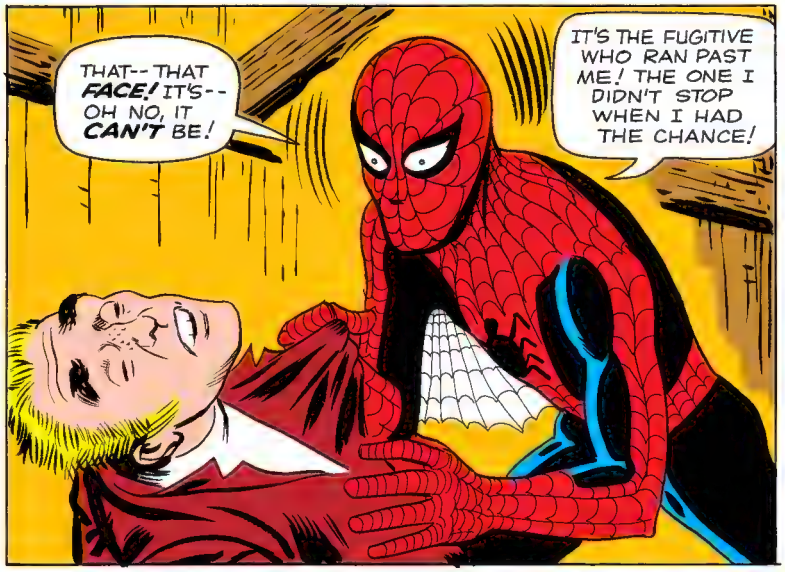
ALL I GOTTA DO IS HOLD 'EM OFF TILL THE MOON GOES DOWN, THEN I OUGHTTA BE ABLE TO SLIP AWAY IN THE DARK!
YOU'LL NEVER ESCAPE AGAIN, MURDERER!

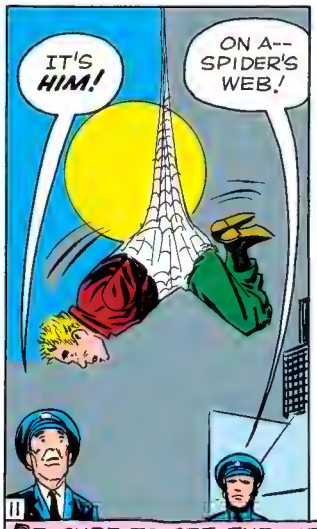
HUH?? WHAT THE-- ???
SURPRISED TO SEE ME?

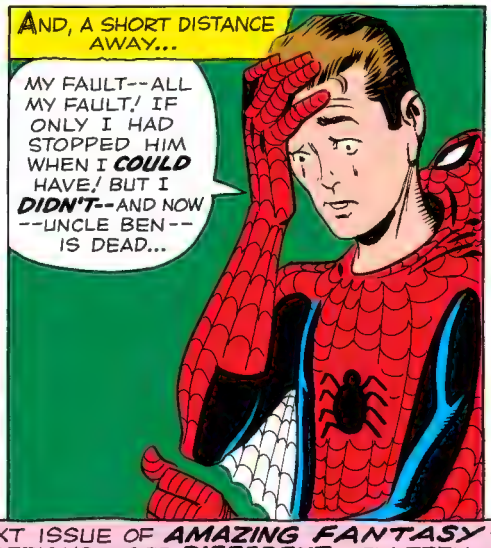
NOT HALF SO SURPRISED AS YOU'RE GOING TO BE!

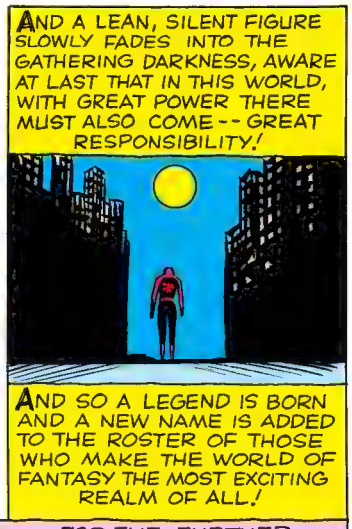
GOTTA GET AWAY! GOTTA HIDE! I MUST BE SEEIN' THINGS!











BE SURE TO SEE THE NEXT ISSUE OF **AMAZING FANTASY** --- FOR THE FURTHER AMAZING EXPLOITS OF AMERICA'S MOST **DIFFERENT** NEW TEEN-AGE IDOL -- **SPIDERMAN!**

the End

FAN PAGE

IMPORTANT ANNOUNCEMENT FROM THE EDITOR!

You will notice that the format of AMAZING has been changed. There are a number of reasons for this, and we want to take you, our valued readers, into our confidence.

We hate to throw in the towel, but we find that it is simply impossible to produce a magazine like AMAZING each and every month, containing five highly original and carefully plotted stories, without the quality eventually beginning to suffer. Rather than risk losing your confidence, we have decided to change AMAZING in such a way that it will STILL present the finest in fantasy – but in a different way!

As you can see, we are introducing one of the most unusual new fantasy characters of all time – The SPIDERMAN, who will appear every month in AMAZING. Perhaps, if your letters request it, we will make his stories even longer, or have TWO Spiderman stories per issue.

Also, we are discontinuing our contents page, as many of you have requested. We feel your point is well taken – you would prefer us to make one of the stories a page longer instead.

Finally, we are omitting the word ADULT from our masthead. A number of our teen-age readers have written to say that it makes them feel a bit awkward to buy a magazine which seems to be written exclusively for older readers. We never expected such a reaction, but we certainly don't want to embarrass ANY of our loyal readers.

And there you have it – our new editorial policy, and the reason we have undertaken it. Naturally, we are most anxious to have your opinions, and will be waiting eagerly for your letters. Rest assured that, although it is impossible for us to answer your letters personally, we carefully read each and every one, and are guided by your desires when we edit our magazine!

Unfortunately, we have no room in this issue for many of your interesting letters, but we want to specially thank the following fans for their helpful suggestions and comments: Michael Snell, Milford, Mass.; Jeff Allen, S. Miami, Fla.; Patrick Geary, APO 12, N. Y.; C. W. Parsons, Detroit, Mich.; Michael Geller, Paterson, N. J.; Daniel Cole, Alberta, Canada; Margaret Ingalls, Arlington, Va.; Gregory Christiano, Bronx, N. Y.; Peter Panagiotis, Cranston, R. I.; Chris Uszler, Milwaukee, Wisc.; Paul Walker, McConnelsville, Ohio; Robert Zeck, Minneapolis, Minn.; Michael Siegel, Bronx, N. Y.; Dmytro Zupnyk, Chisholm, Minn.; Eugene Chan, San Francisco, Cal.; G. B. Love, Miami, Fla.; Tom Joyce, Bklyn., N. Y.; Mark Lamberti, Wichita, Kan.; Dullum and Walter, Portland, Ore.; Britt W. Barrett, Norfolk, Va. — and the many, many other loyal fans whose names we shall try to print in future issues.

And now, here is our AMAZING SCOREBOARD, which will give you a chance to compare your favorite stories with those of our other readers:

FAVORITE STORY: (By more than 300 votes)
"SOMETHING FANTASTIC"
(The first time a 3-pager has ever scored so heavily)

RUNNER UP: "THE LIVING STATUES"

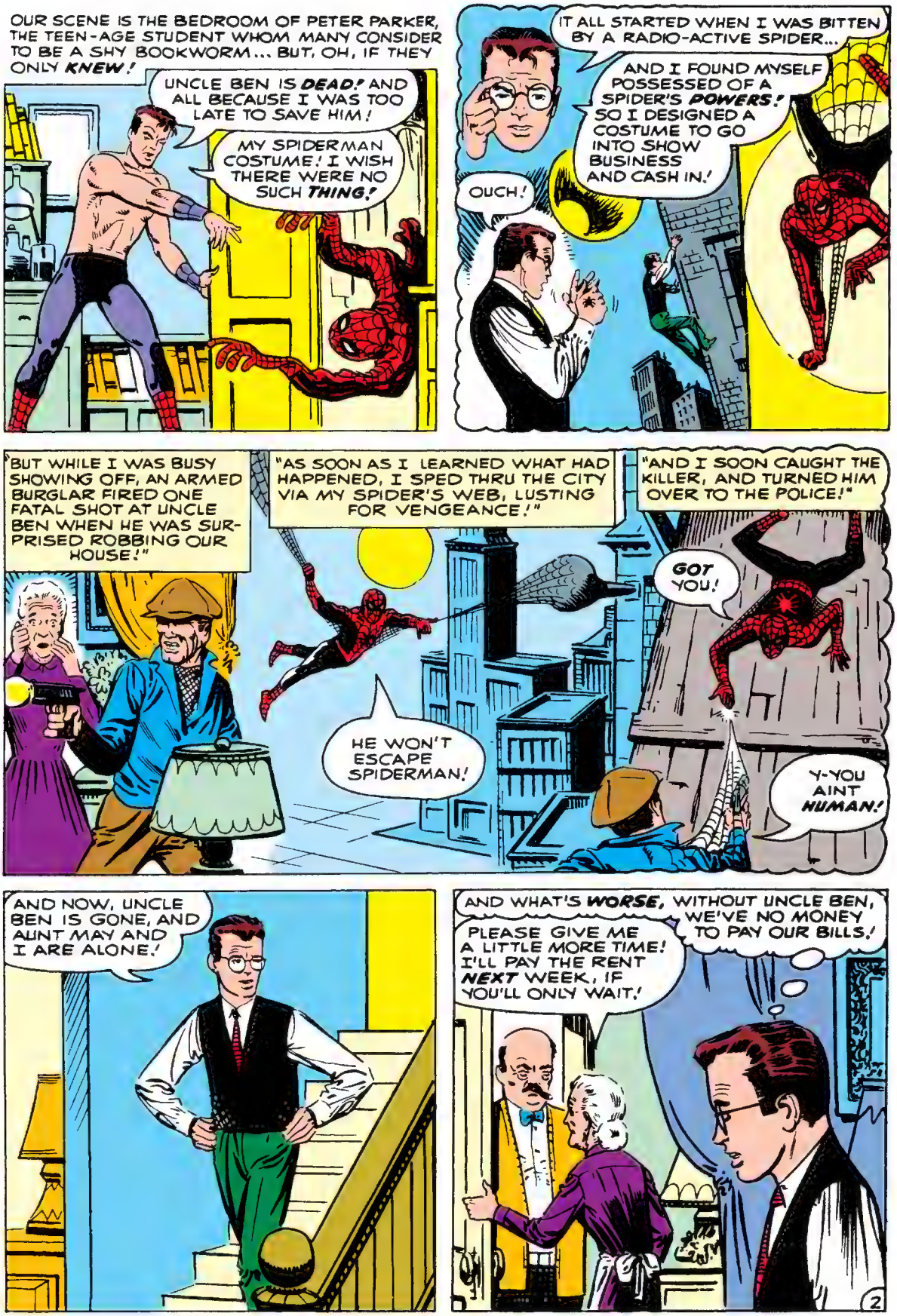
OTHERS, IN ORDER OF VOTES CAST:
"Melvin and the Martian"; "The Plague"; "I, the Gargoyle"

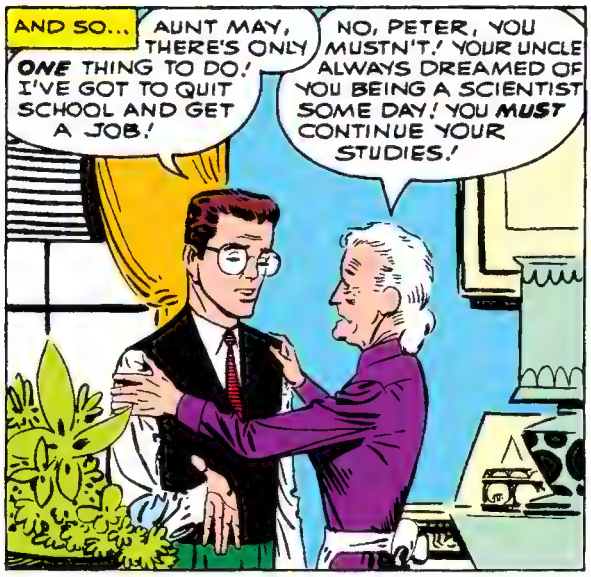
More fantasy and surprises next issue — don't miss it! And, until then, send YOUR letter to:

THE EDITOR
AMAZING FANTASY
THIRD FLOOR
655 MADISON AVE.
NEW YORK 21, N. Y.

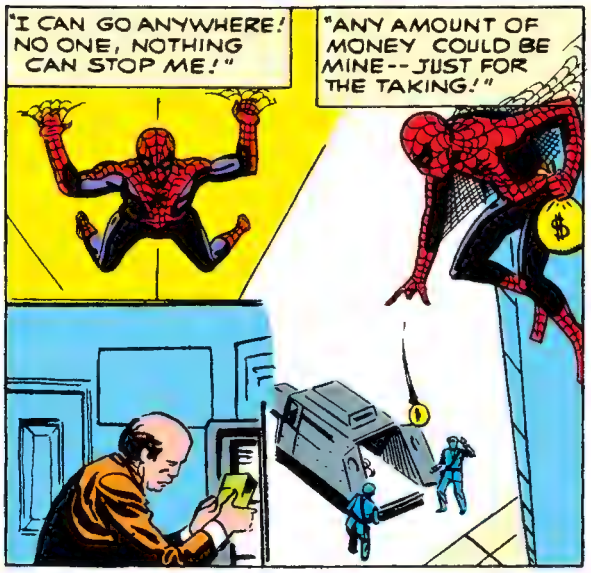
IND.
12¢
the
AMAZING
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MC
1
MAR.
2 GREAT FEATURE-LENGTH SPIDER-MAN THRILLERS!
THE FANTASTIC FOUR THINK I'M TRAPPED! BUT THEY DON'T SUSPECT MY REAL POWER!
EXTRA ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS "the CHAMELEON STRIKES!"

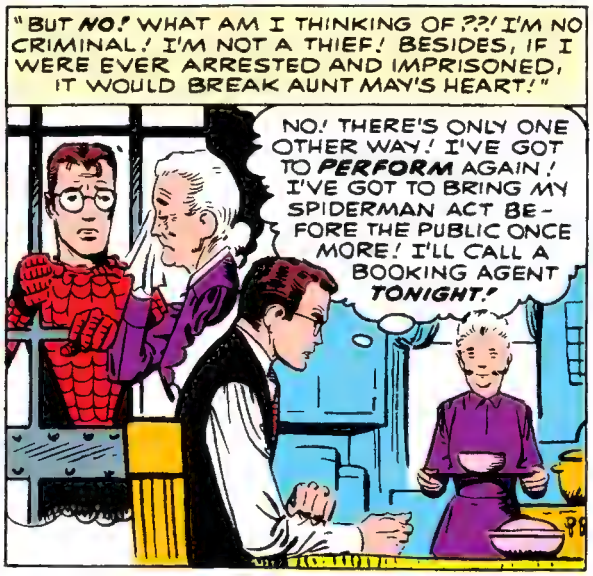
SPIDER-MAN
SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE
NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN AMAZING FANTASY#15 AUG.! SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...
FREAK!
PUBLIC MENACE!
SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE THIS ONE-- BECAUSE THERE'S NEVER BEEN A HERO LIKE---
SPIDER MAN!
V-816
1

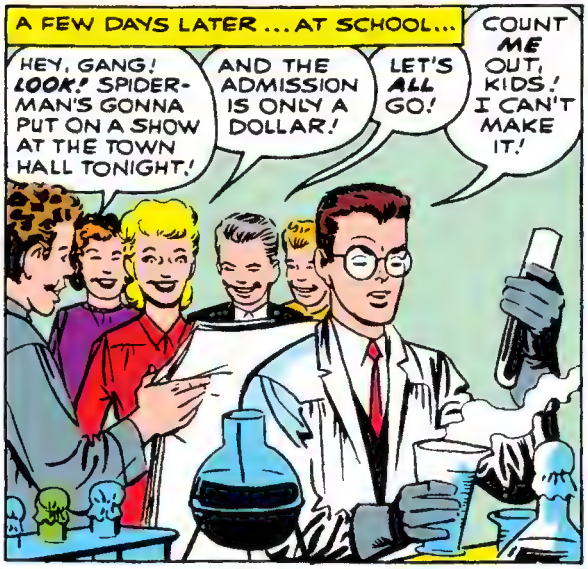

OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY KNEW!
UNCLE BEN IS DEAD! AND ALL BECAUSE I WAS TOO LATE TO SAVE HIM!
MY SPIDERMAN COSTUME! I WISH THERE WERE NO SUCH THING!
IT ALL STARTED WHEN I WAS BITTEN BY A RADIO-ACTIVE SPIDER...
AND I FOUND MYSELF POSSESSED OF A SPIDER'S POWERS! SO I DESIGNED A COSTUME TO GO INTO SHOW BUSINESS AND CASH IN!
OUCH!
"BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!"
"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"
"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"
GOT YOU!
HE WON'T ESCAPE SPIDERMAN!
Y-YOU AINT HUMAN!
AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE!
AND WHAT'S WORSE, WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS!
PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT NEXT WEEK, IF YOU'LL ONLY WAIT!
2

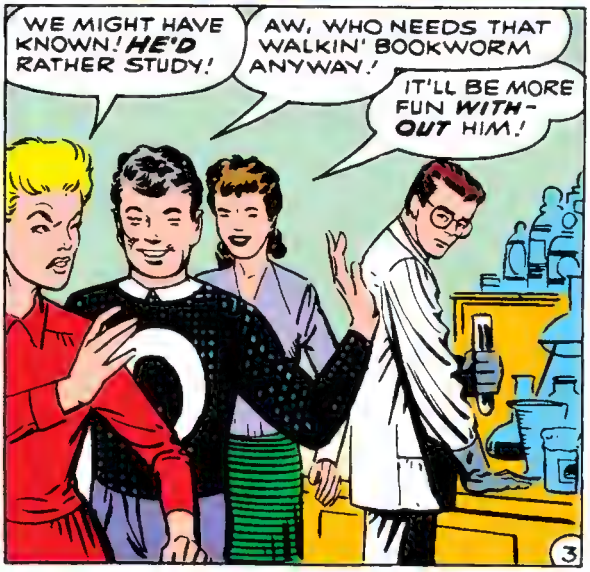

AND SO...
AUNT MAY, THERE'S ONLY ONE THING TO DO! I'VE GOT TO QUIT SCHOOL AND GET A JOB!
NO, PETER, YOU MUSTN'T! YOUR UNCLE ALWAYS DREAMED OF YOU BEING A SCIENTIST SOME DAY! YOU MUST CONTINUE YOUR STUDIES!

BUT I'VE GOT TO HELP AUNT MAY SOMEHOW! WAIT! WITH MY POWERS AS SPIDERMAN, I CAN DO ANYTHING!


"I CAN GO ANYWHERE! NO ONE, NOTHING CAN STOP ME!"
"ANY AMOUNT OF MONEY COULD BE MINE--JUST FOR THE TAKING!"


"BUT NO! WHAT AM I THINKING OF ??! I'M NO CRIMINAL! I'M NOT A THIEF! BESIDES, IF I WERE EVER ARRESTED AND IMPRISONED, IT WOULD BREAK AUNT MAY'S HEART!"
NO! THERE'S ONLY ONE OTHER WAY! I'VE GOT TO PERFORM AGAIN! I'VE GOT TO BRING MY SPIDERMAN ACT BEFORE THE PUBLIC ONCE MORE! I'LL CALL A BOOKING AGENT TONIGHT!


A FEW DAYS LATER ... AT SCHOOL...
HEY, GANG! LOOK! SPIDERMAN'S GONNA PUT ON A SHOW AT THE TOWN HALL TONIGHT!
AND THE ADMISSION IS ONLY A DOLLAR!
LET'S ALL GO!
COUNT ME OUT, KIDS! I CAN'T MAKE IT!


WE MIGHT HAVE KNOWN! HE'D RATHER STUDY!
AW, WHO NEEDS THAT WALKIN' BOOKWORM ANYWAY!
IT'LL BE MORE FUN WITHOUT HIM!

THAT NIGHT, AS THE AUDIENCE IS AMAZED BY SPIDERMAN'S PROWESS, NONE SUSPECT THE ***REAL*** REASON THAT PETER PARKER COULDN'T BE IN THE AUDIENCE ...

I COULDN'T VERY WELL BE DOING THIS ACT AND SITTING IN THE AUDIENCE ***ALSO!***

FINALLY, AFTER THE SHOW...

IT'S TIME TO PAY YOU, SPIDERMAN, BUT I CAN'T GIVE YOU CASH! I'VE GOT TO GIVE YOU A CHECK, SO THERE'S A RECORD FOR TAXES! WHAT NAME SHOULD I WRITE THE CHECK OUT TO?

NAME?? I CAN'T TELL YOU MY REAL NAME! ***NO ONE*** MUST KNOW MY IDENTITY!

JUST MAKE OUT THE CHECK TO ***SPIDER-MAN!***

OKAY, YOU'RE THE BOSS! BUT YOU'LL HAVE A MIGHTY TOUGH TIME ***CASHING*** IT!

A TOUGH TIME CASHING IT, EH? WELL, WE'LL JUST ***SEE*** ABOUT THAT!

I'D LIKE TO CASH THIS CHECK!

I'LL HAVE TO SEE SOME IDENTIFICATION!

WHAT ABOUT MY ***COSTUME?***

DON'T BE SILLY! ***ANYONE*** CAN WEAR A COSTUME! DO YOU HAVE A SOCIAL SECURITY CARD, OR A DRIVER'S LICENSE IN THE NAME OF SPIDERMAN??

N-NO-- I DON'T!

BUT, AS SPIDER-MAN FINDS THAT HE CANNOT CASH HIS DESPERATELY-NEEDED CHECK, JUST ACROSS TOWN, A MAN AT A TYPEWRITER IS MAKING STILL ***MORE*** TROUBLE FOR HIM!

WHEN I'M THRU WITH THIS ARTICLE, SPIDERMAN WILL BE RUN OUT OF TOWN!

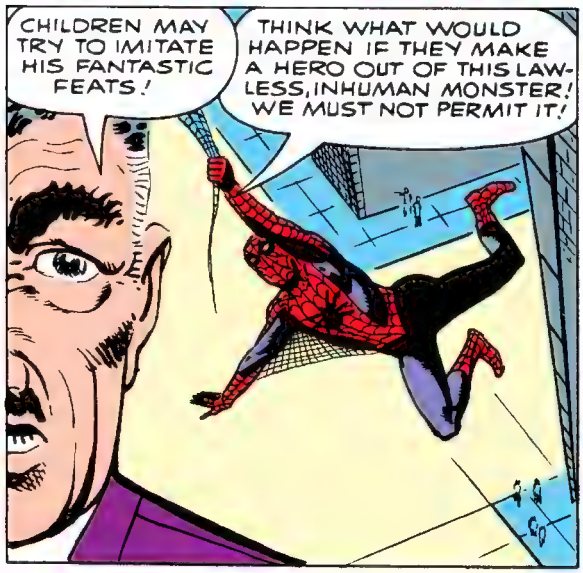
AND, THE NEXT NIGHT...

MIGHT AS WELL GO ON BACK WHERE YOU CAME FROM, SPIDERMAN! THERE'LL BE NO SHOW TONIGHT--OR ***ANY*** NIGHT!

WHAT? WHY? WHAT HAPPENED?

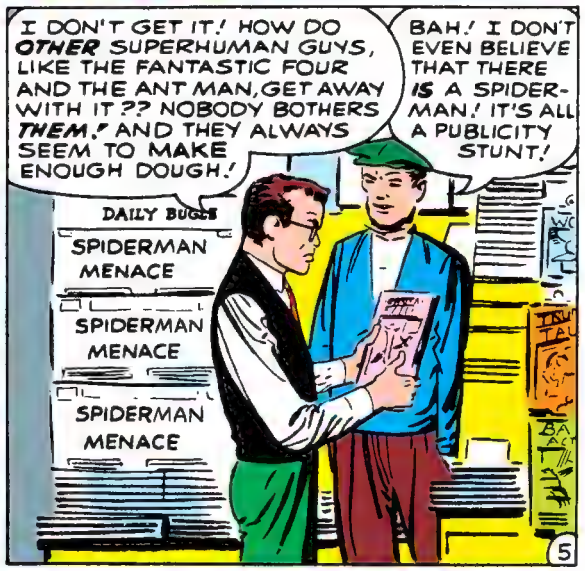
THIS HAPPENED! LOOK AT THIS EDITORIAL! THE PAPER HAS EVERYONE SO STEAMED UP, THEY'LL PROBABLY TOSS YOU IN JAIL IF YOU SHOW YOUR FACE!
BUT WHY? WHAT HAVE THEY GOT AGAINST ME? WHAT HAVE I DONE?
SPIDERMAN MENACE

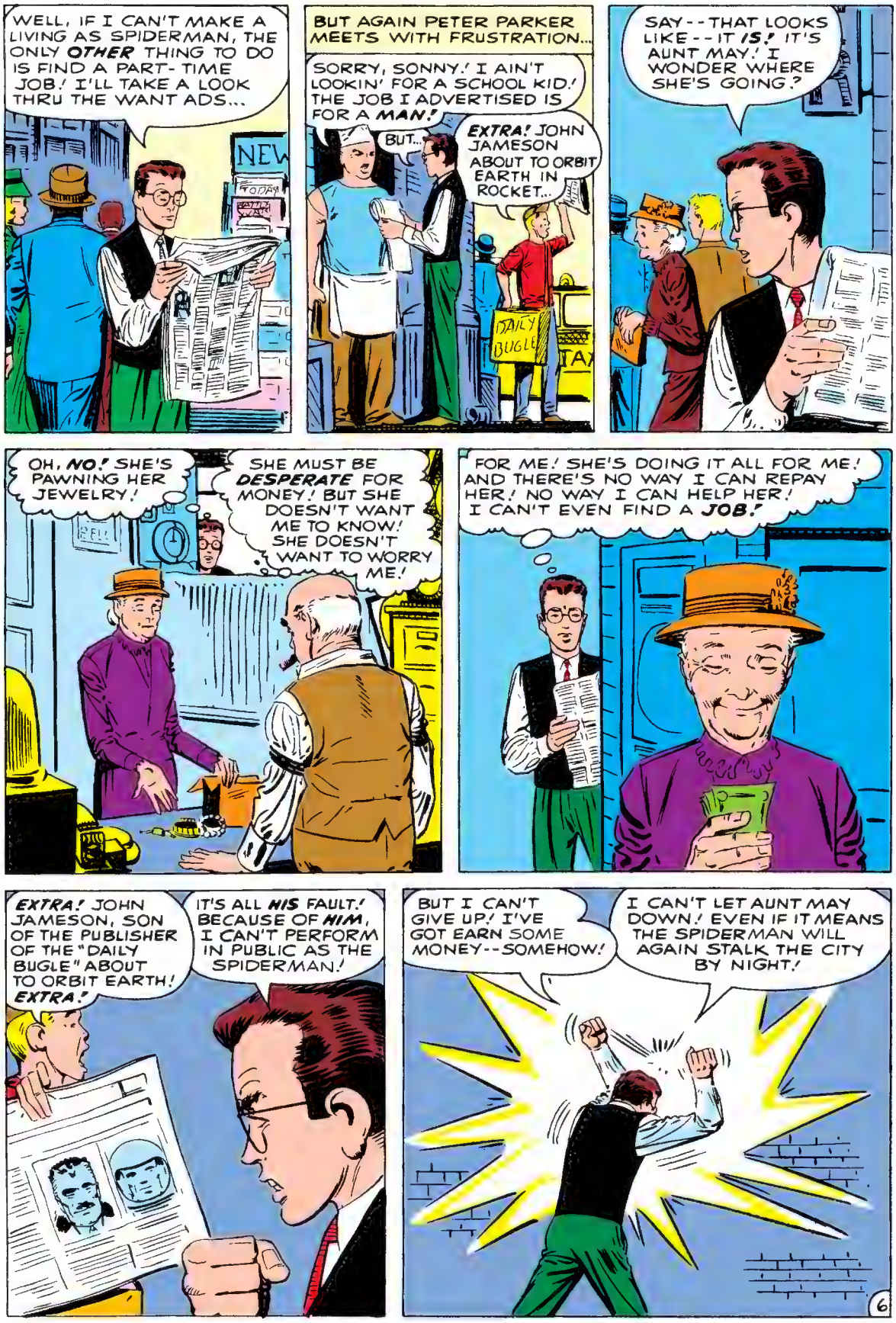
BUT, NOT SATISFIED WITH MERELY WRITING EDITORIALS, J. JONAH JAMESON, PUBLISHER OF THE POWERFUL "DAILY BUGLE" DELIVERS LECTURES ALL OVER TOWN...
WE CANNOT ALLOW THAT MASKED MENACE TO TAKE THE LAW INTO HIS OWN HANDS! HE IS A BAD INFLUENCE ON OUR YOUNGSTERS!


CHILDREN MAY TRY TO IMITATE HIS FANTASTIC FEATS!
THINK WHAT WOULD HAPPEN IF THEY MAKE A HERO OUT OF THIS LAWLESS, INHUMAN MONSTER! WE MUST NOT PERMIT IT!

"I SAY THAT SPIDERMAN MUST BE OUTLAWED! THERE IS NO PLACE FOR SUCH A DANGEROUS CREATURE IN OUR FAIR CITY!"

THE YOUTH OF THIS NATION MUST LEARN TO RESPECT REAL HEROES -- MEN SUCH AS MY SON, JOHN JAMESON, THE TEST PILOT! NOT SELFISH FREAKS SUCH AS SPIDERMAN -- A MASKED MENACE WHO REFUSES TO EVEN LET US KNOW HIS TRUE IDENTITY!


I DON'T GET IT! HOW DO OTHER SUPERHUMAN GUYS, LIKE THE FANTASTIC FOUR AND THE ANT MAN, GET AWAY WITH IT?? NOBODY BOTHERS THEM! AND THEY ALWAYS SEEM TO MAKE ENOUGH DOUGH!
BAH! I DON'T EVEN BELIEVE THAT THERE IS A SPIDERMAN! IT'S ALL A PUBLICITY STUNT!
DAILY BUGLE
SPIDERMAN MENACE
SPIDERMAN MENACE
SPIDERMAN MENACE


WELL, IF I CAN'T MAKE A LIVING AS SPIDERMAN, THE ONLY OTHER THING TO DO IS FIND A PART-TIME JOB! I'LL TAKE A LOOK THRU THE WANT ADS...
NEW
TODAY
BUT AGAIN PETER PARKER MEETS WITH FRUSTRATION...
SORRY, SONNY! I AIN'T LOOKIN' FOR A SCHOOL KID! THE JOB I ADVERTISED IS FOR A MAN!
BUT...
EXTRA! JOHN JAMESON ABOUT TO ORBIT EARTH IN ROCKET...
DAILY BUGLE
SAY--THAT LOOKS LIKE--IT IS! IT'S AUNT MAY! I WONDER WHERE SHE'S GOING?
OH, NO! SHE'S PAWNING HER JEWELRY!
SHE MUST BE DESPERATE FOR MONEY! BUT SHE DOESN'T WANT ME TO KNOW! SHE DOESN'T WANT TO WORRY ME!
FOR ME! SHE'S DOING IT ALL FOR ME! AND THERE'S NO WAY I CAN REPAY HER! NO WAY I CAN HELP HER! I CAN'T EVEN FIND A JOB!
EXTRA! JOHN JAMESON, SON OF THE PUBLISHER OF THE "DAILY BUGLE" ABOUT TO ORBIT EARTH! EXTRA!
IT'S ALL HIS FAULT! BECAUSE OF HIM, I CAN'T PERFORM IN PUBLIC AS THE SPIDERMAN!
BUT I CAN'T GIVE UP! I'VE GOT EARN SOME MONEY--SOMEHOW!
I CAN'T LET AUNT MAY DOWN! EVEN IF IT MEANS THE SPIDERMAN WILL AGAIN STALK THE CITY BY NIGHT!

SPIDER-MAN

PART 2

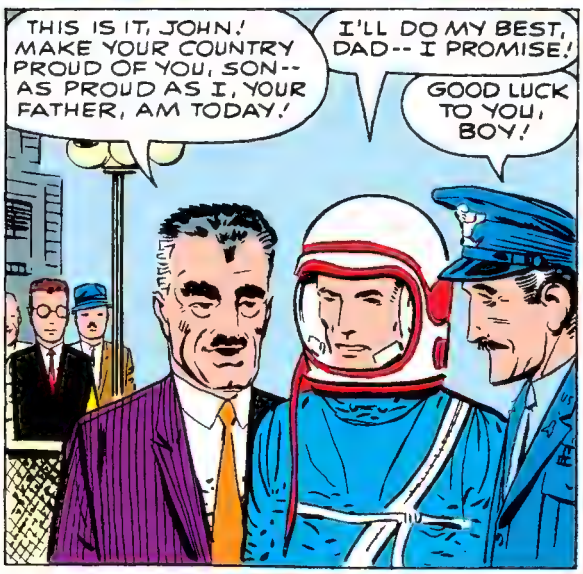
NEXT DAY, HAVING NOTHING BETTER TO DO, PETER PARKER FINDS HIMSELF AMONG THE SPECTATORS ANXIOUSLY AWAITING THE ORBIT FLIGHT OF JOHN JAMESON!

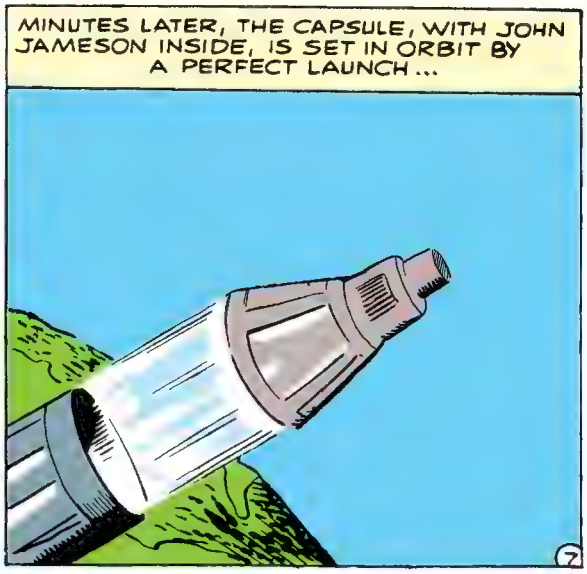
IT SURE MUST TAKE A LOT OF COURAGE TO GO UP IN ONE OF ***THOSE*** BABIES!

I'LL BET EVEN ***SPIDER-MAN*** WOULD THINK TWICE BEFORE VOLUNTEERING FOR ***THIS*** RIDE, HUH?

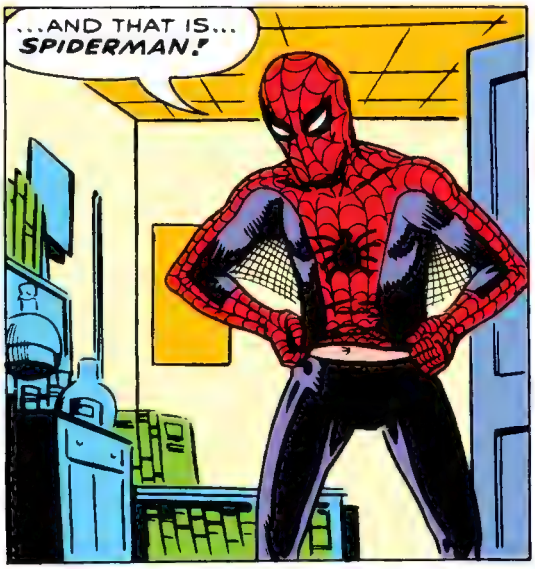
I SUPPOSE SO...

FIFTEEN MINUTES TO BLAST-OFF! ALL UNAUTHORIZED PERSONNEL CLEAR THE FIELD!





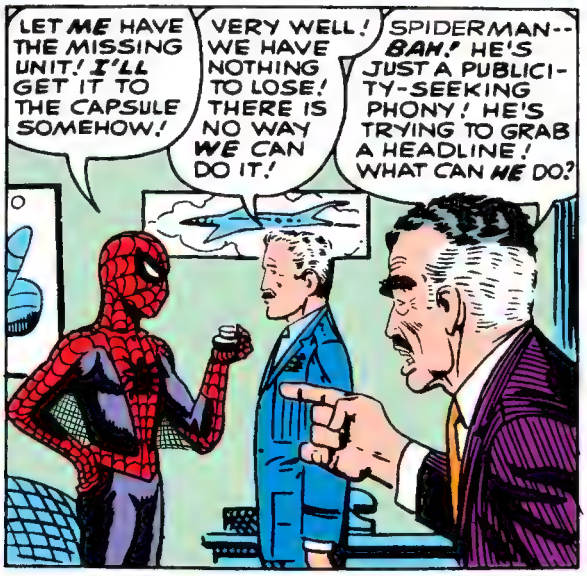
BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...
WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!
SOMETHING'S WRONG! I CAN'T CONTROL HER!
THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!
MEANWHILE, MILES AWAY...
WHAT IS IT? WHAT WENT WRONG?
CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-3B HAS BROKEN LOOSE! CONDITION RED!
WHAT'S THAT?? WITHOUT THE MISSING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH!
GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND SOME WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!
ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!
A COMPLETE MISS! WE'VE GOT TO FIND A BETTER WAY!
WHILE, UNSUSPECTED BY ALL, A BETTER WAY DOES EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...
THERE'S ONLY ONE PERSON WHO CAN SAVE JOHN JAMESON...

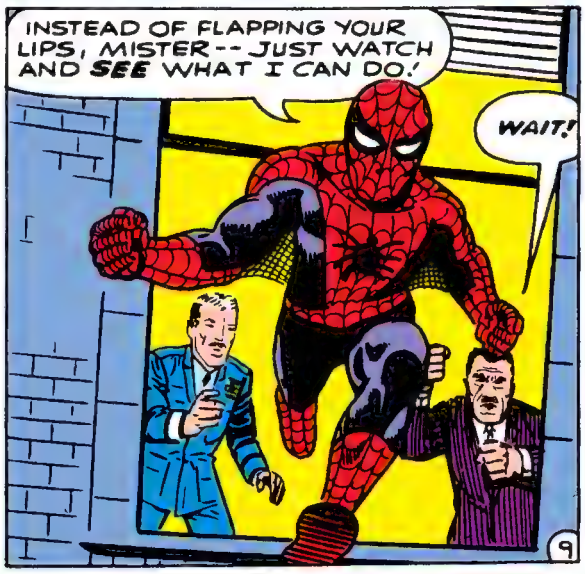

...AND THAT IS... SPIDERMAN!

I'VE GOT TO REACH THE MISSILE CONTROL CENTER THE FASTEST WAY -- THE WAY THAT ONLY SPIDER-MAN CAN TAKE!

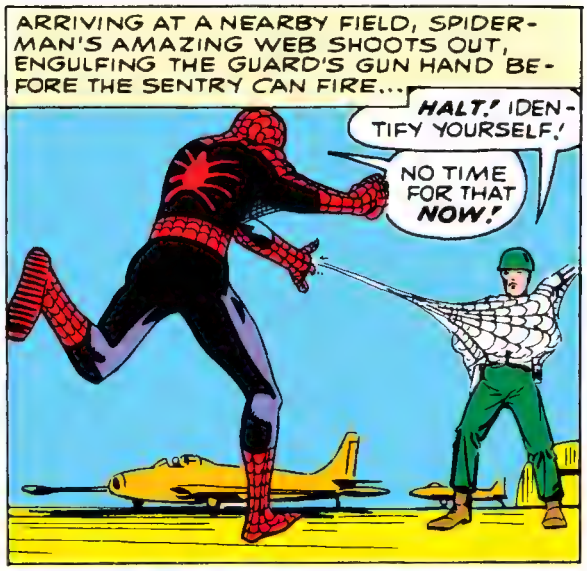
MADE IT! AND NOW...
WE HAVE A SPARE 24-3B GUIDANCE UNIT... BUT THERE IS NO WAY TO GET IT TO JAMESON IN TIME!

YOU'RE WRONG! THERE IS A WAY!
SPIDERMAN!

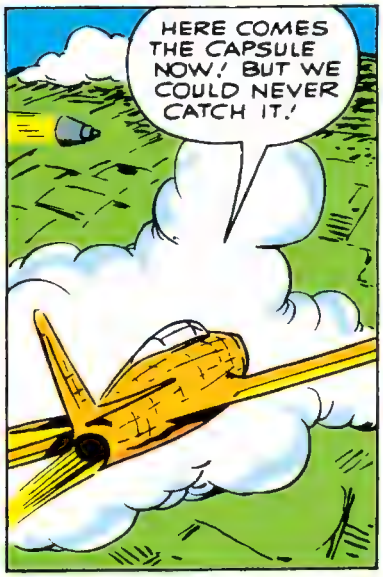

LET ME HAVE THE MISSING UNIT! I'LL GET IT TO THE CAPSULE SOMEHOW!
VERY WELL! WE HAVE NOTHING TO LOSE! THERE IS NO WAY WE CAN DO IT!
SPIDERMAN-- BAH! HE'S JUST A PUBLICITY-SEEKING PHONY! HE'S TRYING TO GRAB A HEADLINE! WHAT CAN HE DO?

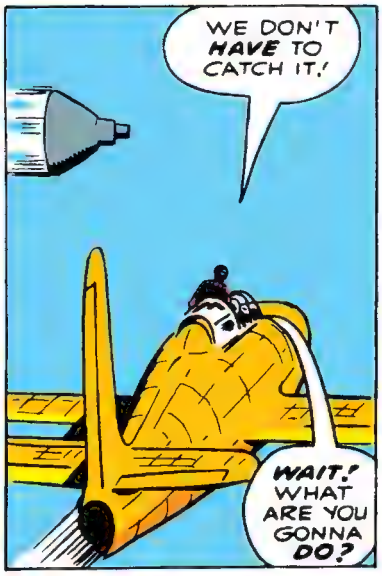

INSTEAD OF FLAPPING YOUR LIPS, MISTER -- JUST WATCH AND SEE WHAT I CAN DO!
WAIT!

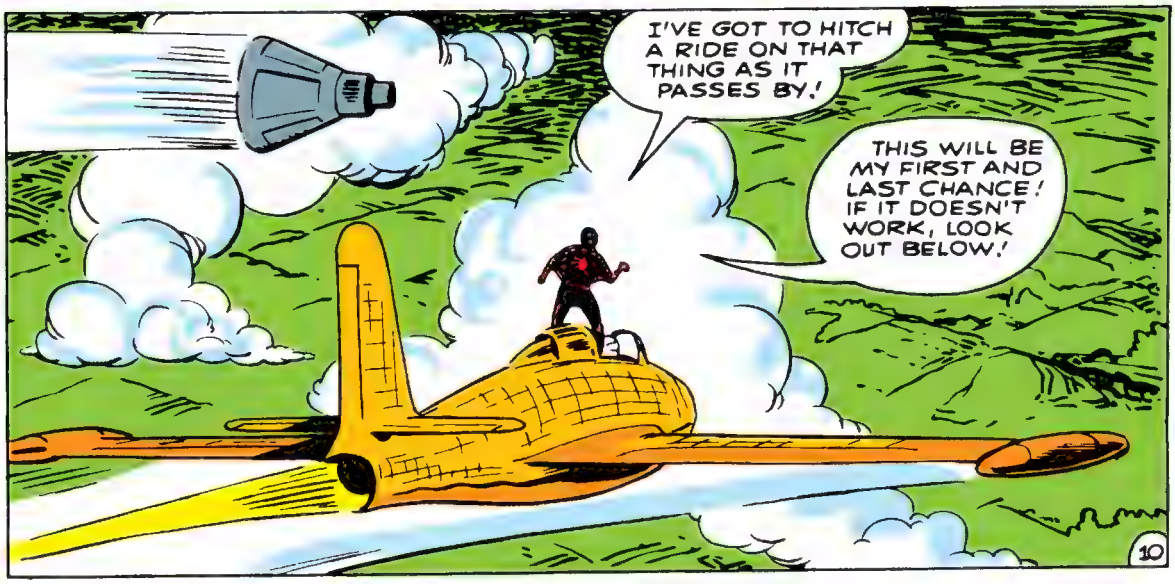
THE CAPSULE IS GETTING LOWER EVERY SECOND! I'VE GOT TO REACH A JET FAST!

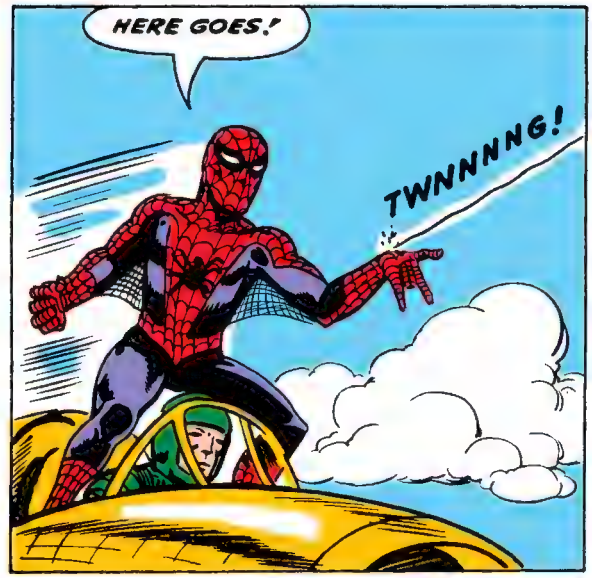

ARRIVING AT A NEARBY FIELD, SPIDER-MAN'S AMAZING WEB SHOOTS OUT, ENGULFING THE GUARD'S GUN HAND BEFORE THE SENTRY CAN FIRE...
HALT! IDENTIFY YOURSELF!
NO TIME FOR THAT NOW!

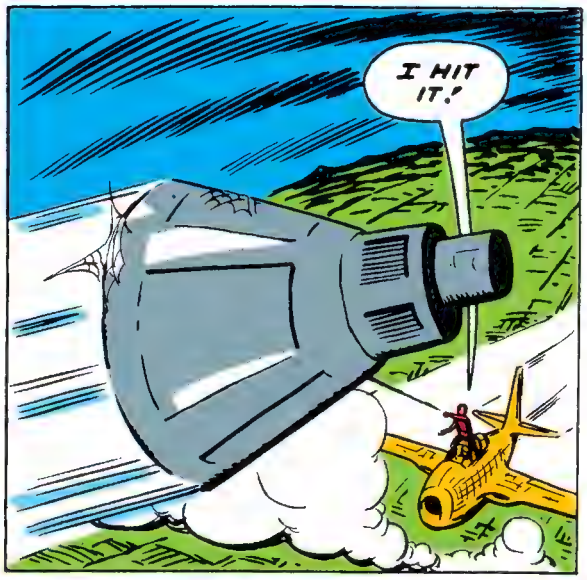
WITHIN SECONDS, THE MIGHTY COSTUMED FIGURE HAS COMMANDEERED A PLANE AND A PILOT, AS THEY TAKE TO THE AIR...
I'LL PROBABLY BE GROUNDED FOREVER FOR DOING THIS, SPIDERMAN, BUT I GOT A HUNCH THAT IF ANYONE CAN SAVE THAT POOR JOKER, YOU'RE THE GUY!

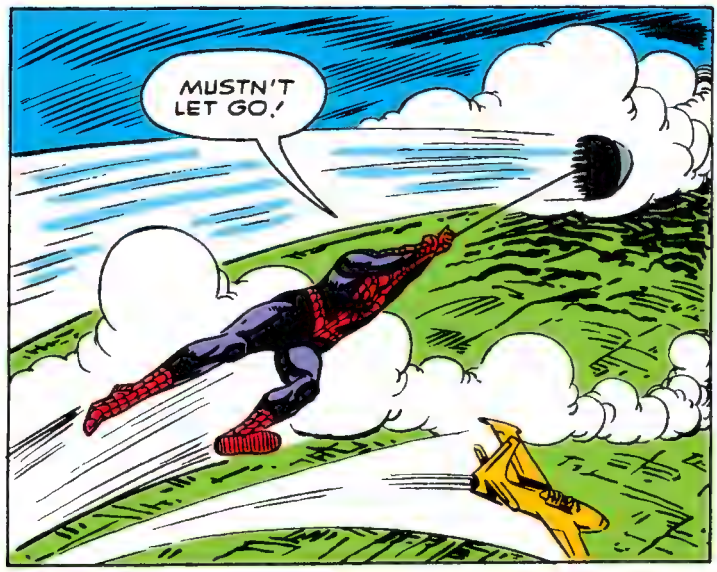

HERE COMES THE CAPSULE NOW! BUT WE COULD NEVER CATCH IT!


WE DON'T HAVE TO CATCH IT!
WAIT! WHAT ARE YOU GONNA DO?

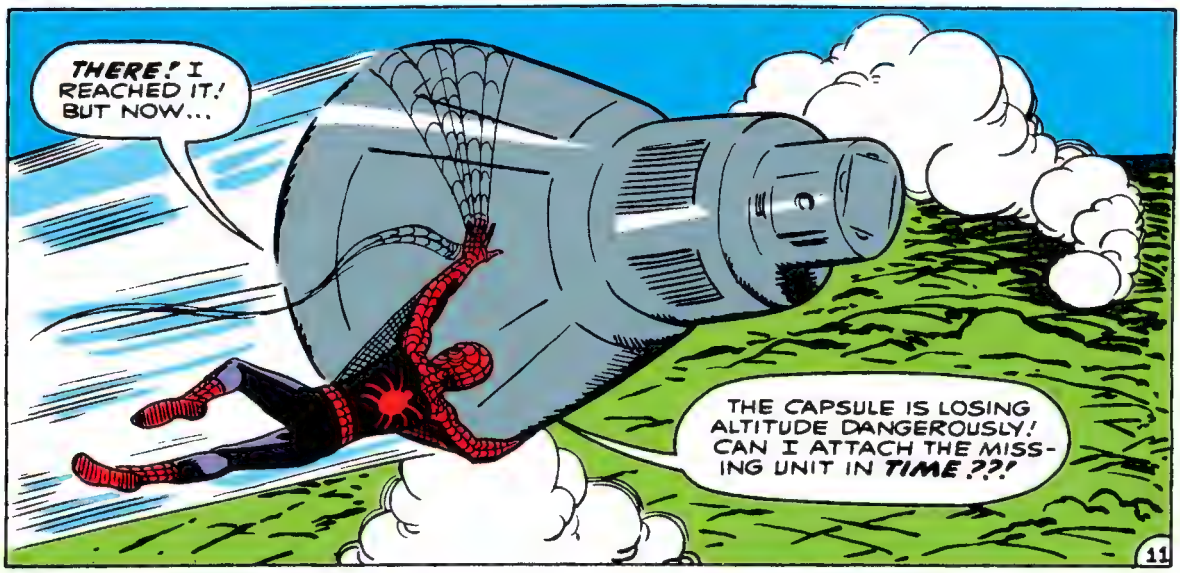

I'VE GOT TO HITCH A RIDE ON THAT THING AS IT PASSES BY!
THIS WILL BE MY FIRST AND LAST CHANCE! IF IT DOESN'T WORK, LOOK OUT BELOW!


HERE GOES!
TWNNNNG!


I HIT IT!


MUSTN'T LET GO!

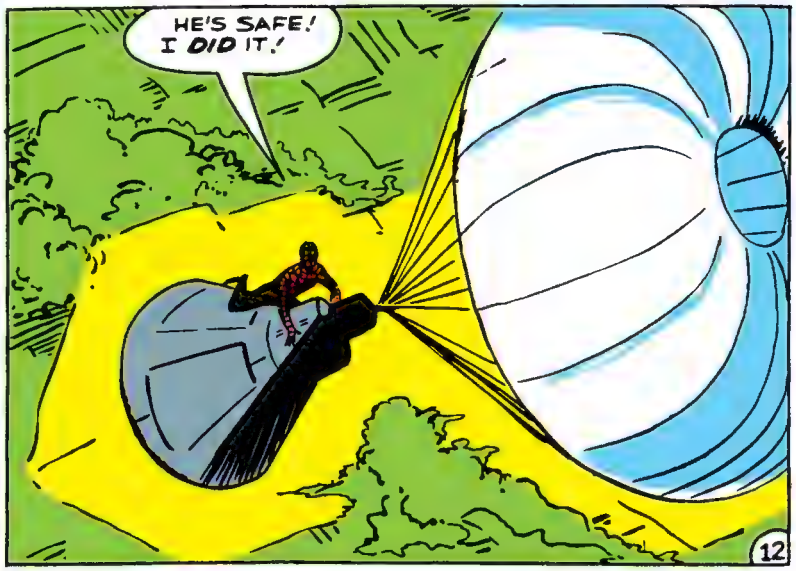
UGH--I'VE GOT TO PULL MYSELF UP--FIGHTING AGAINST ALL THIS WIND RESISTANCE!
EVEN MY STRENGTH CAN JUST BARELY DO IT!

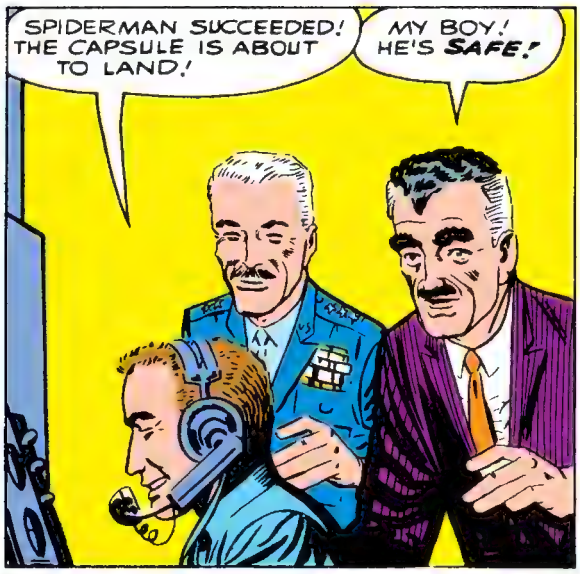

THERE! I REACHED IT! BUT NOW...
THE CAPSULE IS LOSING ALTITUDE DANGEROUSLY! CAN I ATTACH THE MISSING UNIT IN TIME ??!

SPIDER-MAN

PART 3

WHAT A LUCKY BREAK! IT FIT IN PLACE AS SMOOTH AS SILK!

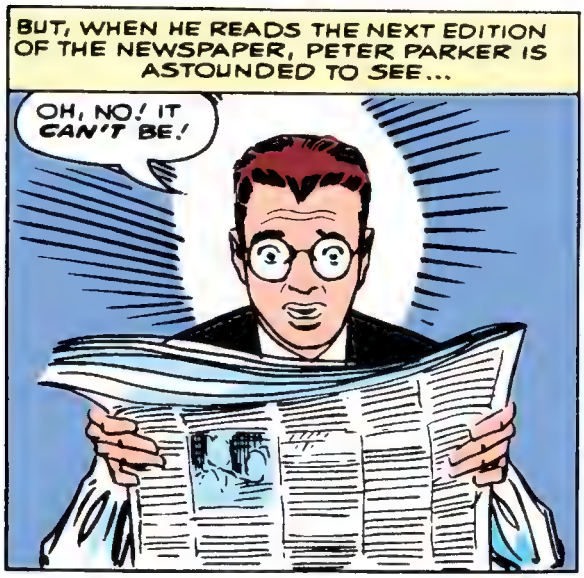


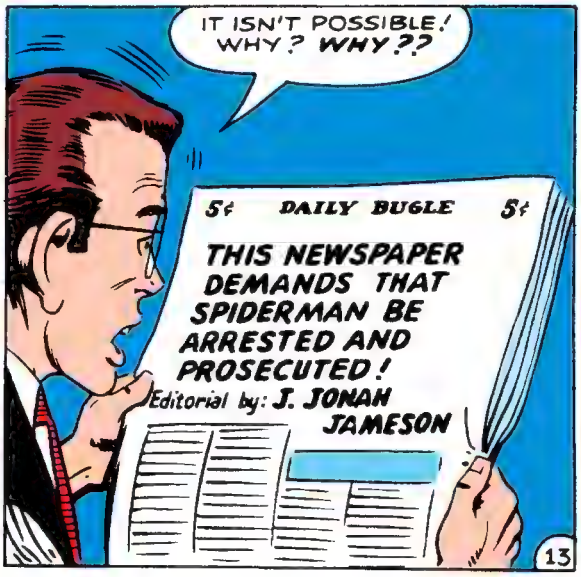

SPIDERMAN SUCCEEDED! THE CAPSULE IS ABOUT TO LAND!
MY BOY! HE'S SAFE!

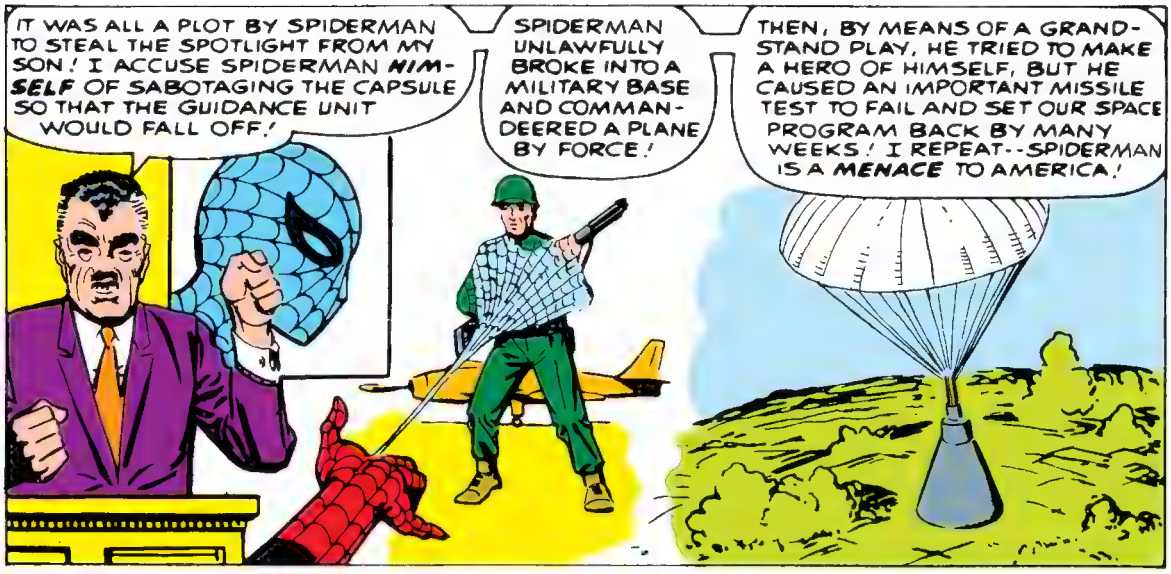
THIS IS AS GOOD A TIME AS ANY FOR ME TO GET OFF! I'LL BET I'M THE ONLY LIVING PERSON WHO EVER HAD A RIDE LIKE THAT BEFORE!

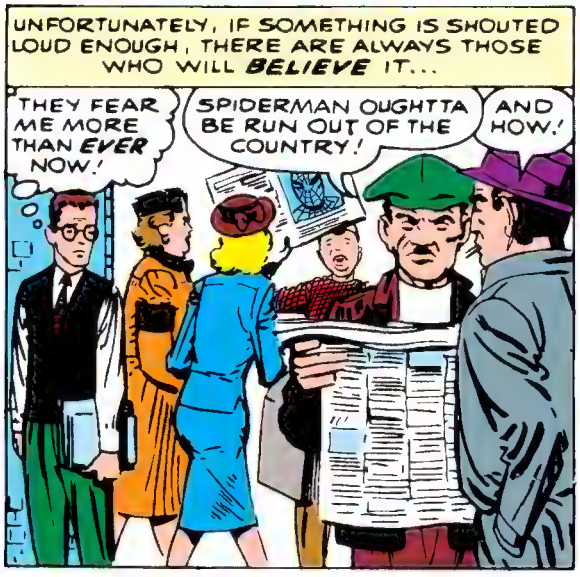
I'D BETTER MAKE MYSELF SCARCE NOW! I'D JUST BE EMBARRASSED IF EVERYONE WANTS TO CONGRATULATE ME AND MAKE A BIG FUSS ABOUT WHAT I'VE DONE!

ANYWAY, FROM NOW ON I GUESS I SHOULDN'T HAVE ANY TROUBLE ABOUT PERFORMING IN PUBLIC! I'LL BET EVEN MISTER JAMESON HIMSELF WOULD HIRE ME!

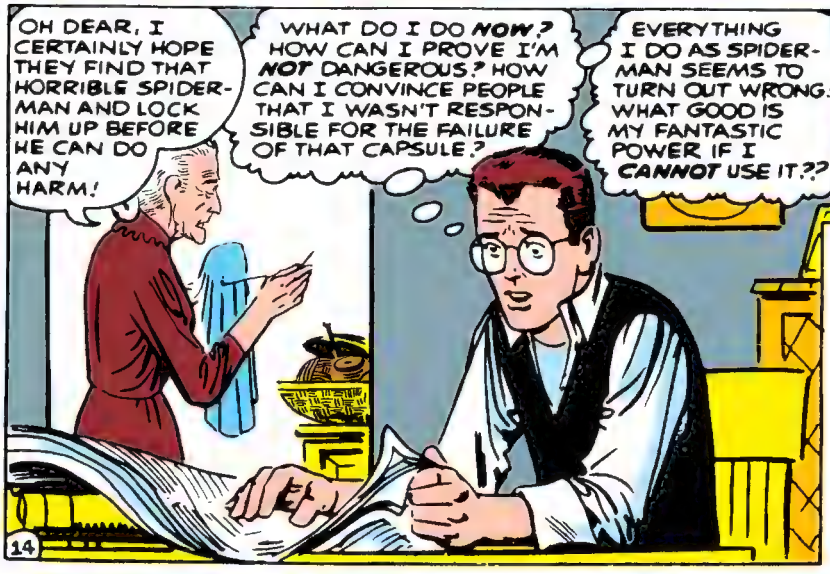

BUT, WHEN HE READS THE NEXT EDITION OF THE NEWSPAPER, PETER PARKER IS ASTOUNDED TO SEE...
OH, NO! IT CAN'T BE!


IT ISN'T POSSIBLE! WHY? WHY??
5¢ DAILY BUGLE 5¢
THIS NEWSPAPER DEMANDS THAT SPIDERMAN BE ARRESTED AND PROSECUTED!
Editorial by: J. JONAH JAMESON





AND, FINALLY--UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...

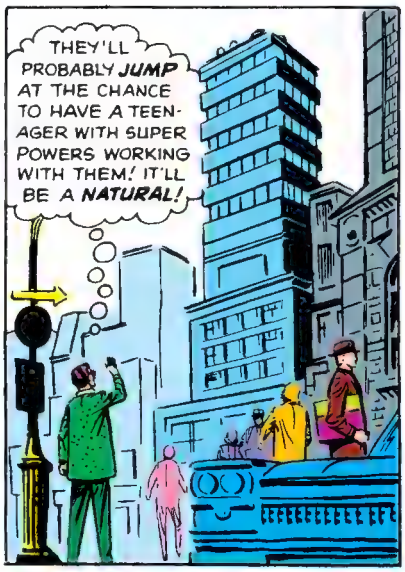


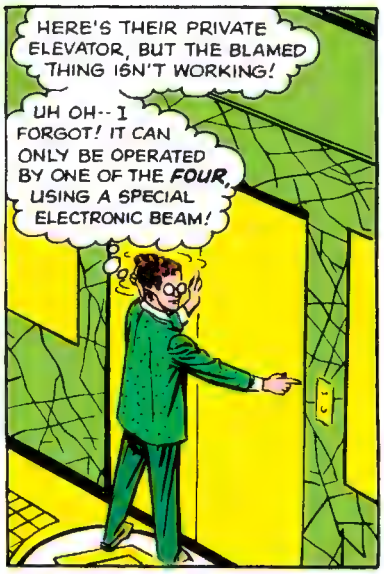
AND SO, A LONELY BOY SITS AND BROODS, WITH THE FATE OF SOCIETY AT STAKE! WHAT WILL HIS DECISION BE? WHAT WILL SPIDERMAN DO NEXT?? ONLY TIME WILL TELL!

The END

SPIDER-MAN
VS. THE CHAMELEON!
HOW CAN YOU DEFEAT A MAN WHO CAN CHANGE HIS IDENTITY BEFORE YOU CAN CATCH HIM?? PERHAPS YOU DON'T KNOW THE ANSWER, BUT THE SPIDER-MAN WAS DETERMINED TO FIND OUT-- NO MATTER WHAT THE COST!
EXTRA BONUS EXTRA!! IN THIS SAME AMAZING TALE YOU WILL MEET AMERICA'S MOST FAMOUS, MOST COLORFUL GROUP OF SUPER-ADVENTURERS THE FANTASTIC FOUR!!
SCRIPT..... STAN LEE
ART..... STEVE DITKO
LETTERING.... JOHN DUFFI
1

WE KNOW HIM AS PETER PALMER ...BUT THE WORLD KNOWS HIM ONLY AS SPIDER-MAN!
SAY! WHY DIDN'T I THINK OF IT BEFORE? THERE'S THE WAY I CAN MAKE SOME MONEY--BY JOINING THE FANTASTIC FOUR!
FANTASTIC FOUR


THEY'LL PROBABLY JUMP AT THE CHANCE TO HAVE A TEEN-AGER WITH SUPER POWERS WORKING WITH THEM! IT'LL BE A NATURAL!


HERE'S THEIR PRIVATE ELEVATOR, BUT THE BLAMED THING ISN'T WORKING!
UH OH--I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE FOUR, USING A SPECIAL ELECTRONIC BEAM!

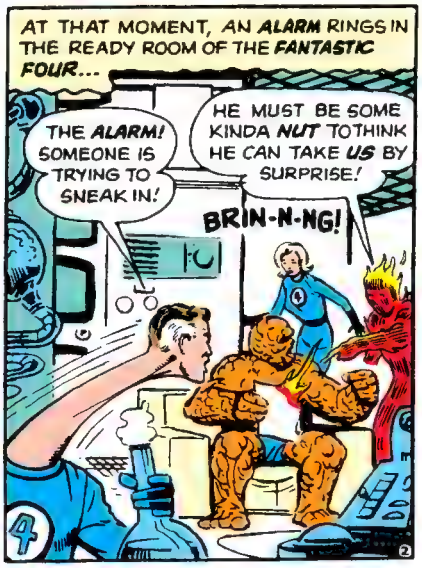
WELL, THAT WON'T STOP SPIDER-MAN! FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR--HECK! I DIDN'T FIGURE THE ELEVATOR WOULD BE ABOVE ME! NO ROOM TO CLIMB PAST IT!

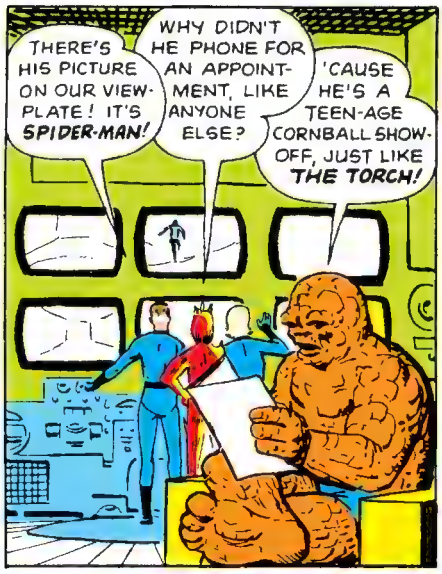
MINUTES LATER, PETER PALMER REACHES THE ROOF OF AN ADJOINING BUILDING...
WELL, THERE'S MORE THAN ONE WAY TO SKIN A CAT! I SHOULD'VE THOUGHT OF THIS RIGHT AWAY!

THEY'LL PROBABLY BE TWICE AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!

HERE GOES NOTHING!

MEANWHILE, DOWN BELOW...
IT'S THE SPIDER-MAN! WHAT A BONUS I'LL GET FOR THIS SHOT!
HE'S HEADING FOR THE FANTASTIC FOUR'S HEADQUARTERS!
HE BALANCES HIMSELF ON THAT STRAND OF WEB LIKE A HUMAN SPIDER!


AT THAT MOMENT, AN ALARM RINGS IN THE READY ROOM OF THE FANTASTIC FOUR...
THE ALARM! SOMEONE IS TRYING TO SNEAK IN!
HE MUST BE SOME KINDA NUT TO THINK HE CAN TAKE US BY SURPRISE!
BRIN-N-NG!


THERE'S HIS PICTURE ON OUR VIEW-PLATE! IT'S SPIDER-MAN!
WHY DIDN'T HE PHONE FOR AN APPOINT-MENT, LIKE ANYONE ELSE?
'CAUSE HE'S A TEEN-AGE CORNBALL SHOW-OFF, JUST LIKE THE TORCH!

HOW OBLIGING OF THEM TO LEAVE A WINDOW OPEN FOR ME! THIS IS A BREEZE!
ACTIVATE DEFENSE MEASURE B, JUST TO BE SAFE!

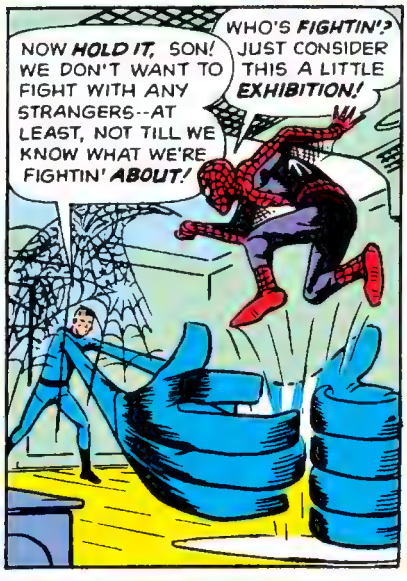
GREETINGS, GROUP! YOU SHOULDN'T MAKE IT SO EASY FOR PEOPLE TO DROP IN ON YA!

GOT NEWS FOR YOU, LOUD-MOUTH--IT AIN'T THAT EASY!
WHA--? A PLEXI-GLASS CAGE! DROPPED FROM THE CEILING!

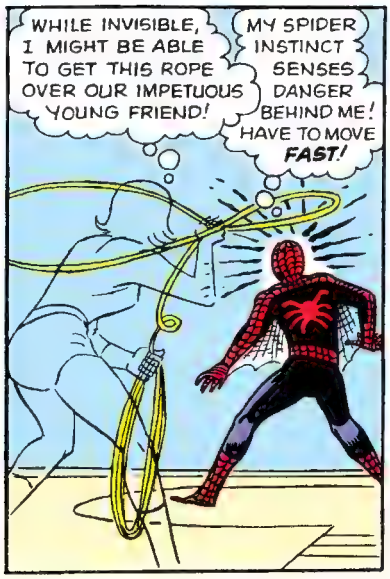
THIS GIZMO MAY KEEP OUT THE RIFF-RAFF, GRUESOME, BUT IT'S A JOKE TO ME!
THAT DEVICE COST US THOUSANDS! IF YOU WRECK IT--

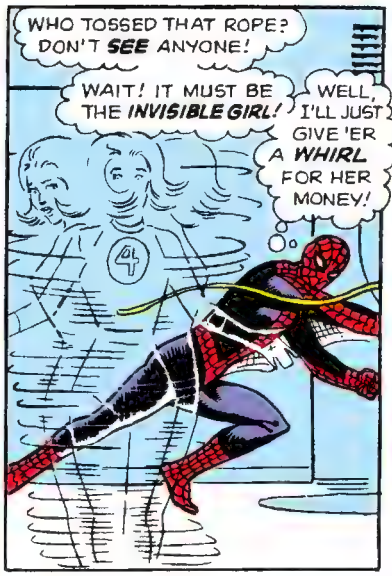
DON'T WORRY, RUBBER-FACE! THIS SQUIRT'S GONNA BE TAUGHT SOME MANNERS, RIGHT NOW!
OWW! YA BIG APE--WHO DO YA THINK YOU'RE PUSHIN' AROUND?

DID YA FORGET YOU'RE MESSIN' WITH A GUY WHO HAS THE PROPORTIONATE STRENGTH OF A SPIDER?
FOR CRYIN' OUT--! THAT'S WHAT I GET FOR PULLIN' MY PUNCH ON ACCOUNTA HIS SIZE!


NOW HOLD IT, SON! WE DON'T WANT TO FIGHT WITH ANY STRANGERS--AT LEAST, NOT TILL WE KNOW WHAT WE'RE FIGHTIN' ABOUT!
WHO'S FIGHTIN'? JUST CONSIDER THIS A LITTLE EXHIBITION!

HE CAUGHT MY HAND IN THAT NET OF HIS! HE CERTAINLY DOES LIVE UP TO HIS NAME!

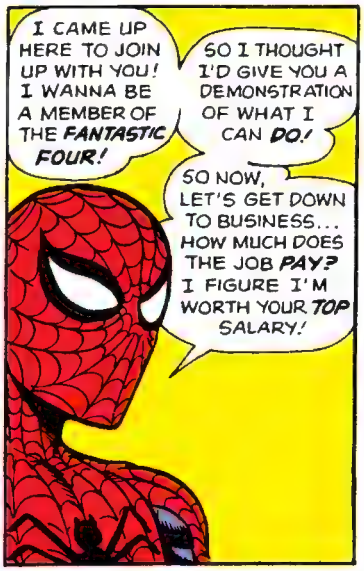

WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!
MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE FAST!

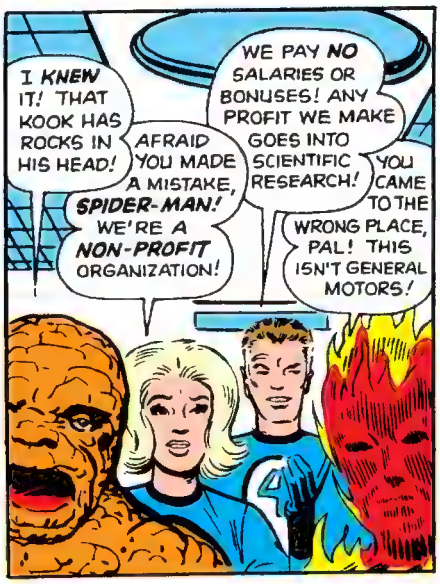

WHO TOSSED THAT ROPE? DON'T SEE ANYONE!
WAIT! IT MUST BE THE INVISIBLE GIRL!
WELL, I'LL JUST GIVE 'ER A WHIRL FOR HER MONEY!

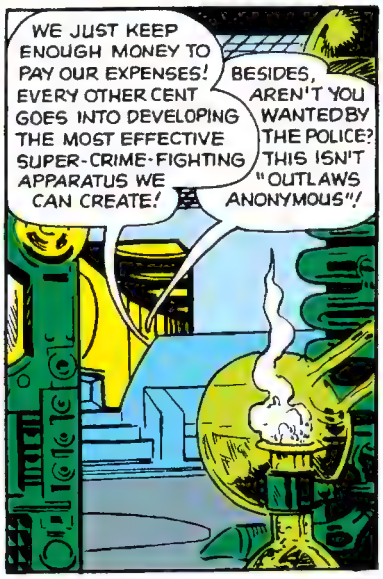
THAT'S IT, YOU ANIMATED INSECT! FUN'S OVER! I'LL SETTLE YOU NOW!
FLAME ON!
HE'S GOT ME IN A CIRCLE OF FLAME!

WELL, I'LL JUST JUMP OVER THAT CLOWN'S LITTLE TRAP...
...AND KEEP OUTTA REACH UNTIL HIS FLAME DIES DOWN!
THEN IT'LL BE MY TURN!
HEY! STAY STILL, DARN IT!

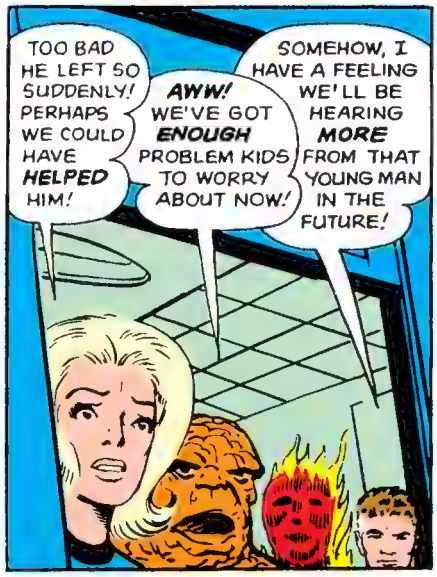
OKAY--THAT'S IT! NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET HURT! NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!
GET OUTTA THE WAY, KILL-JOY! GIMME ANOTHER CRACK AT 'IM!
IT'S ABOUT TIME SOMEONE ASKED ME!

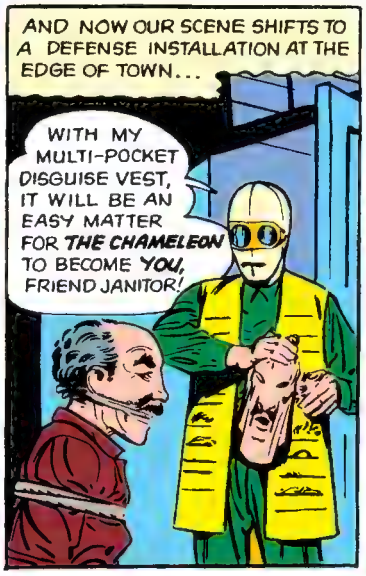

I CAME UP HERE TO JOIN UP WITH YOU! I WANNA BE A MEMBER OF THE FANTASTIC FOUR!
SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN DO!
SO NOW, LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE JOB PAY? I FIGURE I'M WORTH YOUR TOP SALARY!

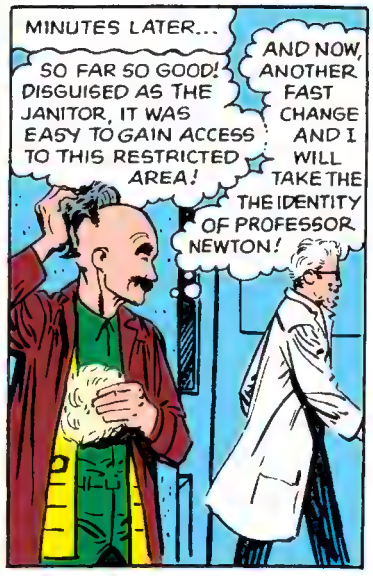

I KNEW IT! THAT KOOK HAS ROCKS IN HIS HEAD!
AFRAID YOU MADE A MISTAKE, SPIDER-MAN! WE'RE A NON-PROFIT ORGANIZATION!
WE PAY NO SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!
YOU CAME TO THE WRONG PLACE, PAL! THIS ISN'T GENERAL MOTORS!

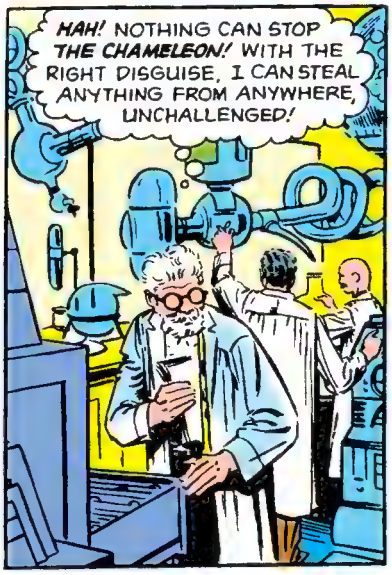

WE JUST KEEP ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!
BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!

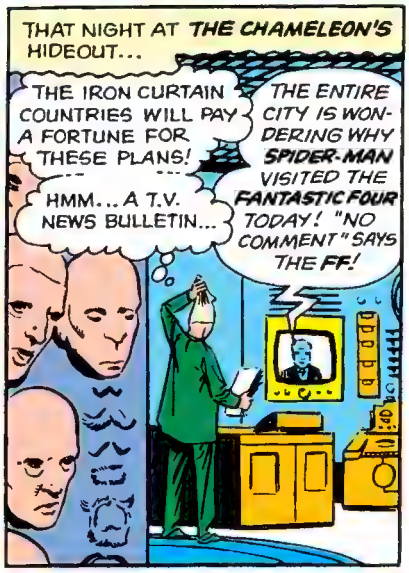
I MIGHT HAVE KNOWN! YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE WORST OF ANYONE!
OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE PIKERS!
WAIT! COME BACK!

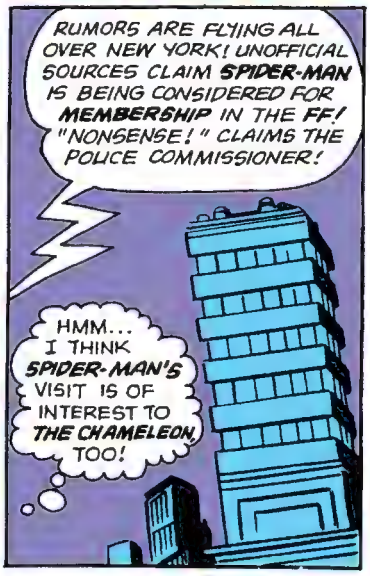

TOO BAD HE LEFT SO SUDDENLY! PERHAPS WE COULD HAVE HELPED HIM!
AWW! WE'VE GOT ENOUGH PROBLEM KIDS TO WORRY ABOUT NOW!
SOMEHOW, I HAVE A FEELING WE'LL BE HEARING MORE FROM THAT YOUNG MAN IN THE FUTURE!

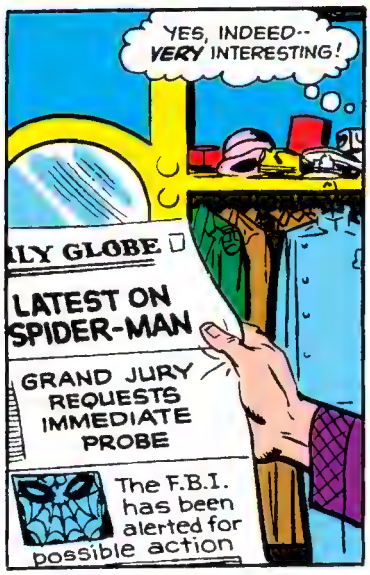

AND NOW OUR SCENE SHIFTS TO A DEFENSE INSTALLATION AT THE EDGE OF TOWN...
WITH MY MULTI-POCKET DISGUISE VEST, IT WILL BE AN EASY MATTER FOR THE CHAMELEON TO BECOME YOU, FRIEND JANITOR!

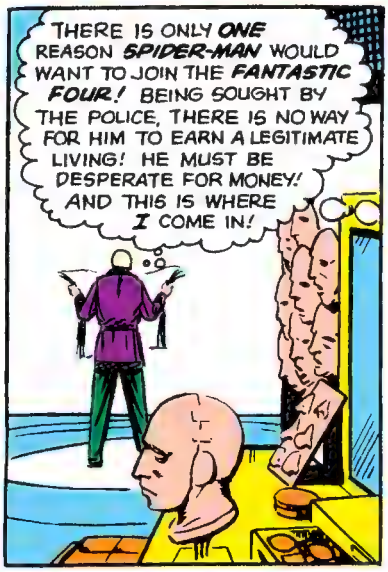

MINUTES LATER...
SO FAR SO GOOD! DISGUISED AS THE JANITOR, IT WAS EASY TO GAIN ACCESS TO THIS RESTRICTED AREA!
AND NOW, ANOTHER FAST CHANGE AND I WILL TAKE THE THE IDENTITY OF PROFESSOR NEWTON!

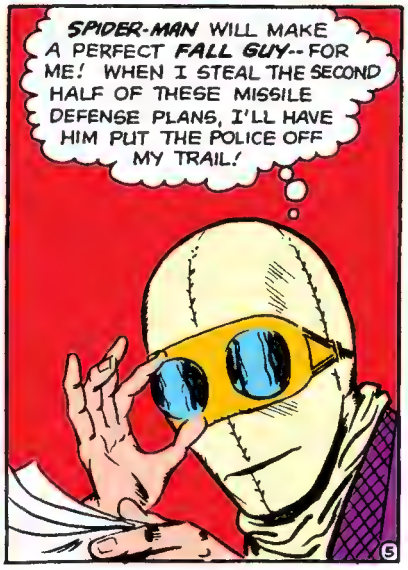

HAH! NOTHING CAN STOP THE CHAMELEON! WITH THE RIGHT DISGUISE, I CAN STEAL ANYTHING FROM ANYWHERE, UNCHALLENGED!

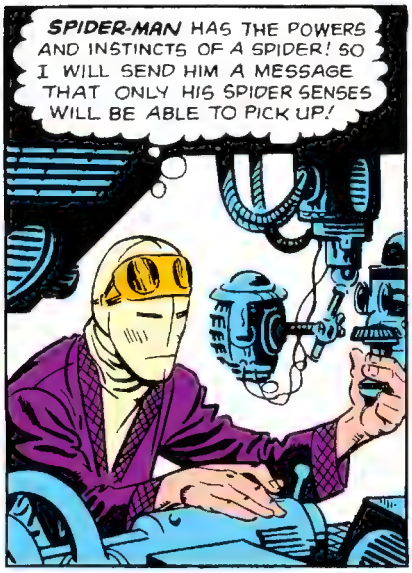

THAT NIGHT AT THE CHAMELEON'S HIDEOUT...
THE IRON CURTAIN COUNTRIES WILL PAY A FORTUNE FOR THESE PLANS!
HMM... A T.V. NEWS BULLETIN...
THE ENTIRE CITY IS WONDERING WHY SPIDER-MAN VISITED THE FANTASTIC FOUR TODAY! "NO COMMENT" SAYS THE FF!


RUMORS ARE FLYING ALL OVER NEW YORK! UNOFFICIAL SOURCES CLAIM SPIDER-MAN IS BEING CONSIDERED FOR MEMBERSHIP IN THE FF! "NONSENSE!" CLAIMS THE POLICE COMMISSIONER!
HMM... I THINK SPIDER-MAN'S VISIT IS OF INTEREST TO THE CHAMELEON, TOO!


YES, INDEED-- VERY INTERESTING!
ILY GLOBE
LATEST ON SPIDER-MAN
GRAND JURY REQUESTS IMMEDIATE PROBE
The F.B.I. has been alerted for possible action


THERE IS ONLY ONE REASON SPIDER-MAN WOULD WANT TO JOIN THE FANTASTIC FOUR! BEING SOUGHT BY THE POLICE, THERE IS NO WAY FOR HIM TO EARN A LEGITIMATE LIVING! HE MUST BE DESPERATE FOR MONEY! AND THIS IS WHERE I COME IN!

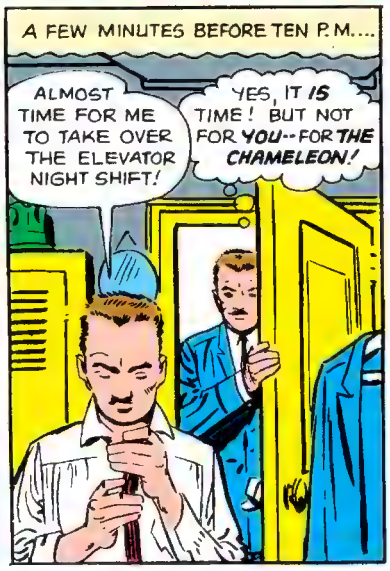

SPIDER-MAN WILL MAKE A PERFECT FALL GUY-- FOR ME! WHEN I STEAL THE SECOND HALF OF THESE MISSILE DEFENSE PLANS, I'LL HAVE HIM PUT THE POLICE OFF MY TRAIL!

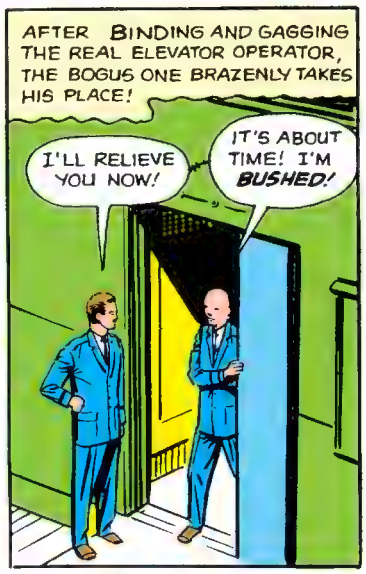

SPIDER-MAN HAS THE POWERS AND INSTINCTS OF A SPIDER! SO I WILL SEND HIM A MESSAGE THAT ONLY HIS SPIDER SENSES WILL BE ABLE TO PICK UP!

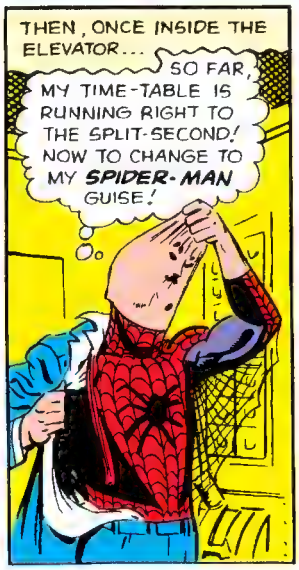
CALLING SPIDER-MAN! MEET ME ON ROOF OF LARK BUILDING AT TEN TONIGHT! IT WILL BE VERY PROFITABLE FOR YOU!

AND MILES AWAY, AT A NEIGHBORHOOD MUSEUM, WHERE PETER PALMER IS STUDYING THE SPIDER EXHIBIT...
SOMEONE IS TRYING TO CONTACT SPIDER-MAN! I CAN SENSE THE FREQUENCY WAVES! BUT WHO--?

WELL, NO MATTER WHO IT IS, I CAN'T AFFORD TO PASS UP A CHANCE FOR PROFIT! I'LL JUST LEAVE MY CLOTHES UP HERE, AND THEN...


A FEW MINUTES BEFORE TEN P.M....
ALMOST TIME FOR ME TO TAKE OVER THE ELEVATOR NIGHT SHIFT!
YES, IT IS TIME! BUT NOT FOR YOU--FOR THE CHAMELEON!

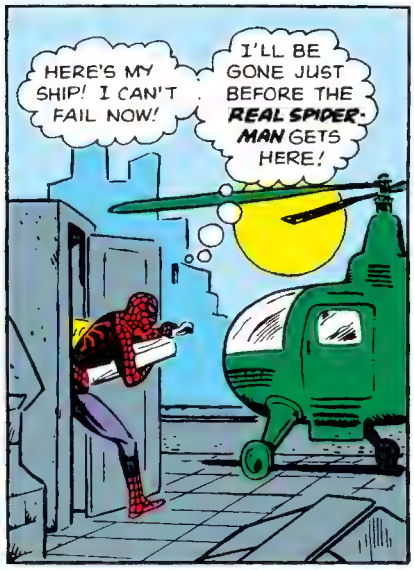

AFTER BINDING AND GAGGING THE REAL ELEVATOR OPERATOR, THE BOGUS ONE BRAZENLY TAKES HIS PLACE!
I'LL RELIEVE YOU NOW!
IT'S ABOUT TIME! I'M BUSHED!

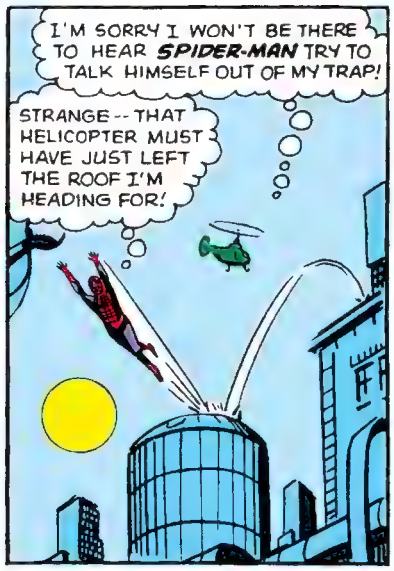

THEN, ONCE INSIDE THE ELEVATOR...
SO FAR, MY TIME-TABLE IS RUNNING RIGHT TO THE SPLIT-SECOND! NOW TO CHANGE TO MY SPIDER-MAN GUISE!

AND FINALLY...
SPIDER-MAN! H-HOW DID YOU GET IN? W-WHAT DO YOU WANT?
THOSE MISSILE DEFENSE PLANS WHICH YOU'RE HOLDING!

I CAN'T BELIEVE IT! YOU-- A TRAITOR! WAIT--
MY WEB WILL KEEP YOU A PRISONER UNTIL I CAN ESCAPE!
THIS ARTIFICIAL WEB ISN'T AS STRONG AS SPIDER-MAN'S REAL ONE, BUT NO ONE'LL NOTICE THE DIFFERENCE!

SECONDS LATER...
HELP! POLICE! SPIDER-MAN'S HEADING FOR THE ROOF WITH STOLEN PLANS! HELP!!
HE FINALLY BROKE FREE! GOOD! IT'S ALL GOING ACCORDING TO PLAN!


HERE'S MY SHIP! I CAN'T FAIL NOW!
I'LL BE GONE JUST BEFORE THE REAL SPIDER-MAN GETS HERE!


I'M SORRY I WON'T BE THERE TO HEAR SPIDER-MAN TRY TO TALK HIMSELF OUT OF MY TRAP!
STRANGE -- THAT HELICOPTER MUST HAVE JUST LEFT THE ROOF I'M HEADING FOR!

I WONDER WHO SENT FOR ME? NOBODY IS WAITING ON THE ROOF!

LOOK! THERE HE IS!
FREEZE, SPIDER-MAN! WE WANT THOSE SECRET PLANS YOU STOLE!
PLANS?... STOLE?... I'M BEGINNIN' TO SMELL A RAT!

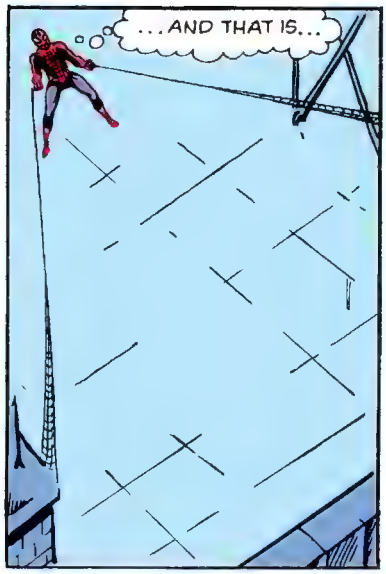
I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT NOBODY'S FRAMIN' ME FOR ANYTHING!
THAT'LL HOLD YOU TILL I CAN GET AWAY!

WHAT A FOOL I WAS! THE MESSAGE WAS A TRICK TO PIN A CRIME ON ME! AND I FELL FOR IT!

BUT WHO COULD HAVE--? WAIT! THAT HELICOPTER! THE PILOT IS THE ONE THE POLICE REALLY WANT!

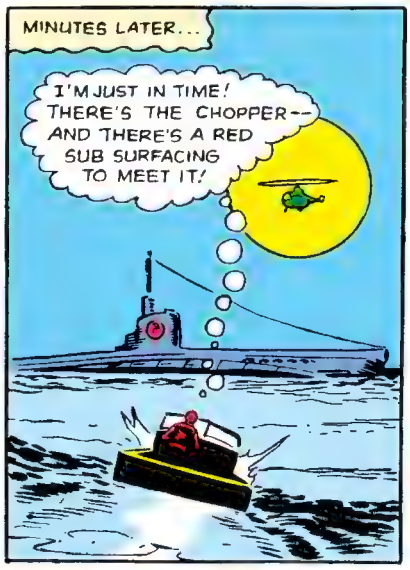
IF HE HASN'T FLOWN TOO FAR, I CAN USE MY SPIDER'S SENSES TO "TUNE IN" ON THE SHIP... GET ITS LOCATION!
GOT IM! HE'S OUT TOWARDS THE WATERFRONT! I'VE GOT TO STOP HIM!

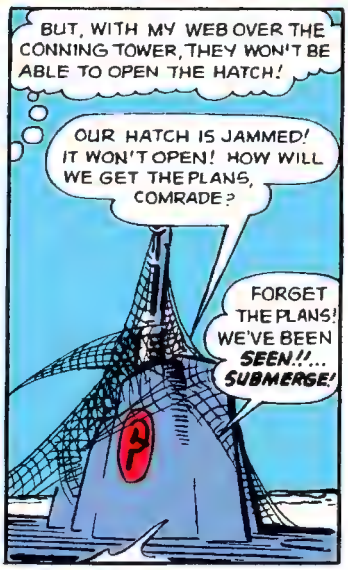
WELL, IF I'M GOING TO CATCH ME A SPEEDING WHIRLEY-BIRD, THERE'S ONLY ONE WAY TO DO IT...

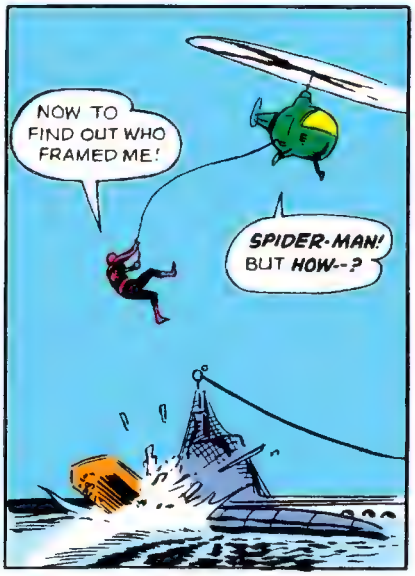

...AND THAT IS...

...TO GET A REAL FAST START! LIKE THIS!
TWANNNG!

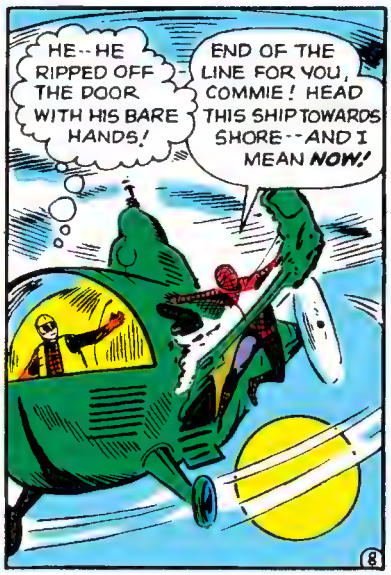
HE'S ALREADY REACHED THE SEA!
BUT I CAN MAKE A PARACHUTE OUT OF MY WEB AND FLOAT DOWN TO THAT MOTORBOAT BELOW! I'M NOT LICKED YET!


MINUTES LATER...
I'M JUST IN TIME! THERE'S THE CHOPPER-- AND THERE'S A RED SUB SURFACING TO MEET IT!


BUT, WITH MY WEB OVER THE CONNING TOWER, THEY WON'T BE ABLE TO OPEN THE HATCH!
OUR HATCH IS JAMMED! IT WON'T OPEN! HOW WILL WE GET THE PLANS, COMRADE?
FORGET THE PLANS! WE'VE BEEN SEEN!!... SUBMERGE!


NOW TO FIND OUT WHO FRAMED ME!
SPIDER-MAN! BUT HOW--?

I CAN'T SHAKE HIM OFF--NO MATTER HOW I MANEUVER!


HE--HE RIPPED OFF THE DOOR WITH HIS BARE HANDS!
END OF THE LINE FOR YOU, COMMIE! HEAD THIS SHIP TOWARDS SHORE--AND I MEAN NOW!

AND, BEFORE THE POLICE HAVE LEFT THE LARK BUILDING ROOF...
LOOK!
HERE'S THE GUY YOU'RE LOOKIN' FOR! THE GUY WHO STOLE THOSE PLANS AND IMPERSONATED ME!
BUT IN THE NEXT SPLIT-SECOND, THE WILY CHAMELEON DROPS A TINY SMOKE PELLET, AND BREAKS FREE IN THE CONFUSION...
BEFORE THEY KNOW WHAT HAPPENED, I'LL HAVE TAKEN A NEW DISGUISE, AND BE FREE!
HE CAN'T GET OUT OF THE BUILDING! ALL EXITS ARE GUARDED!... SEARCH EVERY ROOM!
LET THEM SEARCH! I KNEW THIS DISGUISE WOULD COME IN HANDY! WHO WOULD EVER SUSPECT A POLICEMAN?
I'LL LOOK IN HERE, MEN!
I'LL TAKE THIS CORRIDOR!
AND I'LL HEAD FOR THE STREET UNDER YOUR VERY NOSES!
BUT AGAIN THE CHAMELEON HAS RECKONED WITHOUT SPIDER-MAN'S SUPERNATURAL SPIDER'S INSTINCTS...
THAT TINGLE I FEEL! MY QUARRY IS CLOSE-- WITHIN STRIKING DISTANCE!
HE'S WISE TO ME! IF I CAN JUST PULL THIS FUSE--
ONE OF THESE COPS MUST BE A PHONY!
HE'S DOUSED THE LIGHTS! BUT THAT WON'T STOP ME! I CAN STILL SENSE HIM IN THE DARK!
I'LL JUST SHOOT MY WEB OVER--OH, NO!
I'M ALL OUT OF THE SPECIAL FLUID!

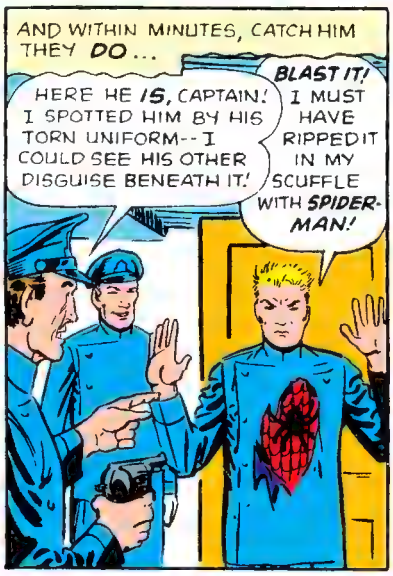
I' VE GOT TO REACH THAT EXIT BEFORE HE DOES! THIS IS THE FASTEST WAY!

THAT FIGURE-- LEAVING THE OTHERS-- IT'S HIM!

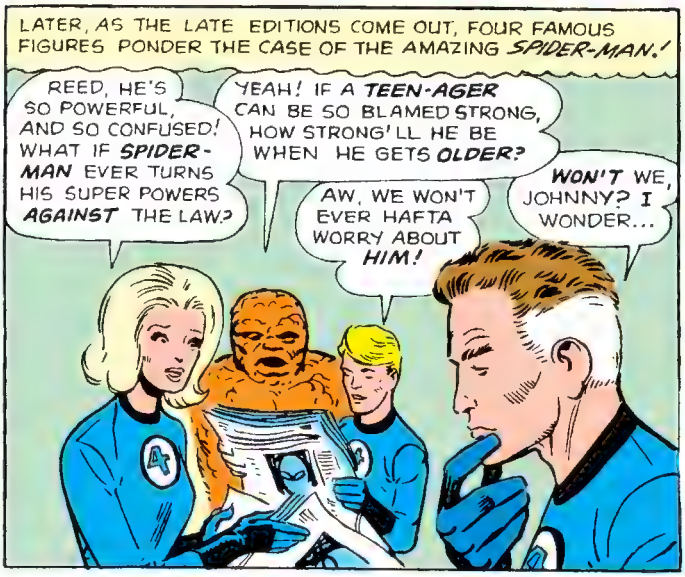
BUT, AS THE LIGHTS GO ON AGAIN, THE CHAMELEON RESORTS TO ONE, LAST, DESPERATE RUSE...
HELP! GRAB HIM! IT'S THE CHAMELEON, DISGUISED AS SPIDER-MAN AGAIN!
WHA--?

OH, NO, YOU DON'T! YOU'RE NOT GONNA FOOL US THAT WAY A SECOND TIME!
WAIT!... HE'S LYING! I AM SPIDER-MAN!
IT WORKED! NOW TO SLIP AWAY!

IN A FIT OF WHITE-HOT FURY, THE POWERFUL SPIDER-MAN WRENCHES FREE OF THE STARTLED OFFICERS' GRASP, AND...
LOOK AT HIM GO UP THAT WALL! HE WAS THE REAL SPIDER-MAN!
EVERY TIME I TRY TO HELP, I GET INTO WORSE TROUBLE! WELL, THEY CAN CATCH THAT SPY THEMSELVES NOW!


AND WITHIN MINUTES, CATCH HIM THEY DO...
HERE HE IS, CAPTAIN! I SPOTTED HIM BY HIS TORN UNIFORM-- I COULD SEE HIS OTHER DISGUISE BENEATH IT!
BLAST IT! I MUST HAVE RIPPED IT IN MY SCUFFLE WITH SPIDER-MAN!

AND, AS THE CHAMELEON IS LED AWAY, A LONE FIGURE LOSES HIMSELF IN THE SHADOWS OF THE SILENT NIGHT...
NOTHING TURNS OUT RIGHT...SOB... I WISH I HAD NEVER GOTTEN MY SUPER POWERS!


LATER, AS THE LATE EDITIONS COME OUT, FOUR FAMOUS FIGURES PONDER THE CASE OF THE AMAZING SPIDER-MAN!
REED, HE'S SO POWERFUL, AND SO CONFUSED! WHAT IF SPIDER-MAN EVER TURNS HIS SUPER POWERS AGAINST THE LAW?
YEAH! IF A TEEN-AGER CAN BE SO BLAMED STRONG, HOW STRONG'LL HE BE WHEN HE GETS OLDER?
AW, WE WON'T EVER HAFTA WORRY ABOUT HIM!
WON'T WE, JOHNNY? I WONDER...

AND THE WHOLE WORLD WILL HAVE TO WONDER-- UNTIL OUR NEXT GREAT ISSUE! DON'T MISS IT!!
The END

A PERSONAL MESSAGE FROM SPIDER-MAN

Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

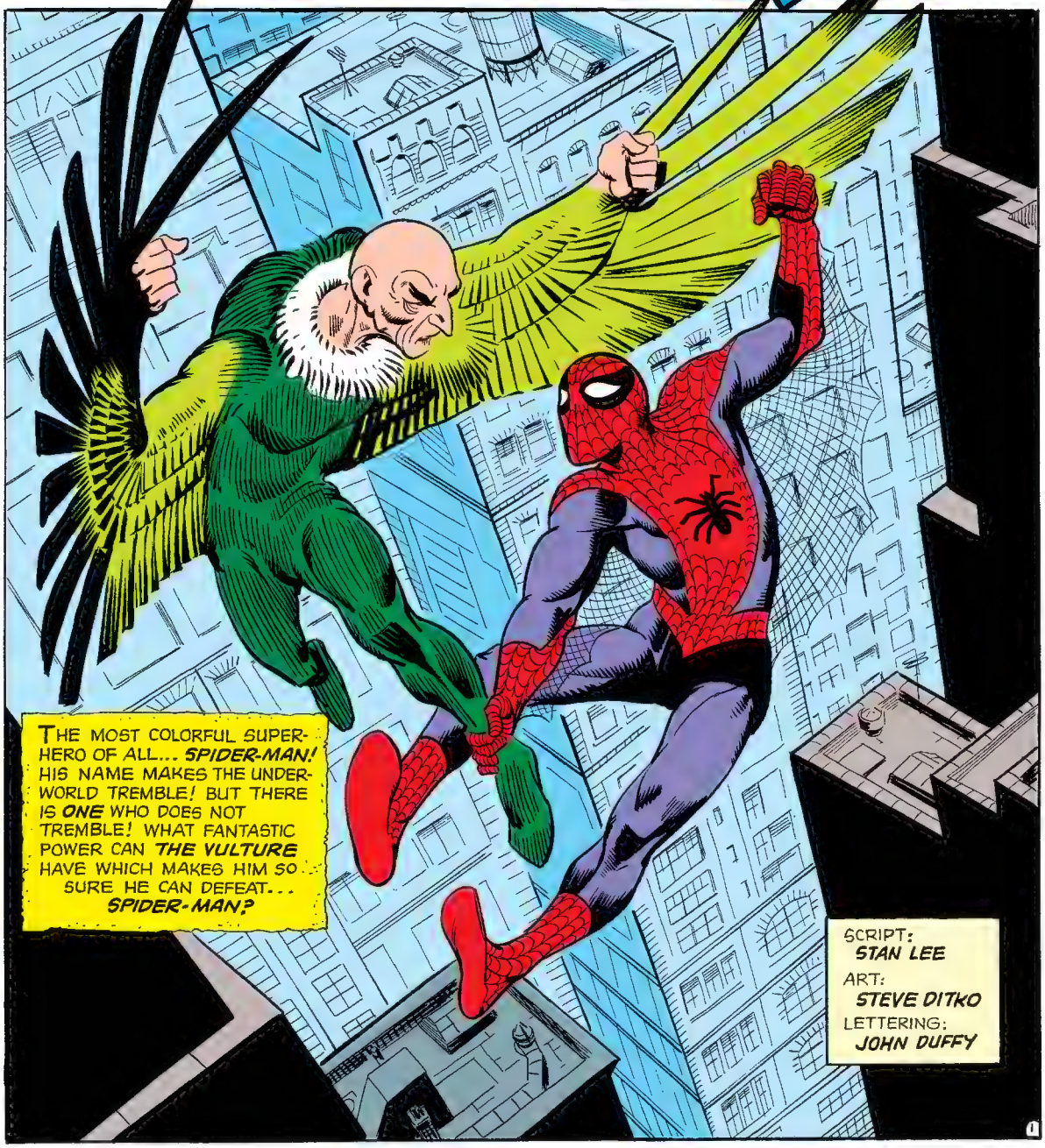
Yours for thrills and fantasy... *Spider-Man*

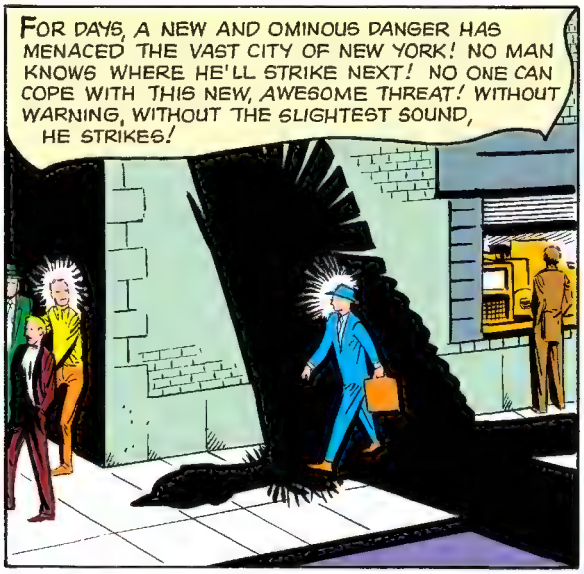
***NOTE:**
We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!

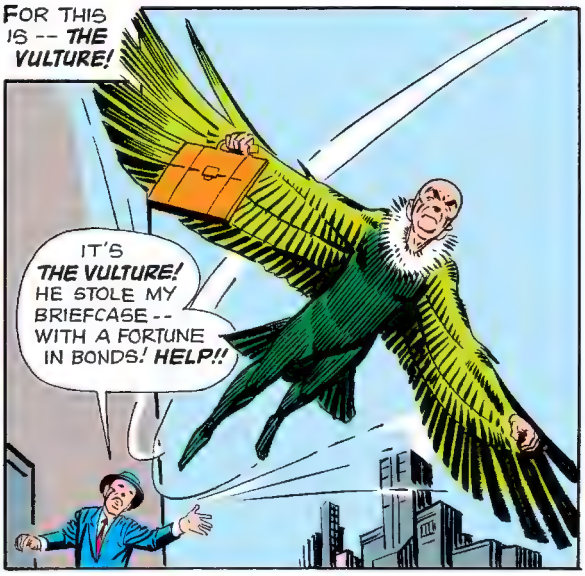
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
2 MAY
2 GREAT NEW SPIDER-MAN THRILLERS!
2 GREAT NEW SUPER-VILLAINS!
featuring: "The VULTURE!" and...
...SPIDER-MAN IS TRAPPED BY "the TERRIBLE TINKERER!"
DITKO

SPIDER-MAN

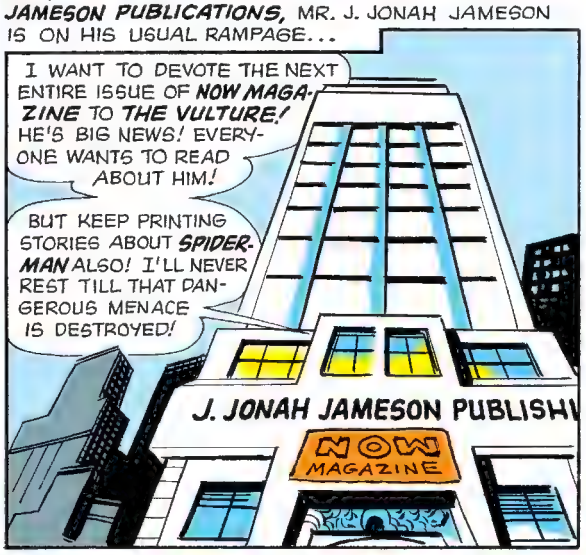
"DUEL TO THE DEATH WITH The VULTURE!"

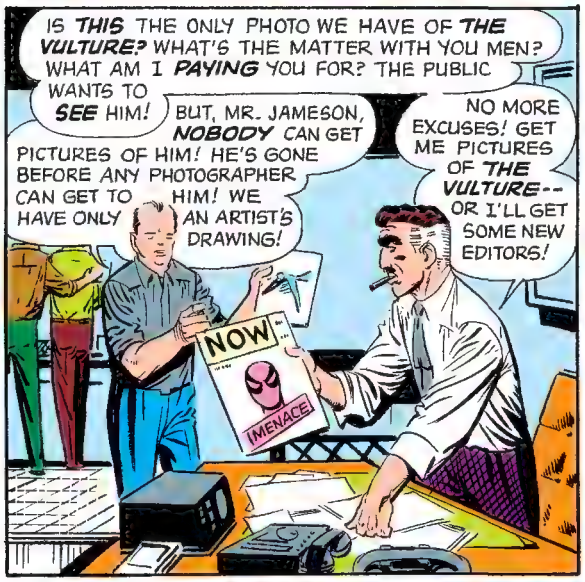




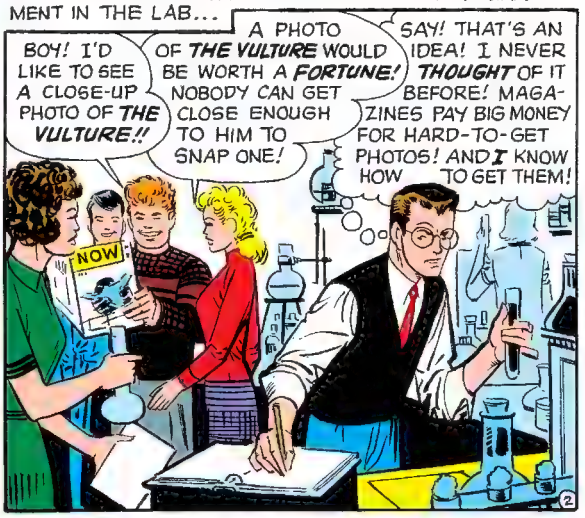


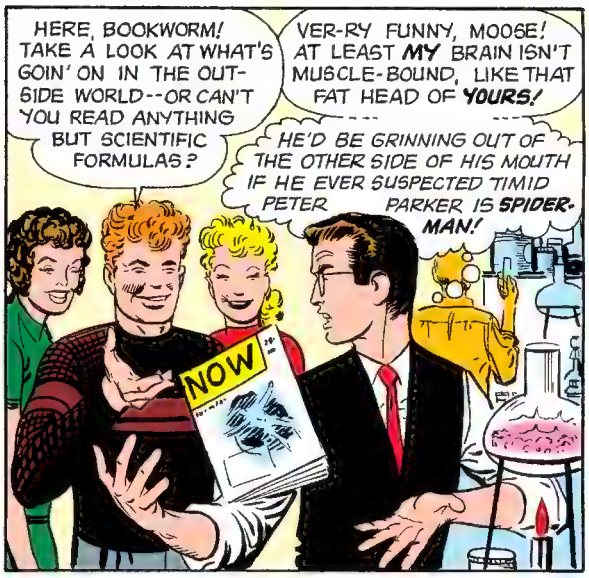
AND, IN THE EXECUTIVE SUITE OF THE POWERFUL JAMESON PUBLICATIONS, MR. J. JONAH JAMESON IS ON HIS USUAL RAMPAGE...



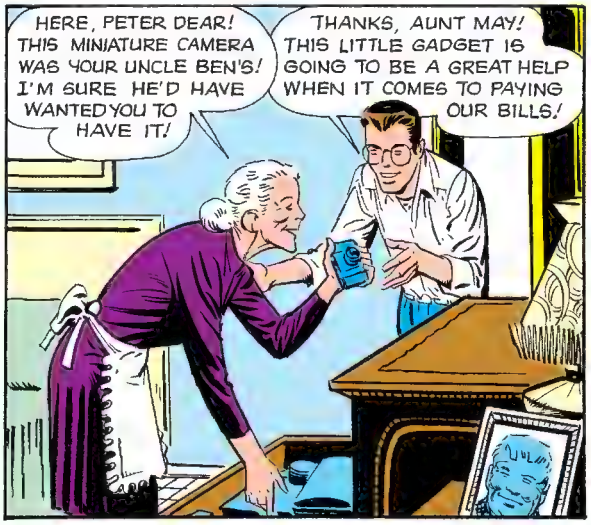


MEANWHILE, IN A NEARBY HIGH SCHOOL, PETER PARKER OVERHEARS AN INTERESTING DISCUSSION AS THE YOUNG SCIENCE MAJOR PERFORMS AN EXPERIMENT IN THE LAB...

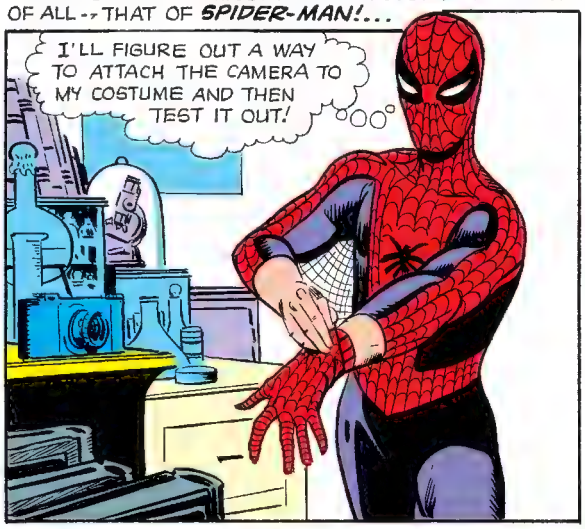




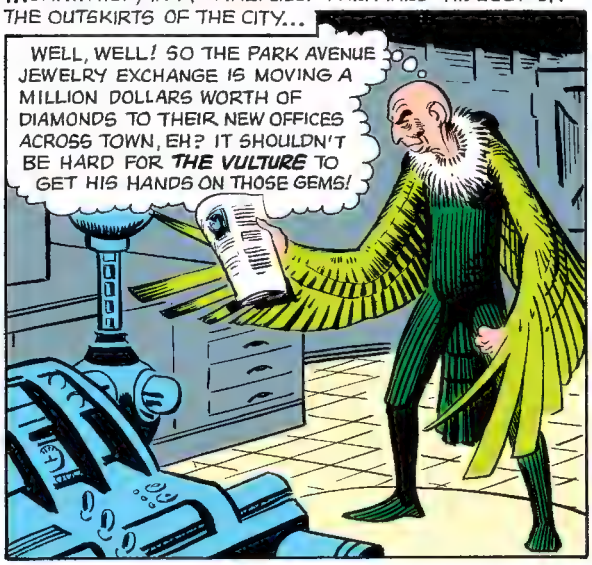
AS SOON AS SCHOOL ENDS, THE EXCITED TEEN-AGER RUSHES HOME TO HIS AUNT MAY AND IS DELIGHTED TO LEARN...

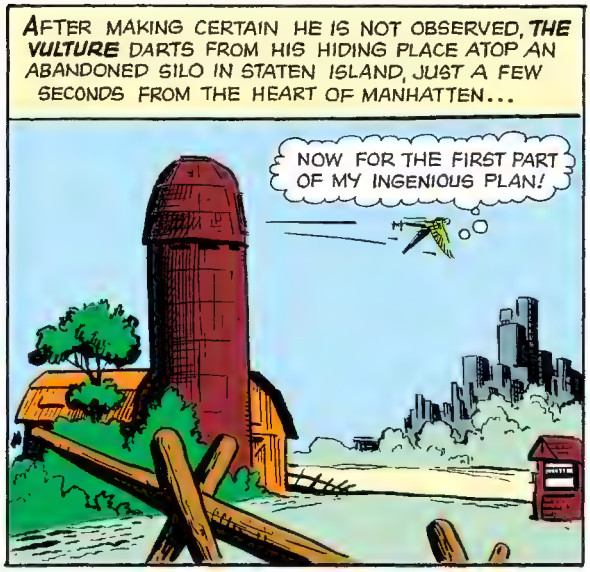


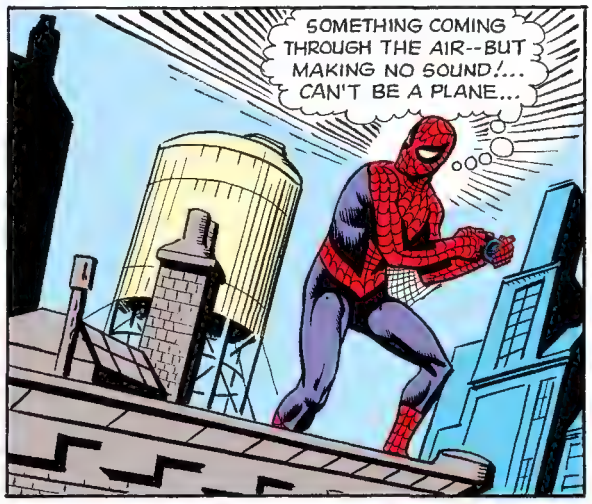
AND THEN, IN THE PRIVACY OF HIS ROOM, PETER PARKER CHANGES INTO THE MOST DRAMATIC COSTUMED FIGURE OF ALL--THAT OF SPIDER-MAN!...

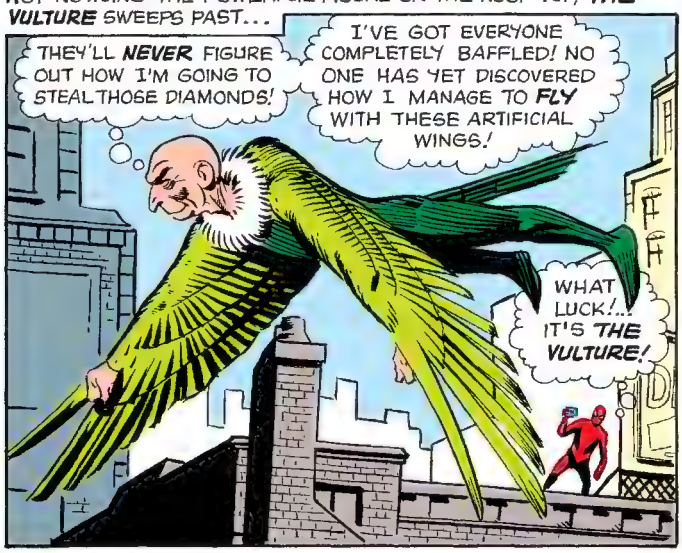


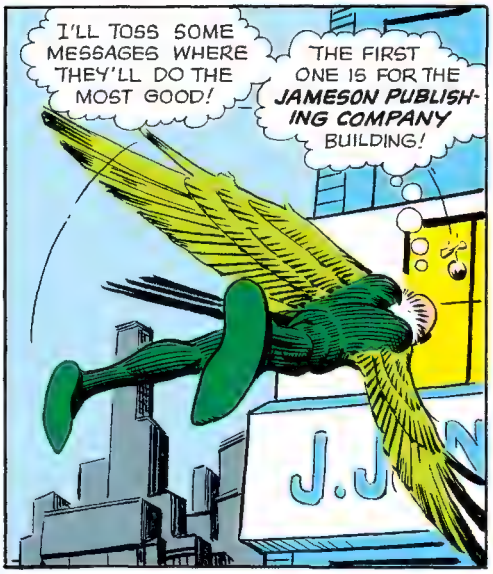
MEANWHILE, IN A CAREFULLY-PREPARED HIDEOUT ON THE OUTSKIRTS OF THE CITY...

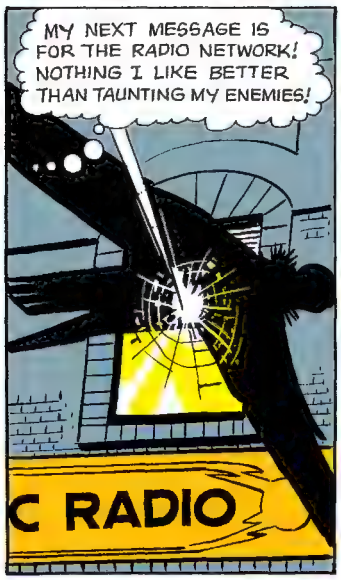



AFTER MAKING CERTAIN HE IS NOT OBSERVED, THE VULTURE DARTS FROM HIS HIDING PLACE ATOP AN ABANDONED SILO IN STATEN ISLAND, JUST A FEW SECONDS FROM THE HEART OF MANHATTEN...
NOW FOR THE FIRST PART OF MY INGENIOUS PLAN!


SECONDS LATER, ATOP AN APARTMENT HOUSE WHERE HE HAD BEEN CHECKING HIS CAMERA, SPIDER-MAN'S AMAZING SPIDER SENSES PICK UP A STRANGE SENSATION...
SOMETHING COMING THROUGH THE AIR--BUT MAKING NO SOUND!... CAN'T BE A PLANE...

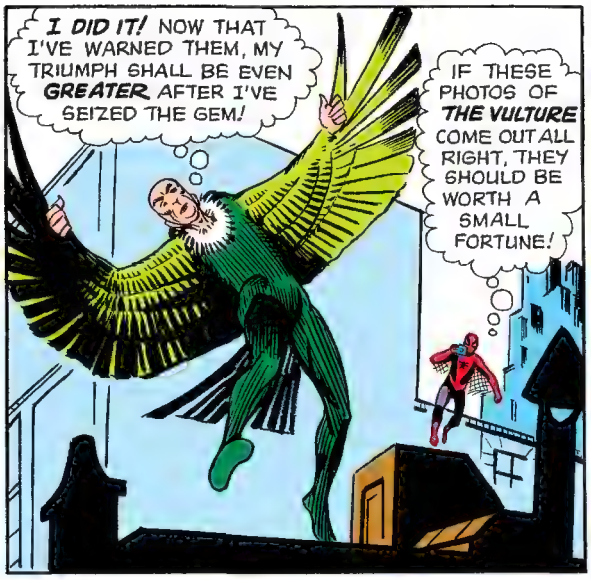

NOT NOTICING THE POWERFUL FIGURE ON THE ROOF TOP, THE VULTURE SWEEPS PAST...
THEY'LL NEVER FIGURE OUT HOW I'M GOING TO STEAL THOSE DIAMONDS!
I'VE GOT EVERYONE COMPLETELY BAFFLED! NO ONE HAS YET DISCOVERED HOW I MANAGE TO FLY WITH THESE ARTIFICIAL WINGS!
WHAT LUCK!... IT'S THE VULTURE!


I'LL TOSS SOME MESSAGES WHERE THEY'LL DO THE MOST GOOD!
THE FIRST ONE IS FOR THE JAMESON PUBLISHING COMPANY BUILDING!

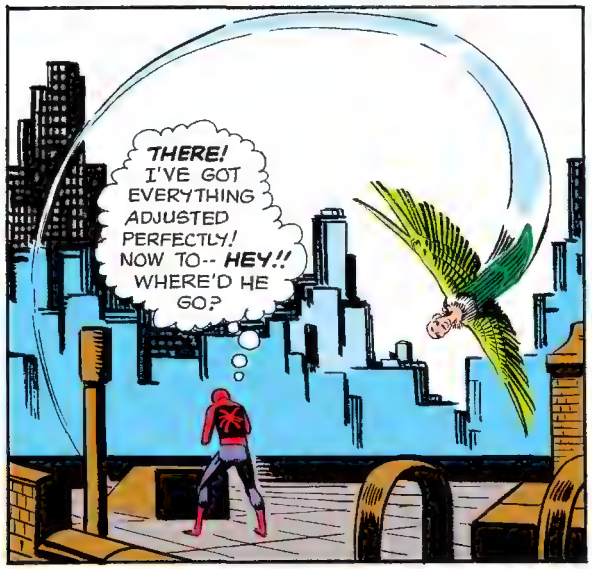

MY NEXT MESSAGE IS FOR THE RADIO NETWORK! NOTHING I LIKE BETTER THAN TAUNTING MY ENEMIES!
C RADIO

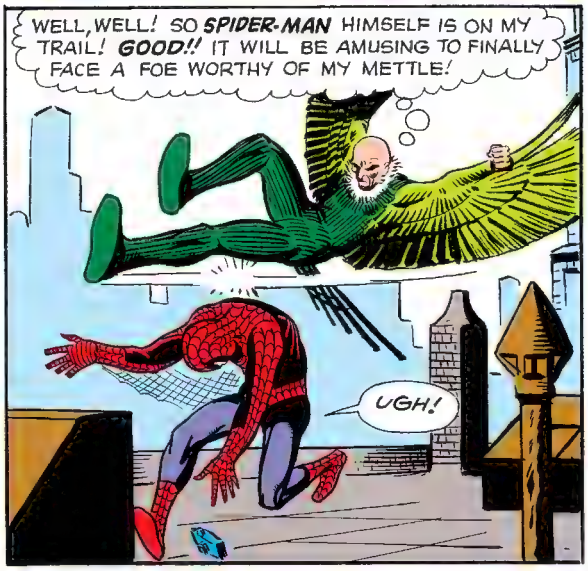
AND, FINALLY, ONE FOR THE POLICE CHIEF HIMSELF! I'LL BE GONE BEFORE THEY HAVE A CHANCE TO READ THEM!

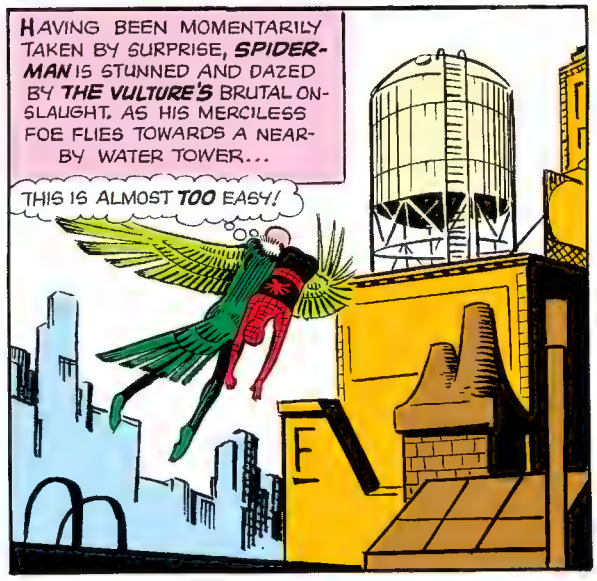
THE VULTURE HAS NEVER FAILED TO CARRY OUT A THREAT YET!
BUT WE MUST GO AHEAD WITH THE TRANSFER OF THE DIAMONDS! WE CAN'T LET THE CITY THINK THAT ONE CRIMINAL CAN MAKE US CHANGE OUR PLANS!
I SHALL STEAL THE DIAMOND SHIPMENT FROM UNDER YOUR NOSES! The Vulture

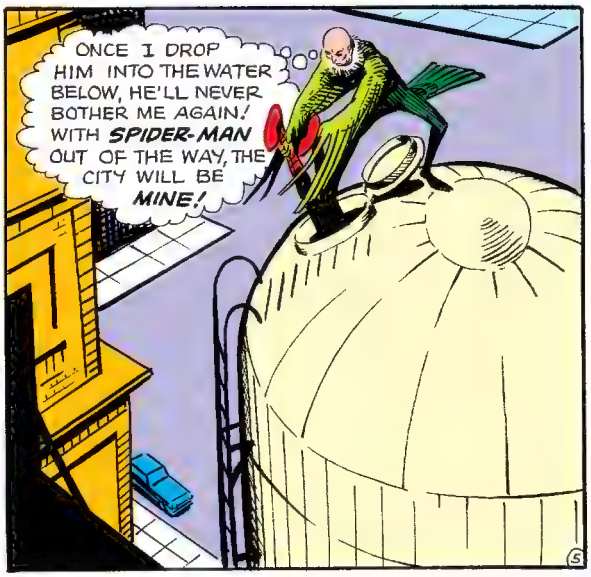

I DID IT! NOW THAT I'VE WARNED THEM, MY TRIUMPH SHALL BE EVEN GREATER AFTER I'VE SEIZED THE GEM!
IF THESE PHOTOS OF THE VULTURE COME OUT ALL RIGHT, THEY SHOULD BE WORTH A SMALL FORTUNE!

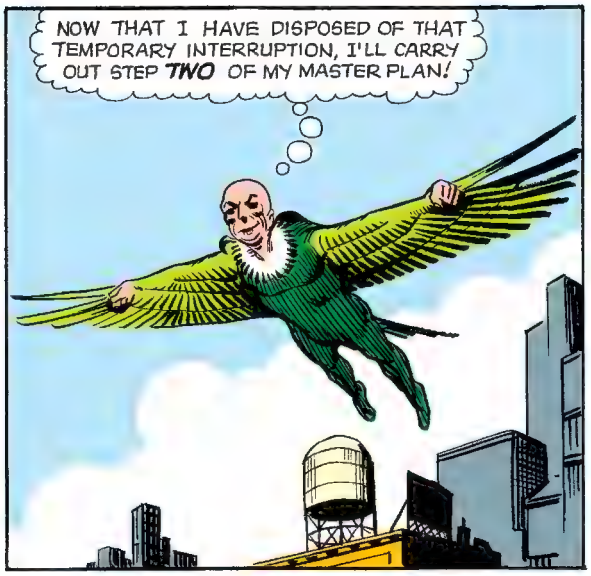
BUT IN HIS EAGERNESS TO GET A CLOSE-UP PICTURE OF THE VULTURE, SPIDER-MAN CARELESSLY KICKS A LOOSE BRICK...
THAT SOUND! THERE'S SOMEONE ON THE ROOF BEHIND ME! I'VE GOT TO MOVE--FAST! AS ONLY A VULTURE CAN!


THERE! I'VE GOT EVERYTHING ADJUSTED PERFECTLY! NOW TO-- HEY!! WHERE'D HE GO?


WELL, WELL! SO SPIDER-MAN HIMSELF IS ON MY TRAIL! GOOD!! IT WILL BE AMUSING TO FINALLY FACE A FOE WORTHY OF MY METTLE!
UGH!


HAVING BEEN MOMENTARILY TAKEN BY SURPRISE, SPIDER-MAN IS STUNNED AND DAZED BY THE VULTURE'S BRUTAL ONSLAUGHT. AS HIS MERCILESS FOE FLIES TOWARDS A NEARBY WATER TOWER...
THIS IS ALMOST TOO EASY!

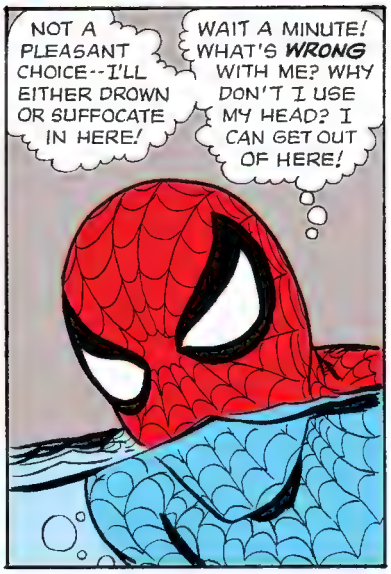

ONCE I DROP HIM INTO THE WATER BELOW, HE'LL NEVER BOTHER ME AGAIN! WITH SPIDER-MAN OUT OF THE WAY, THE CITY WILL BE MINE!

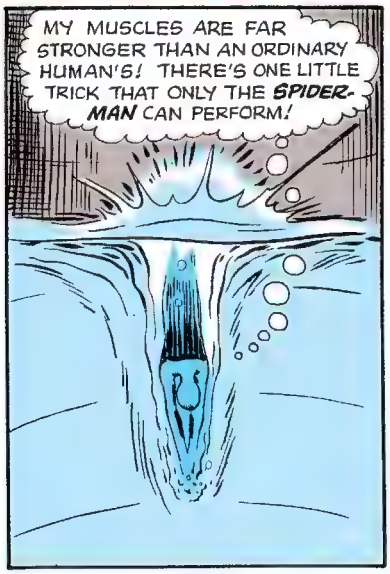

NOW THAT I HAVE DISPOSED OF THAT TEMPORARY INTERRUPTION, I'LL CARRY OUT STEP TWO OF MY MASTER PLAN!

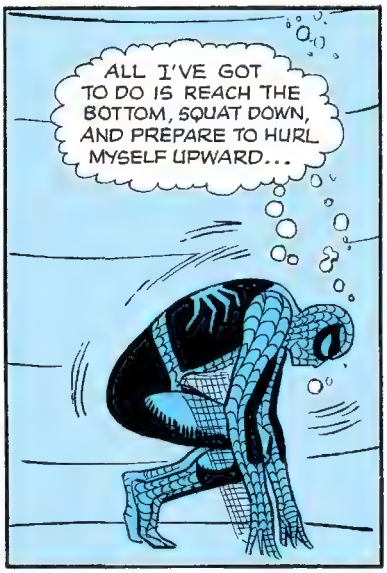
MEANWHILE, INSIDE THE TANK, THE SHOCK OF HITTING THE COLD WATER INSTANTLY REVIVES THE POWERFUL SPIDER-MAN...
THE VULTURE SOMEHOW TRAPPED ME INSIDE THIS WATER TANK!
WELL, I'VE ONLY MYSELF TO BLAME FOR BEING SO CARELESS!

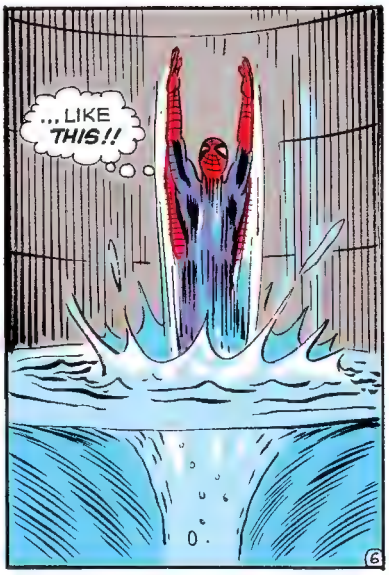
I'LL JUST SHOOT MY WEB TOWARDS THE TOP AND... OH, NO! THE EJECTOR IS EMPTY!
I FORGOT TO REFILL IT SINCE I USED IT LAST! I'VE BEEN SO BUSY WITH THAT CAMERA--! I'VE GOT TO TRY SOMETHING ELSE!

CAN'T CLIMB TO THE TOP--IT'S TOO WET AND SLIMY EVEN FOR ME TO GET A TOEHOLD ON!
BUT I SURE AS SHOOTING CAN'T STAY AFLOAT HERE MUCH LONGER!

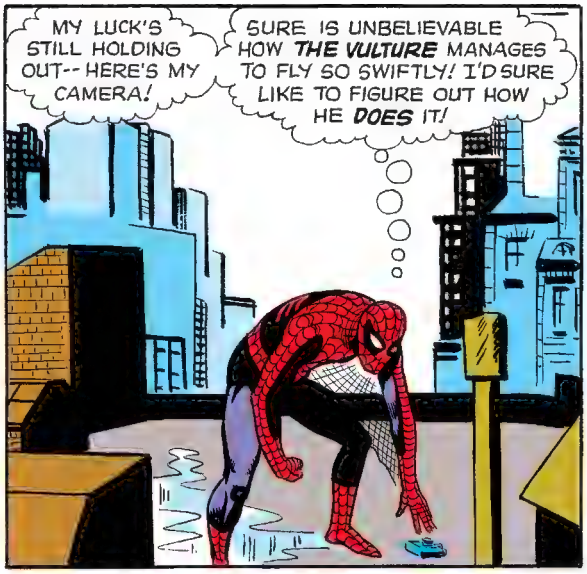

NOT A PLEASANT CHOICE--I'LL EITHER DROWN OR SUFFOCATE IN HERE!
WAIT A MINUTE! WHAT'S WRONG WITH ME? WHY DON'T I USE MY HEAD? I CAN GET OUT OF HERE!

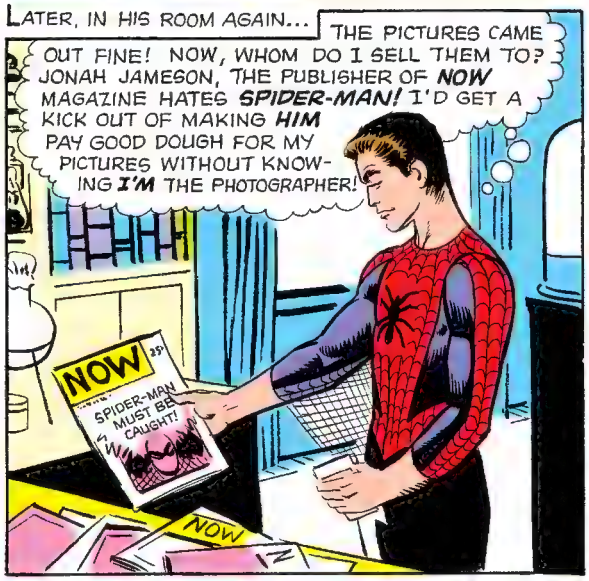

MY MUSCLES ARE FAR STRONGER THAN AN ORDINARY HUMAN'S! THERE'S ONE LITTLE TRICK THAT ONLY THE SPIDER-MAN CAN PERFORM!


ALL I'VE GOT TO DO IS REACH THE BOTTOM, SQUAT DOWN, AND PREPARE TO HURL MYSELF UPWARD...

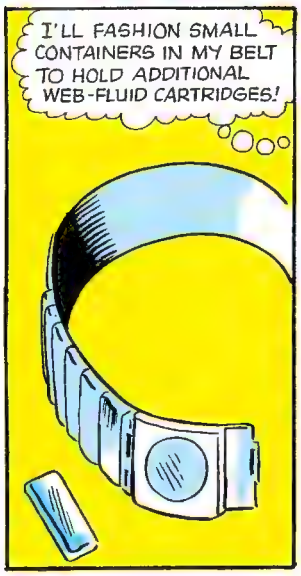

...LIKE THIS!!

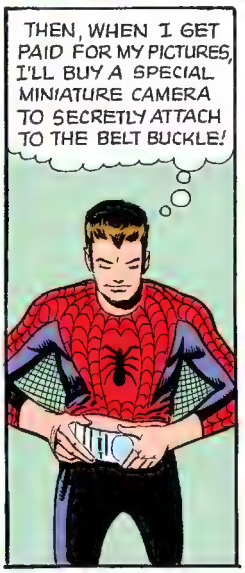
DID IT!!
I MAY NOT BE ABLE TO FLY LIKE THE VULTURE-- BUT MY SPIDER STRENGTH HASN'T LET ME DOWN YET!

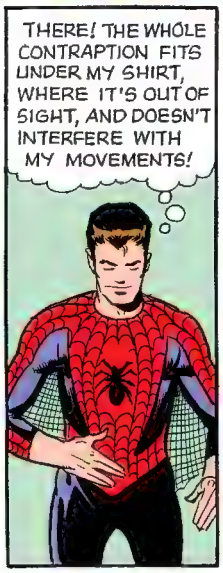

MY LUCK'S STILL HOLDING OUT-- HERE'S MY CAMERA!
SURE IS UNBELIEVABLE HOW THE VULTURE MANAGES TO FLY SO SWIFTLY! I'D SURE LIKE TO FIGURE OUT HOW HE DOES IT!


LATER, IN HIS ROOM AGAIN...
THE PICTURES CAME OUT FINE! NOW, WHOM DO I SELL THEM TO? JONAH JAMESON, THE PUBLISHER OF NOW MAGAZINE HATES SPIDER-MAN! I'D GET A KICK OUT OF MAKING HIM PAY GOOD DOUGH FOR MY PICTURES WITHOUT KNOWING I'M THE PHOTOGRAPHER!
NOW
SPIDER-MAN MUST BE CAUGHT!
NOW

ORIGINALLY, I DESIGNED MY SPIDER-MAN COSTUME JUST TO GIVE ME SOME COLOR, SO THAT I COULD MAKE MONEY AS AN ENTERTAINER! BUT, IF...
...I'M REALLY GOING TO BE A SECRET ADVENTURER, I'VE GOT TO MAKE SOME CHANGES! FIRST, I'LL ADD AN EXTRA WEB-FLUID CAPSULE, SO I ALWAYS HAVE ENOUGH SPIDER-WEBBING ON HAND!


I'LL FASHION SMALL CONTAINERS IN MY BELT TO HOLD ADDITIONAL WEB-FLUID CARTRIDGES!

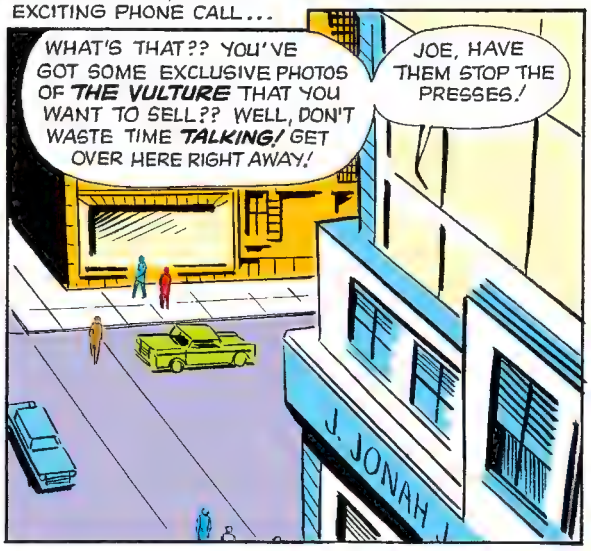

THEN, WHEN I GET PAID FOR MY PICTURES, I'LL BUY A SPECIAL MINIATURE CAMERA TO SECRETLY ATTACH TO THE BELT BUCKLE!


THERE! THE WHOLE CONTRAPTION FITS UNDER MY SHIRT, WHERE IT'S OUT OF SIGHT, AND DOESN'T INTERFERE WITH MY MOVEMENTS!

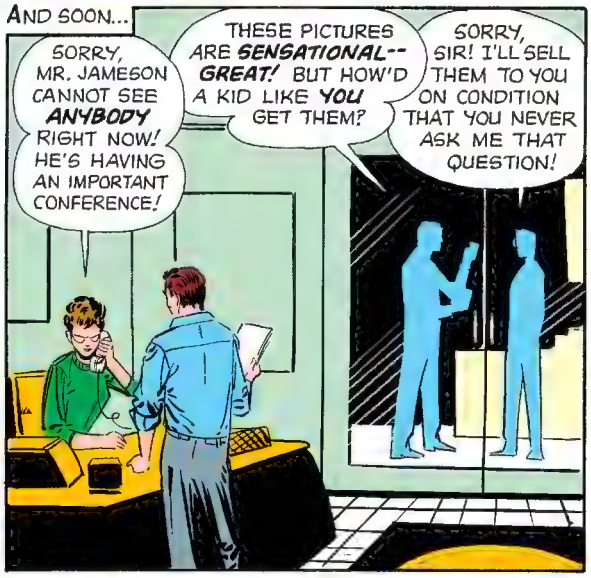
AND NOW, I'VE GOT A HUNCH I KNOW THE SECRET OF THE VULTURE'S POWER OF FLIGHT! I'LL JUST WORK ON A LITTLE DEVICE WHICH MAY COME IN HANDY NEXT TIME WE MEET!

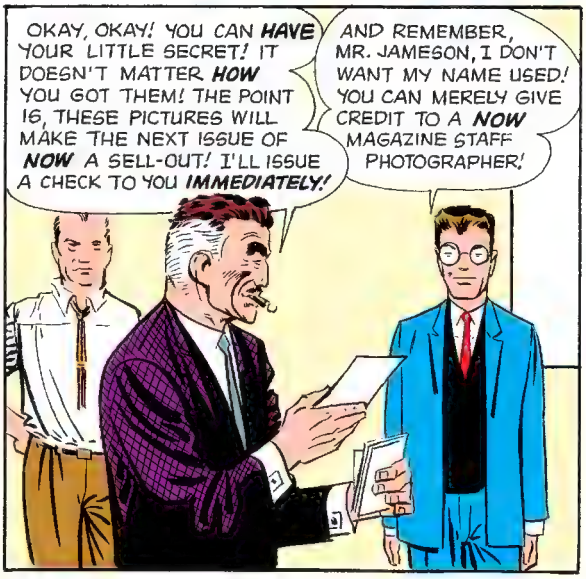
LONG HOURS LATER...

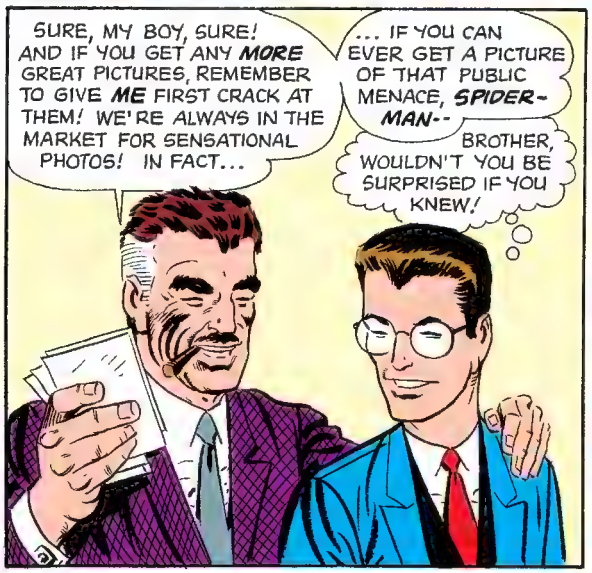
THE NEXT DAY, J. JONAH JAMESON RECEIVES AN EXCITING PHONE CALL...



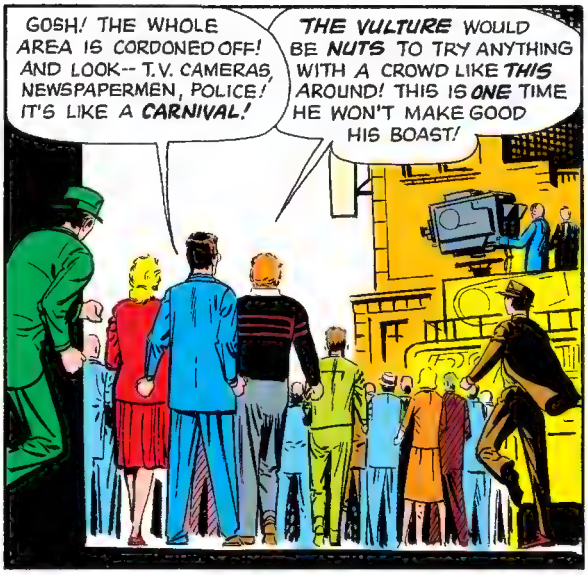
AND SOON...

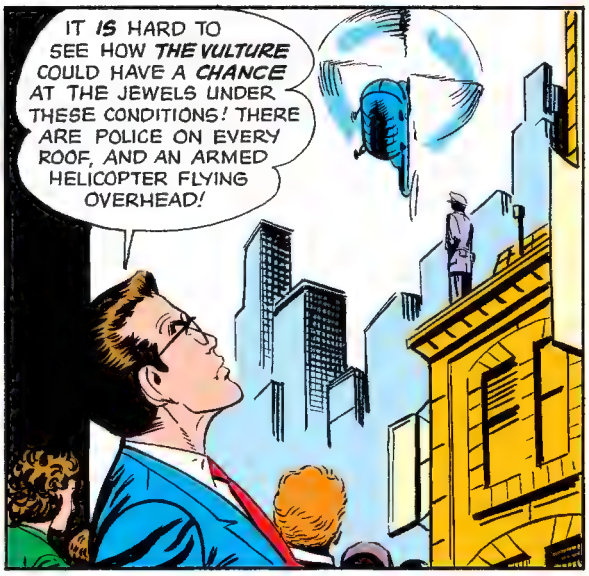




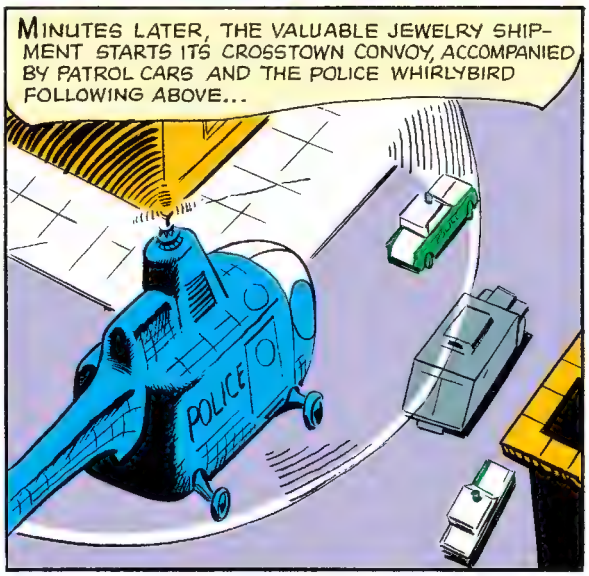


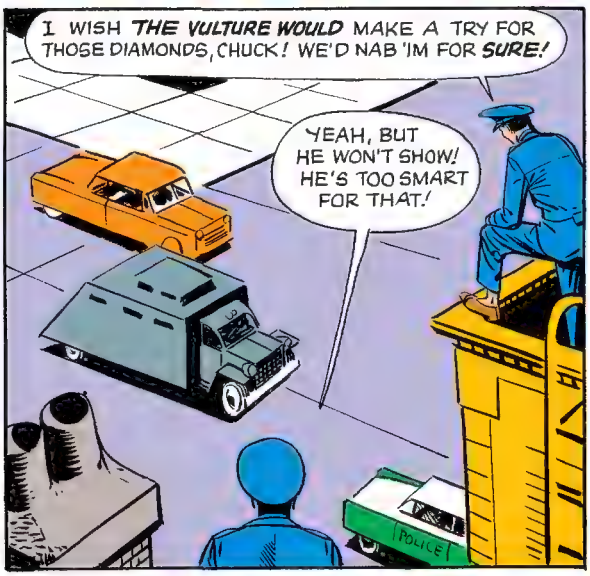
THE NEXT DAY, AS SCHOOL LETS OUT...

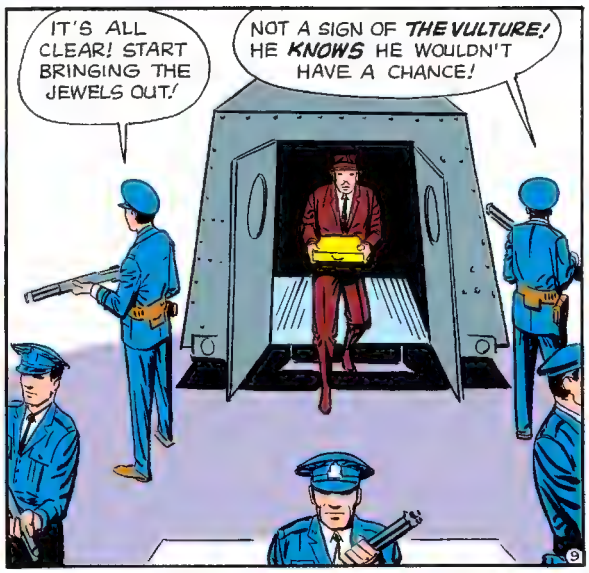

GOSH! THE WHOLE AREA IS CORDONED OFF! AND LOOK-- T.V. CAMERAS, NEWSPAPERMEN, POLICE! IT'S LIKE A CARNIVAL!
THE VULTURE WOULD BE NUTS TO TRY ANYTHING WITH A CROWD LIKE THIS AROUND! THIS IS ONE TIME HE WON'T MAKE GOOD HIS BOAST!

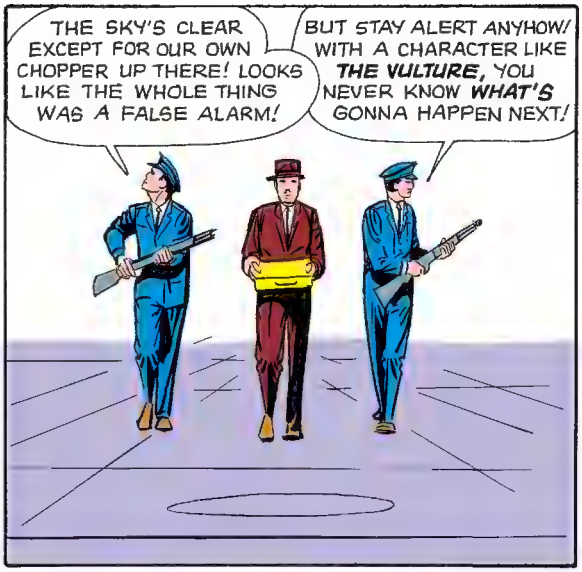

IT IS HARD TO SEE HOW THE VULTURE COULD HAVE A CHANCE AT THE JEWELS UNDER THESE CONDITIONS! THERE ARE POLICE ON EVERY ROOF, AND AN ARMED HELICOPTER FLYING OVERHEAD!

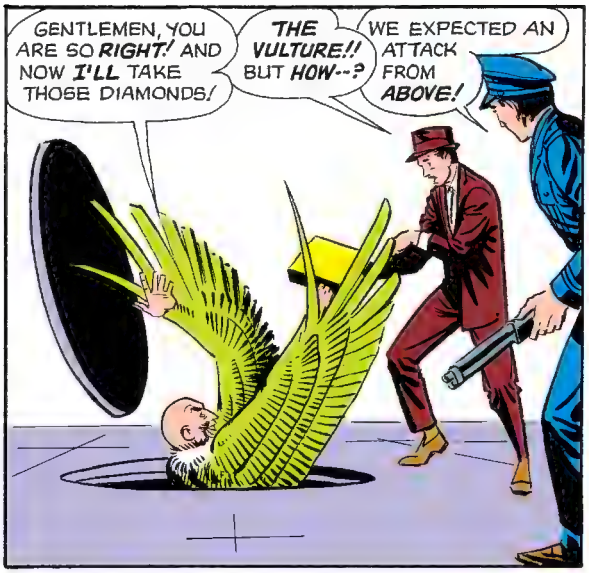
I'D BETTER MAKE MYSELF SCARCE! IF I HAVE TO CHANGE TO SPIDER-MAN, I WON'T BE ABLE TO DO IT IN THE MIDDLE OF THIS MOB!
LOOK, GANG! LITTLE PETEY IS CHICKENING OUT! GUESS THE EXCITEMENT IS TOO MUCH FOR HIS DELICATE LITTLE SELF!


MINUTES LATER, THE VALUABLE JEWELRY SHIPMENT STARTS ITS CROSSTOWN CONVOY, ACCOMPANIED BY PATROL CARS AND THE POLICE WHIRLYBIRD FOLLOWING ABOVE...
POLICE

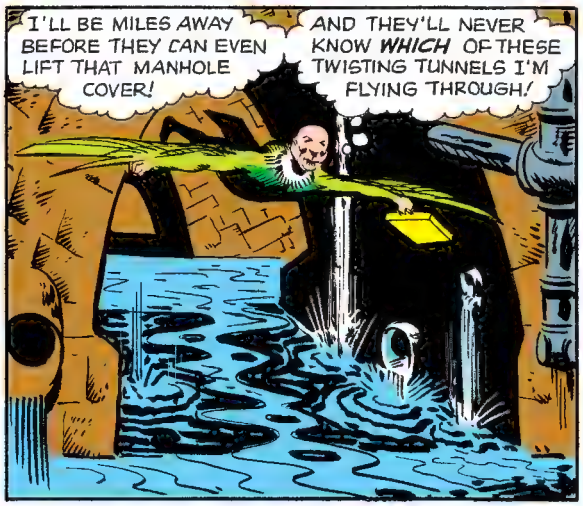

I WISH THE VULTURE WOULD MAKE A TRY FOR THOSE DIAMONDS, CHUCK! WE'D NAB 'IM FOR SURE!
YEAH, BUT HE WON'T SHOW! HE'S TOO SMART FOR THAT!
POLICE


IT'S ALL CLEAR! START BRINGING THE JEWELS OUT!
NOT A SIGN OF THE VULTURE! HE KNOWS HE WOULDN'T HAVE A CHANCE!

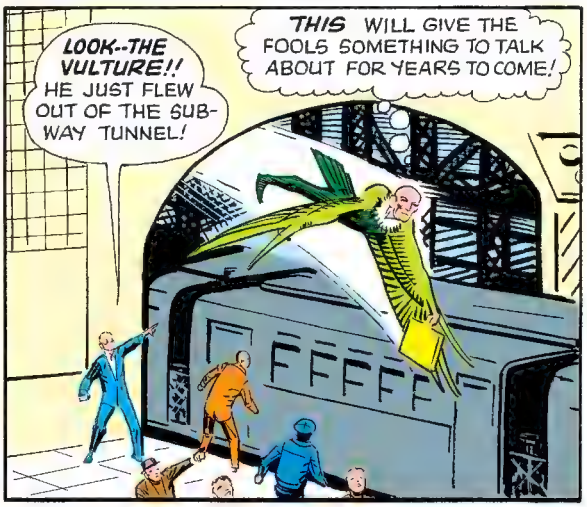


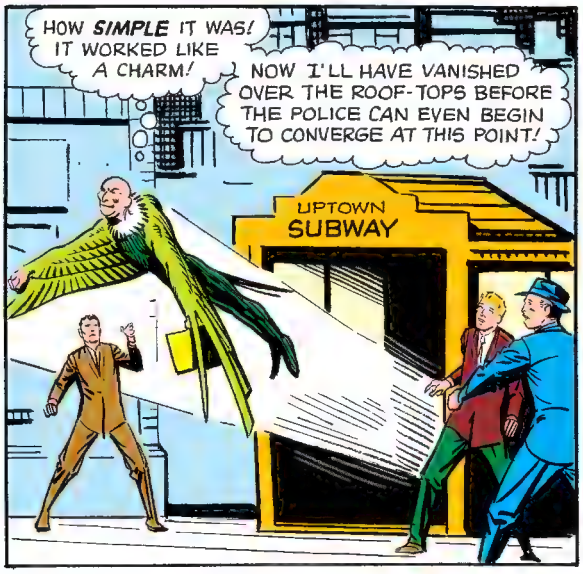


BEFORE THE STARTLED OFFICERS CAN FIRE, THE WILY VULTURE PLUMMETS BACK UNDERGROUND, DROPPING THE MANHOLE COVER INTO PLACE ABOVE HIM! THEN...

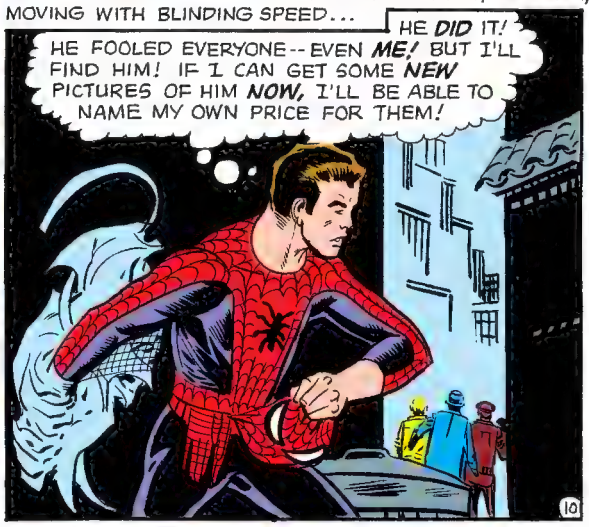


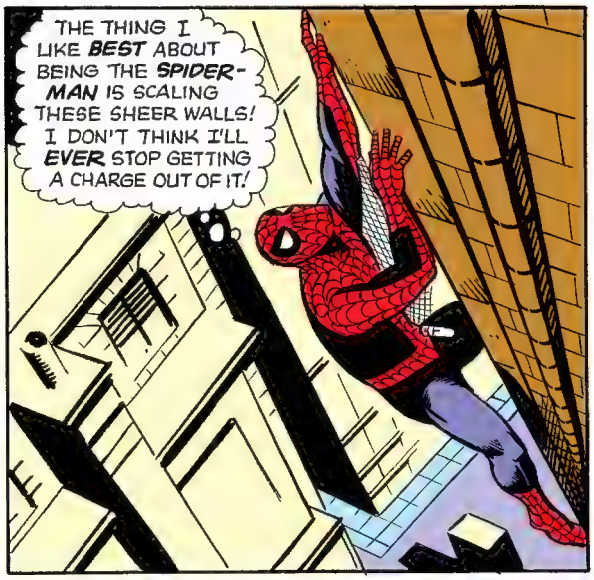
A SHORT TIME LATER, AT THE OTHER END OF TOWN, A TRIUMPHANT VULTURE DECIDES TO LEAVE HIS UNDERGROUND LAIR AS DRAMATICALLY AS POSSIBLE...



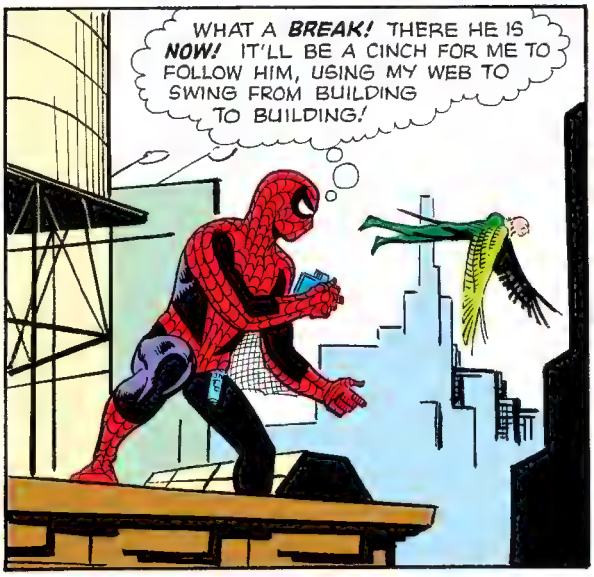


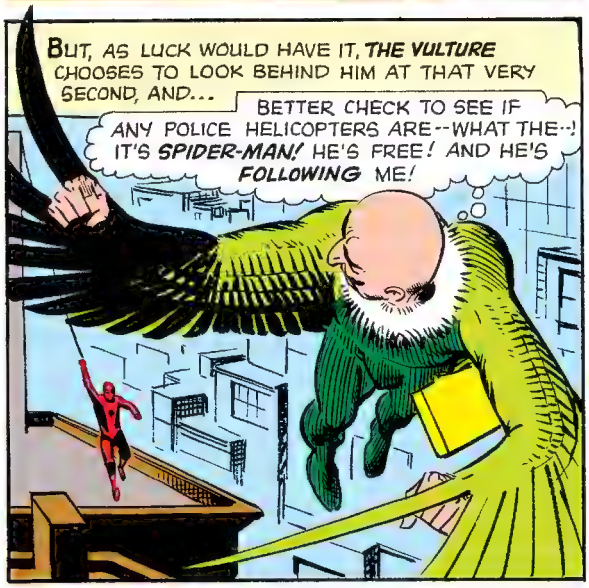
MEANWHILE, LEARNING WHAT HAS OCCURRED PETER PARKER MANAGES TO FIND A DESERTED ALLEY, AND THEN, MOVING WITH BLINDING SPEED...



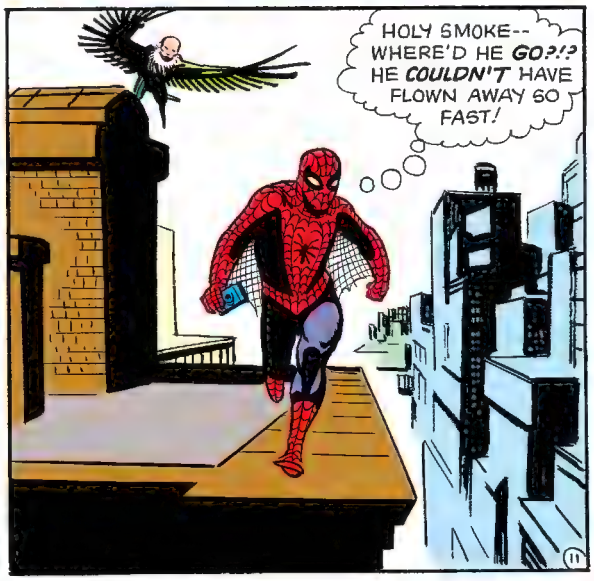

THE THING I LIKE BEST ABOUT BEING THE SPIDER-MAN IS SCALING THESE SHEER WALLS! I DON'T THINK I'LL EVER STOP GETTING A CHARGE OUT OF IT!

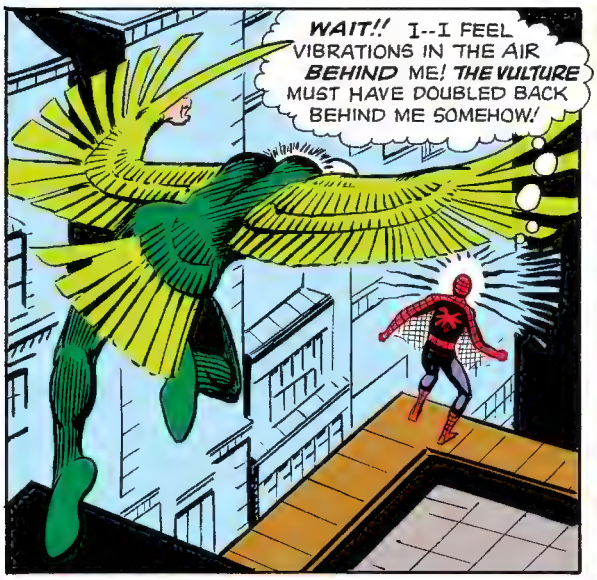
NOW, IF THE VULTURE IS ANYWHERE IN THE AREA, MY SPIDER SENSES WILL DETECT HIM! AHH-- I'M BEGINNING TO GET A TINGLE NOW!

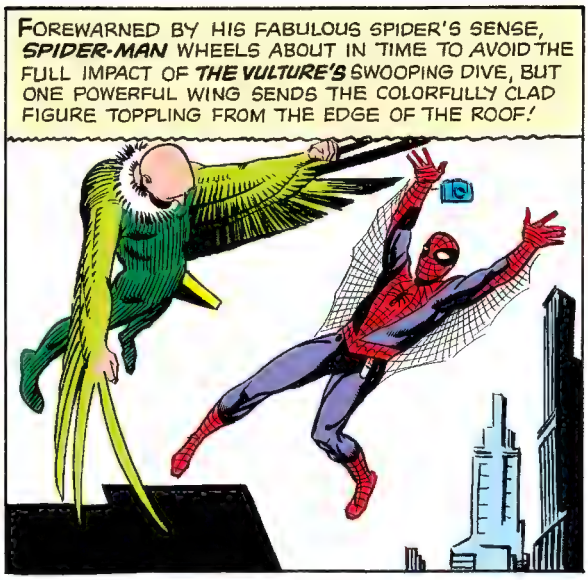

WHAT A BREAK! THERE HE IS NOW! IT'LL BE A CINCH FOR ME TO FOLLOW HIM, USING MY WEB TO SWING FROM BUILDING TO BUILDING!

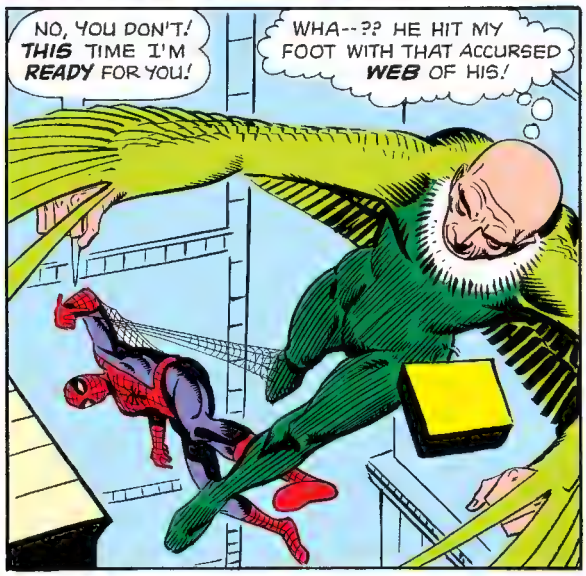

BUT, AS LUCK WOULD HAVE IT, THE VULTURE CHOOSES TO LOOK BEHIND HIM AT THAT VERY SECOND, AND...
BETTER CHECK TO SEE IF ANY POLICE HELICOPTERS ARE--WHAT THE--! IT'S SPIDER-MAN! HE'S FREE! AND HE'S FOLLOWING ME!

HE'S TOO DANGEROUS! I'VE GOT TO GET RID OF HIM FOR GOOD!
FIRST, I'LL EXECUTE A FAST LOOP-THE-LOOP, WHICH WILL PUT ME BEHIND HIM!

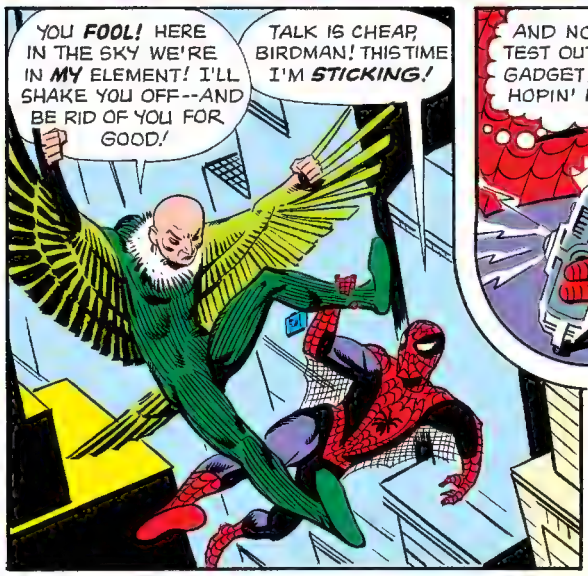

HOLY SMOKE-- WHERE'D HE GO?!? HE COULDN'T HAVE FLOWN AWAY SO FAST!

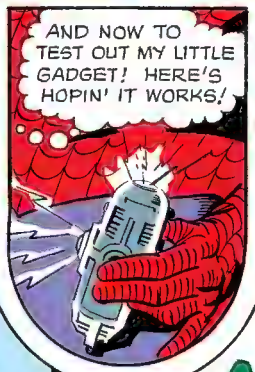

WAIT!! I--I FEEL VIBRATIONS IN THE AIR BEHIND ME! THE VULTURE MUST HAVE DOUBLED BACK BEHIND ME SOMEHOW!

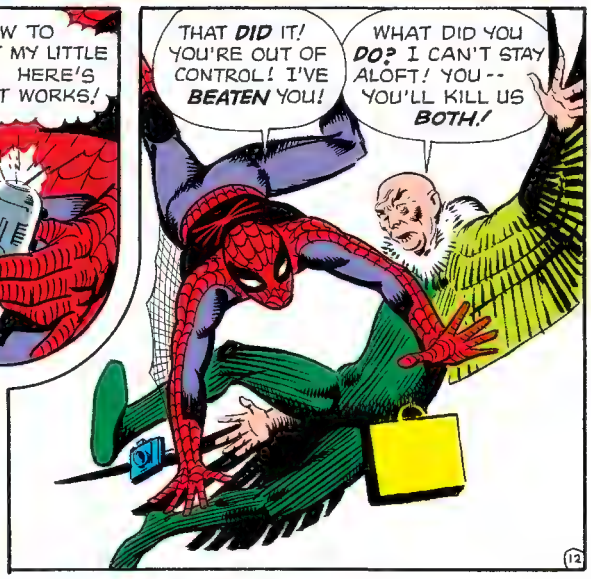

FOREWARNED BY HIS FABULOUS SPIDER'S SENSE, SPIDER-MAN WHEELS ABOUT IN TIME TO AVOID THE FULL IMPACT OF THE VULTURE'S SWOOPING DIVE, BUT ONE POWERFUL WING SENDS THE COLORFULLY CLAD FIGURE TOPPLING FROM THE EDGE OF THE ROOF!


NO, YOU DON'T! THIS TIME I'M READY FOR YOU!
WHA--?? HE HIT MY FOOT WITH THAT ACCURSED WEB OF HIS!

PULLING HIMSELF UP, HAND OVER HAND, THE MIGHTY SPIDER-MAN MANAGES TO GET WITHIN GRABBING DISTANCE OF THE VULTURE'S ANKLE, AND THEN...
GOT YOU!

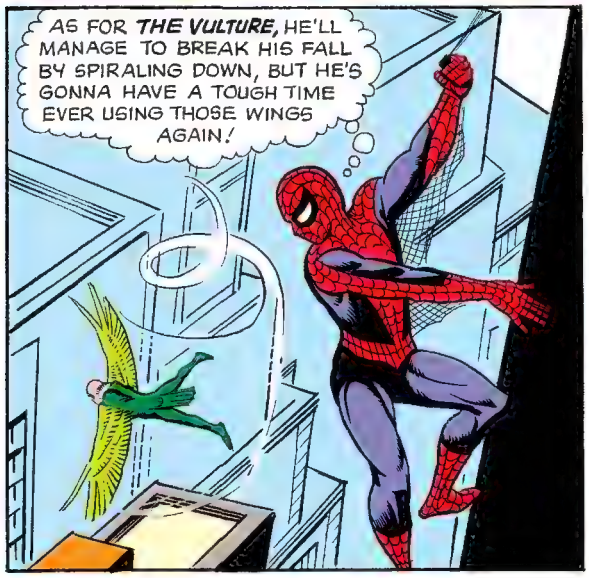

YOU FOOL! HERE IN THE SKY WE'RE IN MY ELEMENT! I'LL SHAKE YOU OFF--AND BE RID OF YOU FOR GOOD!
TALK IS CHEAP, BIRDMAN! THIS TIME I'M STICKING!

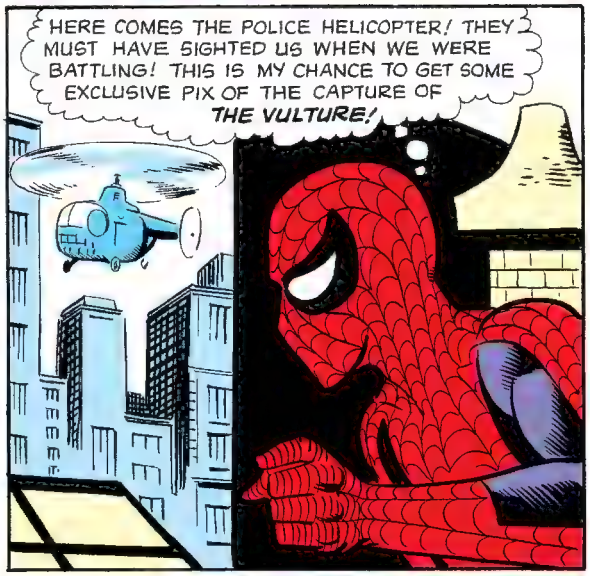

AND NOW TO TEST OUT MY LITTLE GADGET! HERE'S HOPIN' IT WORKS!

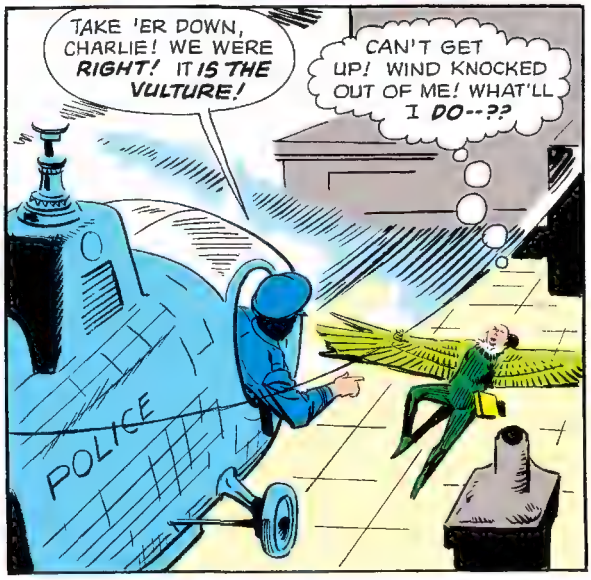

THAT DID IT! YOU'RE OUT OF CONTROL! I'VE BEATEN YOU!
WHAT DID YOU DO? I CAN'T STAY ALOFT! YOU-- YOU'LL KILL US BOTH!

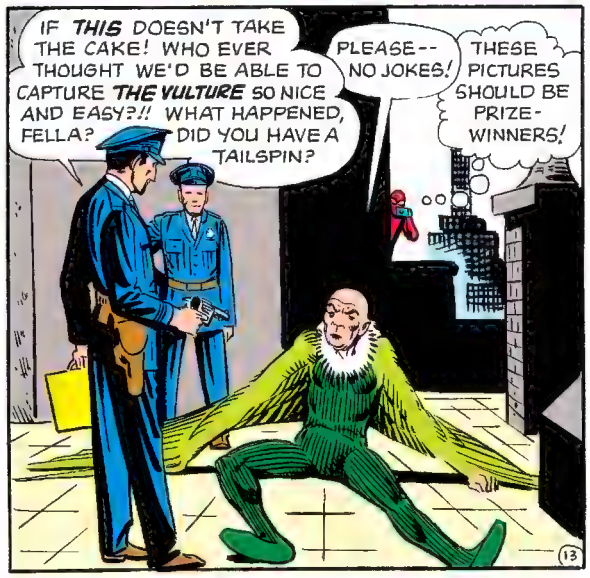
SPEAK FOR YOURSELF, MISTER! THE SKY IS MY ELEMENT AS MUCH AS YOURS! JUST WATCH!!

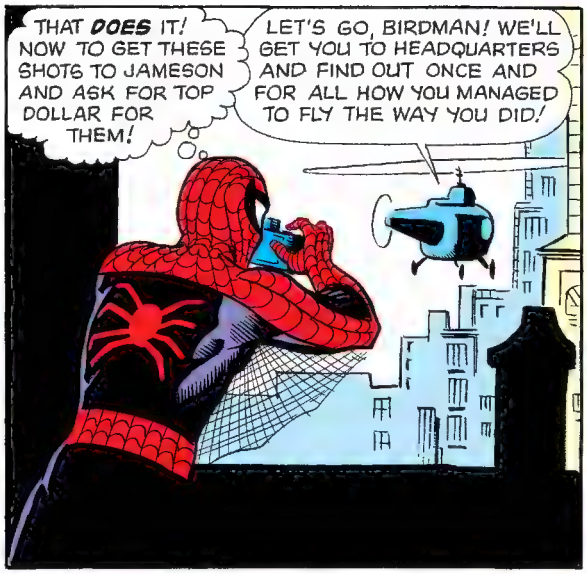
I CAN ALWAYS SAVE MYSELF BY SHOOTING MY WEB AT A NEARBY BUILDING--LIKE THIS!


AS FOR THE VULTURE, HE'LL MANAGE TO BREAK HIS FALL BY SPIRALING DOWN, BUT HE'S GONNA HAVE A TOUGH TIME EVER USING THOSE WINGS AGAIN!

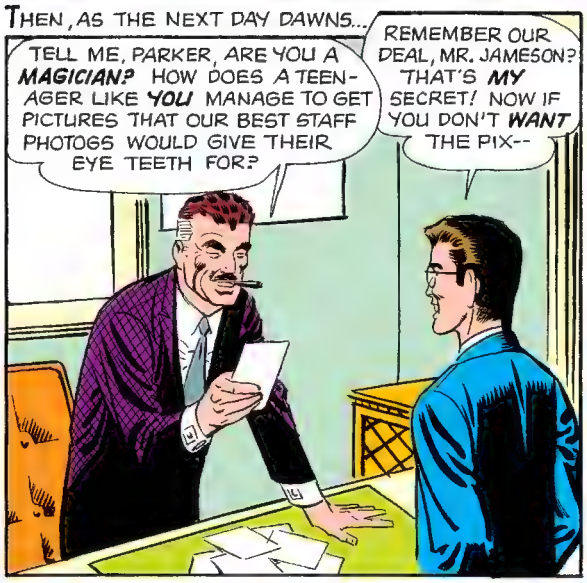

HERE COMES THE POLICE HELICOPTER! THEY MUST HAVE SIGHTED US WHEN WE WERE BATTLING! THIS IS MY CHANCE TO GET SOME EXCLUSIVE PIX OF THE CAPTURE OF THE VULTURE!

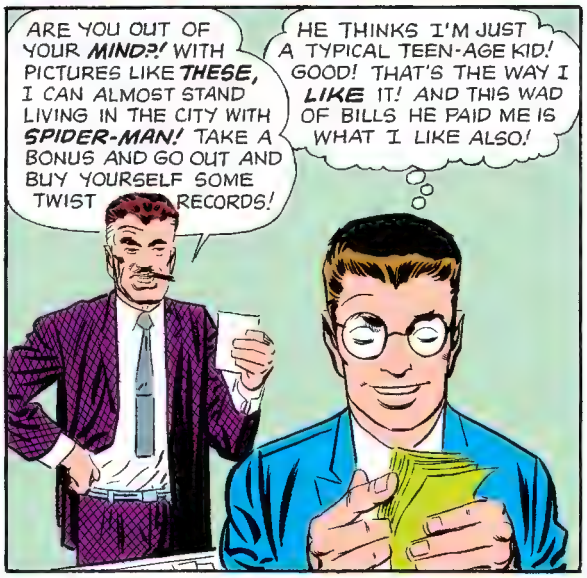

TAKE 'ER DOWN, CHARLIE! WE WERE RIGHT! IT IS THE VULTURE!
CAN'T GET UP! WIND KNOCKED OUT OF ME! WHAT'LL I DO--??
POLICE


IF THIS DOESN'T TAKE THE CAKE! WHO EVER THOUGHT WE'D BE ABLE TO CAPTURE THE VULTURE SO NICE AND EASY?!! WHAT HAPPENED, FELLA?
DID YOU HAVE A TAILSPIN?
PLEASE--NO JOKES!
THESE PICTURES SHOULD BE PRIZE-WINNERS!

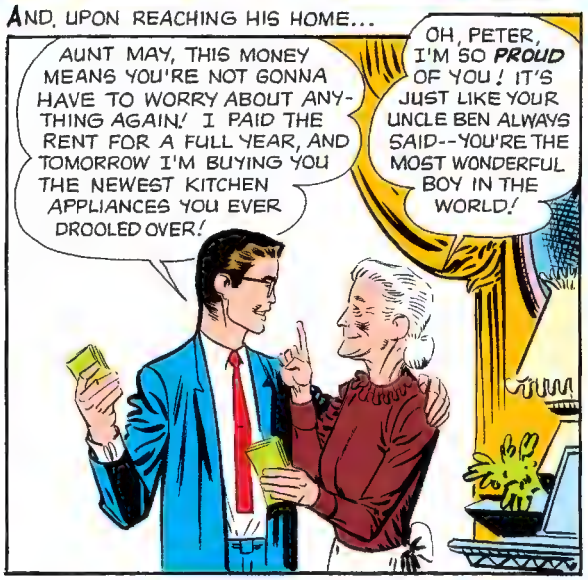


THEN, AS THE NEXT DAY DAWNS...

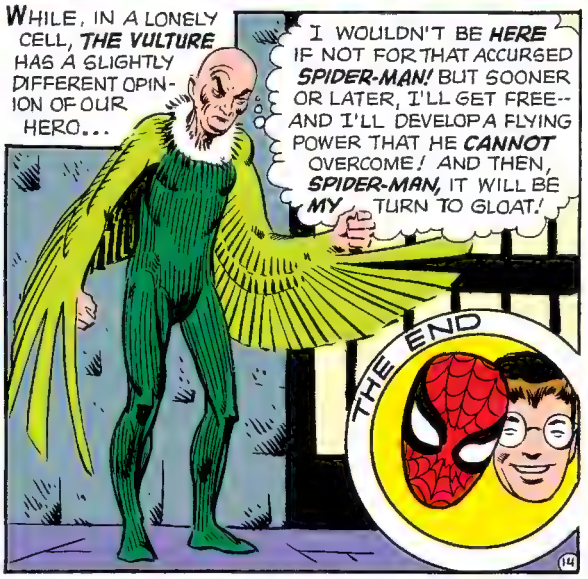




AND, UPON REACHING HIS HOME...



WHILE, IN A LONELY CELL, THE VULTURE HAS A SLIGHTLY DIFFERENT OPINION OF OUR HERO...



"the UNCANNY THREAT of THE TERRIBLE TINKERER!"
HE LOOKS SO HARMLESS--AND YET THE TINKERER IS ONE OF THE GREATEST MENACES I'VE EVER FACED!
EVERYBODY LOVES A BARGAIN! BUT SOMETIMES IT CAN BE DANGEROUS TO ACCEPT A BARGAIN WHICH IS TOO GOOD TO BE TRUE! ESPECIALLY IF THE BARGAIN IS BEING OFFERED BY SOMEONE LIKE THE TINKERER, WHO-- BUT WAIT! LET'S SEE HOW IT ALL BEGAN--AND HOW IT TOOK SPIDER-MAN TO FINISH IT!
STORY: STAN LEE
ART: STEVE DITKO
LETTERING: ART SIMEK
X-171
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A STORY HAS TO START SOMEWHERE, SO LET'S BEGIN OURS IN THE SCIENCE LAB OF MIDTOWN HIGH, WHERE WE FIND PETER PARKER HARD AT WORK WHILE...

GOSH, I THOUGHT CLASS WOULD **NEVER** END TODAY! I COULDN'T BEAR LOOKING AT ONE MORE TEST TUBE OR BUNSEN BURNER!

QUIET! YOU'LL BREAK PETER'S HEART! **HE** CAN'T BEAR TO BE **PARTED** FROM THEM!

THERE'S THE BOY I WAS TELLING YOU ABOUT, DOCTOR! HE'S PETER PARKER, OUR TOP SCIENCE STUDENT!

PETER, PROFESSOR COBBWELL HAS ASKED ME TO RECOMMEND A STUDENT WHO COULD HELP HIM WITH SOME RESEARCH OVER THE WEEK-END, AND I WAS WONDERING--?

GOSH! A CHANCE TO WORK WITH THE MOST FAMOUS ELECTRONICS EXPERT IN TOWN? I'D BE **DELIGHTED**, SIR!

THANK YOU, MY BOY! I HAVE SOME URGENT EXPERIMENTS TO PERFORM, AND WILL APPRECIATE YOUR ASSISTANCE!

HERE IS MY ADDRESS, SON! ON YOUR WAY OVER TOMORROW, PLEASE STOP AT THE RADIO REPAIR SHOP AND PICK UP A SMALL RADIO FOR ME! I HAD SOME NEW TUBES PUT IN IT!

SURE, I'LL BE GLAD TO DOCTOR COBBWELL!

TINKER SHOP

MINUTES LATER, WHEN THE STUDENTS ARE ALONE AGAIN...

WELL WELL! SO TEACHER'S PET IS GONNA HELP THE NICE LITTLE DOCTOR WITH SOME EXPERIMENTS THIS WEEK-END, EH? WHILE US OTHER DUMBHEADS WASTE TIME HAVING DATES AND LIVIN' IT UP!

KNOCK IT OFF, FLASH! YOU'RE DARN **RIGHT** I'D JUMP AT THE CHANCE TO WORK WITH A BRILLIANT MAN LIKE DOCTOR COBBWELL! AS FOR YOU BEING A DUMBHEAD, IT'S NOTHING TO BE ASHAMED OF! YOU WERE JUST **BORN** THAT WAY!

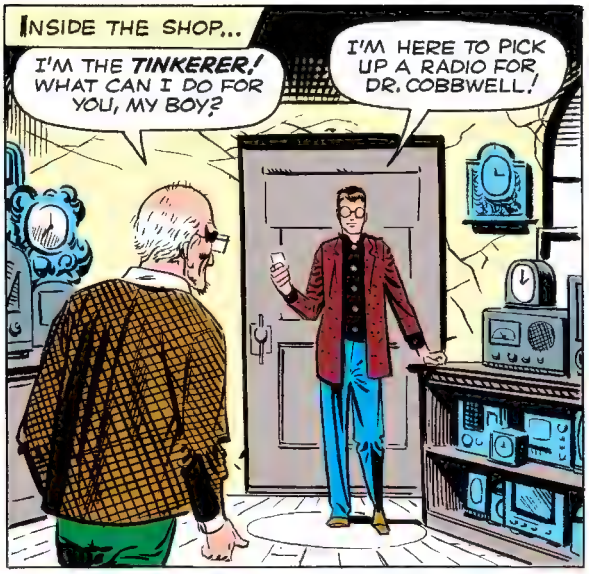
THEN, BEFORE THE ANGRY FLASH THOMPSON CAN THINK OF A SUITABLE RETORT, PETER PARKER IS GONE! AND, THE NEXT DAY, AT HOME...

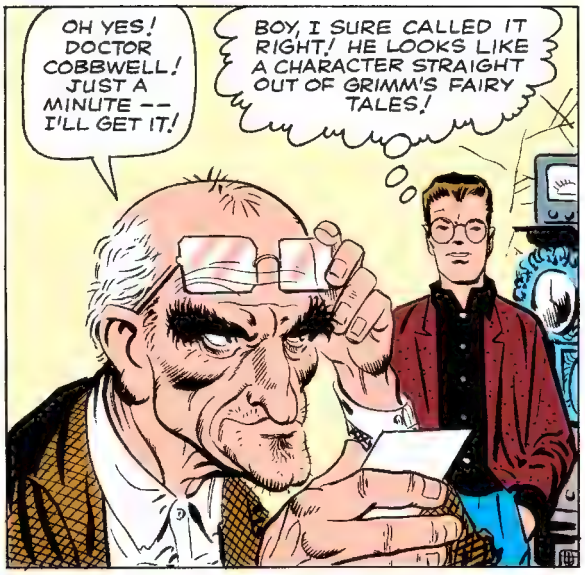
I'D BETTER TAKE MY **SPIDER-MAN** OUTFIT! NEVER KNOW **WHEN** I'LL NEED IT! BESIDES, I FEEL ALMOST UNDRESSED WITHOUT IT!

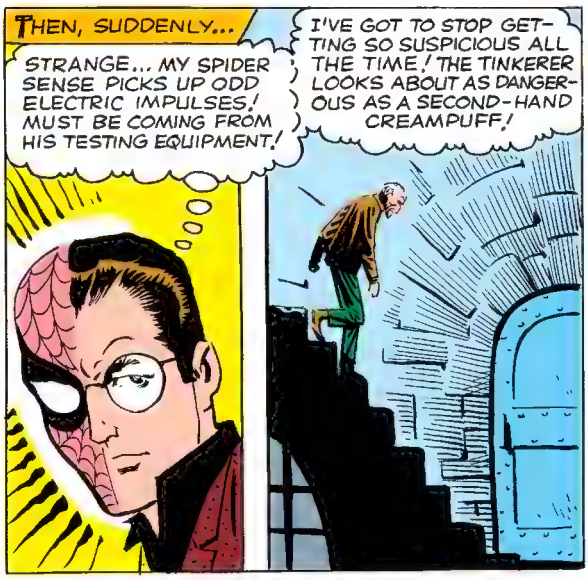
HMMM, HERE'S THE PLACE THE DOC WANTED ME TO PICK UP HIS RADIO!

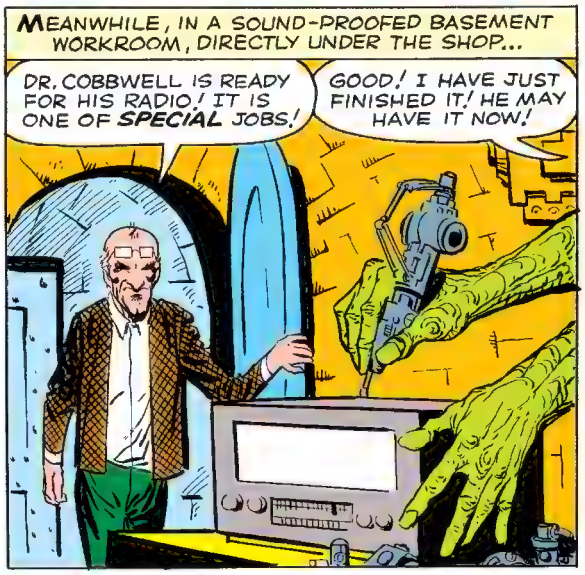
THE TINKERER REPAIR SHOP--SURE IS AN OFF-BEAT NAME! WONDER WHAT KIND OF KOOKIE CHARACTER RUNS IT?

TINKERER

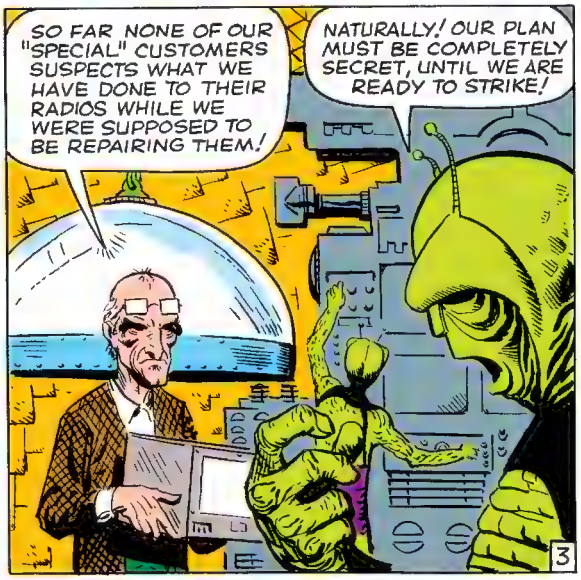

INSIDE THE SHOP...
I'M THE TINKERER! WHAT CAN I DO FOR YOU, MY BOY?
I'M HERE TO PICK UP A RADIO FOR DR. COBBWELL!

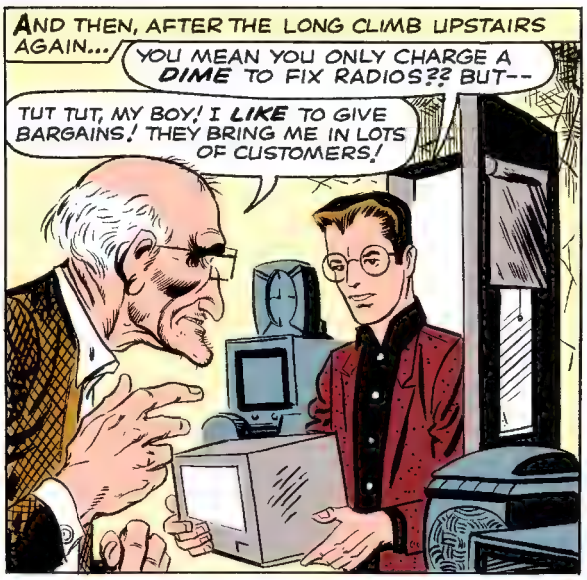

OH YES! DOCTOR COBBWELL! JUST A MINUTE -- I'LL GET IT!
BOY, I SURE CALLED IT RIGHT! HE LOOKS LIKE A CHARACTER STRAIGHT OUT OF GRIMM'S FAIRY TALES!

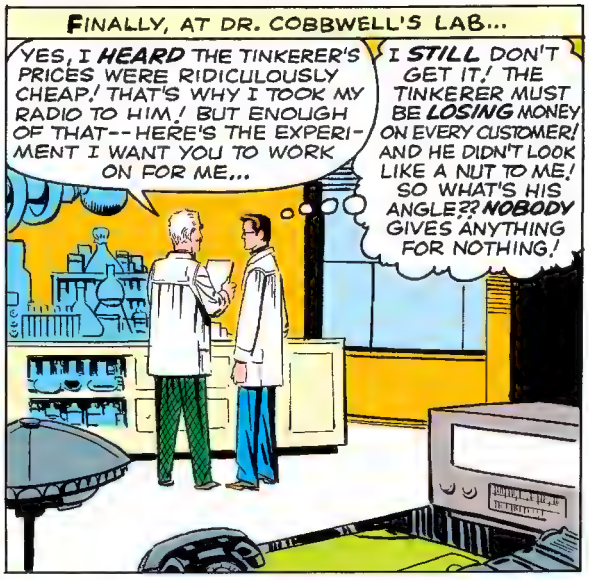

THEN, SUDDENLY...
STRANGE... MY SPIDER SENSE PICKS UP ODD ELECTRIC IMPULSES! MUST BE COMING FROM HIS TESTING EQUIPMENT!
I'VE GOT TO STOP GETTING SO SUSPICIOUS ALL THE TIME! THE TINKERER LOOKS ABOUT AS DANGEROUS AS A SECOND-HAND CREAMPUFF!

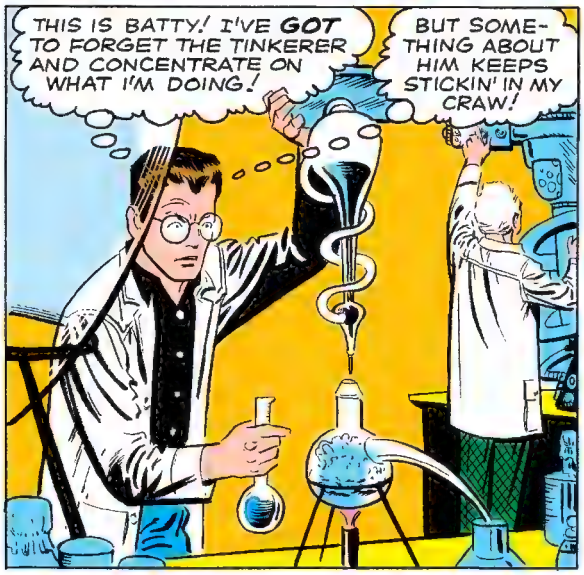

MEANWHILE, IN A SOUND-PROOFED BASEMENT WORKROOM, DIRECTLY UNDER THE SHOP...
DR. COBBWELL IS READY FOR HIS RADIO! IT IS ONE OF SPECIAL JOBS!
GOOD! I HAVE JUST FINISHED IT! HE MAY HAVE IT NOW!

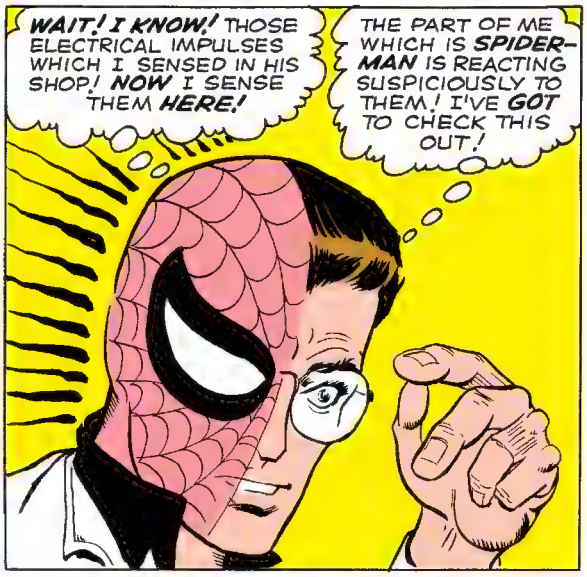
I HAVE INSERTED OUR SPECIAL DEVICE! HE WILL NEVER SUSPECT THAT THIS IS NOW MUCH MORE THAN A SIMPLE RADIO!

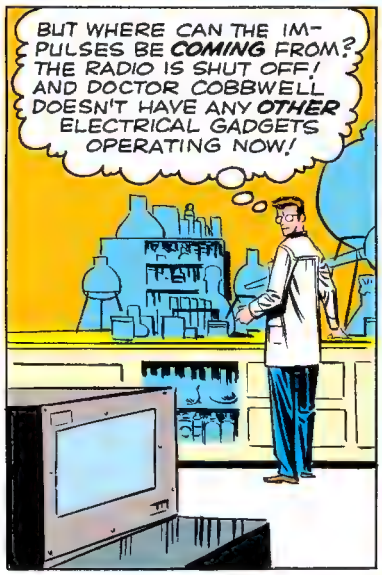

SO FAR NONE OF OUR "SPECIAL" CUSTOMERS SUSPECTS WHAT WE HAVE DONE TO THEIR RADIOS WHILE WE WERE SUPPOSED TO BE REPAIRING THEM!
NATURALLY! OUR PLAN MUST BE COMPLETELY SECRET, UNTIL WE ARE READY TO STRIKE!

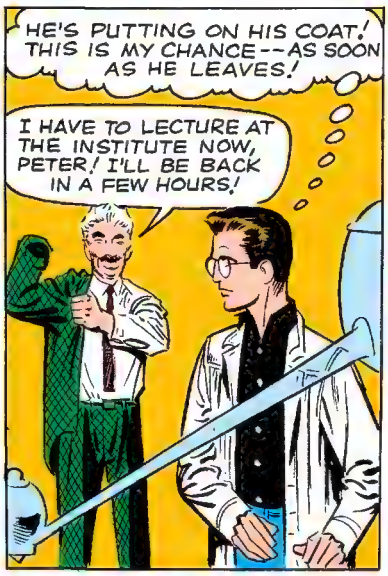

AND THEN, AFTER THE LONG CLIMB UPSTAIRS AGAIN...
YOU MEAN YOU ONLY CHARGE A DIME TO FIX RADIOS?? BUT--
TUT TUT, MY BOY! I LIKE TO GIVE BARGAINS! THEY BRING ME IN LOTS OF CUSTOMERS!

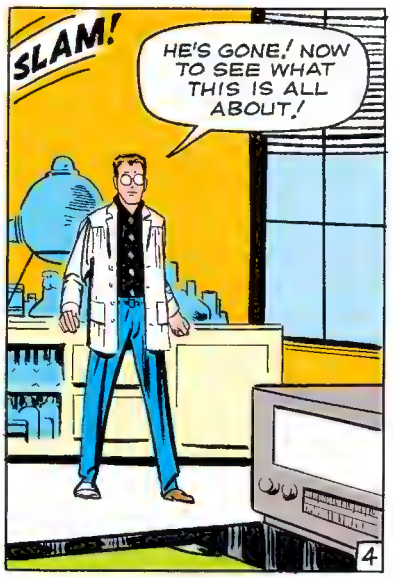

FINALLY, AT DR. COBBWELL'S LAB...
YES, I HEARD THE TINKERER'S PRICES WERE RIDICULOUSLY CHEAP! THAT'S WHY I TOOK MY RADIO TO HIM! BUT ENOUGH OF THAT--HERE'S THE EXPERIMENT I WANT YOU TO WORK ON FOR ME...
I STILL DON'T GET IT! THE TINKERER MUST BE LOSING MONEY ON EVERY CUSTOMER! AND HE DIDN'T LOOK LIKE A NUT TO ME! SO WHAT'S HIS ANGLE?? NOBODY GIVES ANYTHING FOR NOTHING!

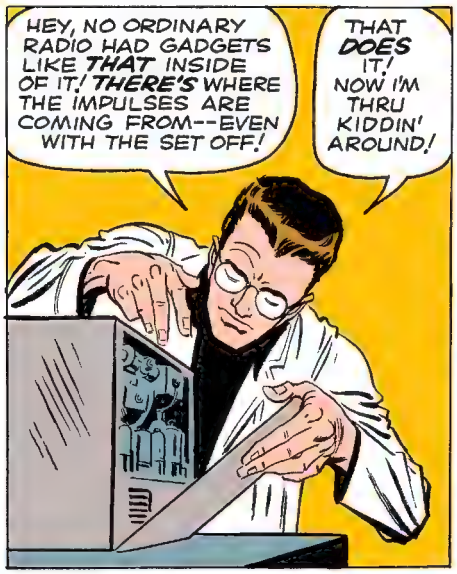

THIS IS BATTY! I'VE GOT TO FORGET THE TINKERER AND CONCENTRATE ON WHAT I'M DOING!
BUT SOMETHING ABOUT HIM KEEPS STICKIN' IN MY CRAW!

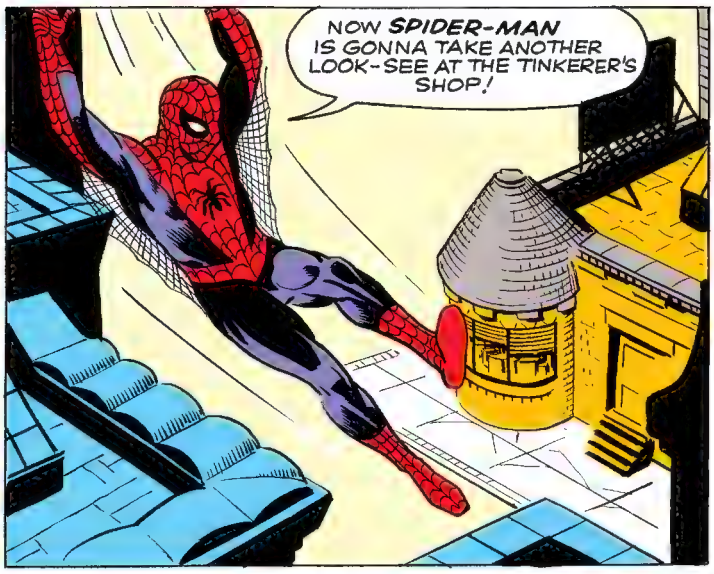

WAIT! I KNOW! THOSE ELECTRICAL IMPULSES WHICH I SENSED IN HIS SHOP! NOW I SENSE THEM HERE!
THE PART OF ME WHICH IS SPIDER-MAN IS REACTING SUSPICIOUSLY TO THEM! I'VE GOT TO CHECK THIS OUT!


BUT WHERE CAN THE IMPULSES BE COMING FROM? THE RADIO IS SHUT OFF! AND DOCTOR COBBWELL DOESN'T HAVE ANY OTHER ELECTRICAL GADGETS OPERATING NOW!


HE'S PUTTING ON HIS COAT! THIS IS MY CHANCE--AS SOON AS HE LEAVES!
I HAVE TO LECTURE AT THE INSTITUTE NOW, PETER! I'LL BE BACK IN A FEW HOURS!


SLAM!
HE'S GONE! NOW TO SEE WHAT THIS IS ALL ABOUT!

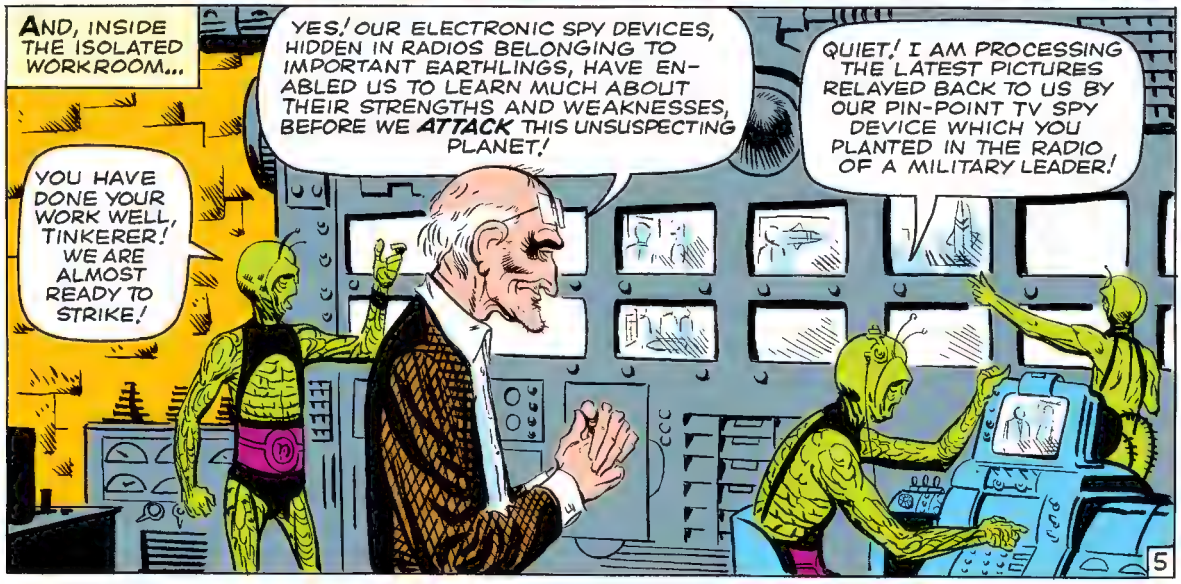

HEY, NO ORDINARY RADIO HAD GADGETS LIKE THAT INSIDE OF IT! THERE'S WHERE THE IMPULSES ARE COMING FROM--EVEN WITH THE SET OFF!
THAT DOES IT! NOW I'M THRU KIDDIN' AROUND!

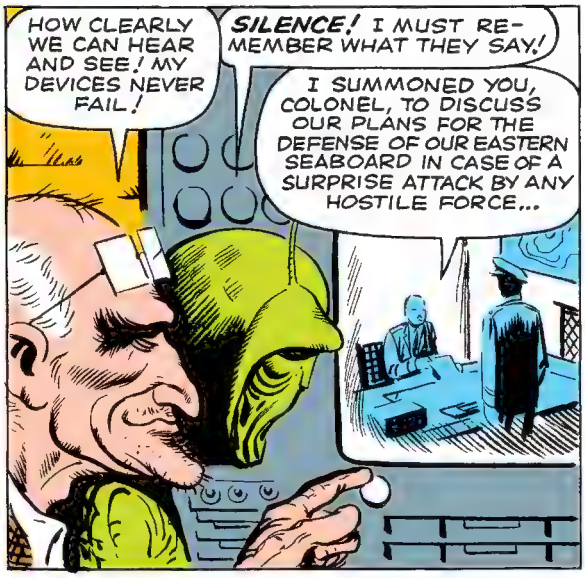

NOW SPIDER-MAN IS GONNA TAKE ANOTHER LOOK-SEE AT THE TINKERER'S SHOP!

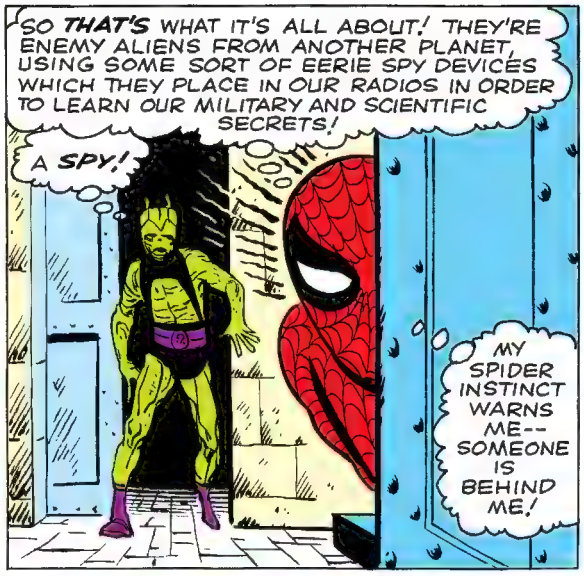
THE PLACE IS CLOSED FOR THE DAY! WELL, THAT WON'T STOP ME!

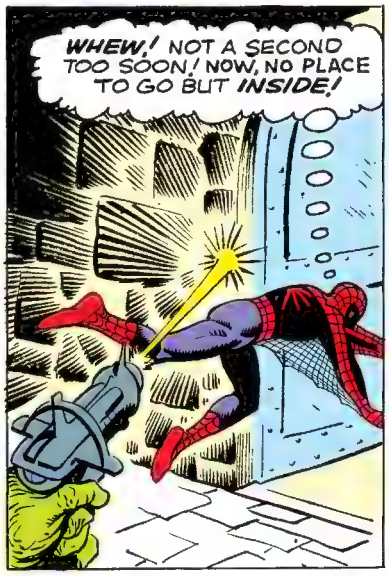
I'M GETTING THOSE SAME STRANGE IMPULSES AGAIN! THEY'RE COMING FROM BELOW!

WOW! NO INNOCENT LITTLE REPAIR SHOP EVER HAD A BASEMENT WORKROOM LIKE THAT BEFORE! IT'S MORE LIKE A CONCRETE-REINFORCED DUNGEON!
LUCKY THE DOOR'S OPEN! GUESS THEY'RE NOT EXPECTIN' VISITORS!


AND, INSIDE THE ISOLATED WORKROOM...
YES! OUR ELECTRONIC SPY DEVICES, HIDDEN IN RADIOS BELONGING TO IMPORTANT EARTHLINGS, HAVE ENABLED US TO LEARN MUCH ABOUT THEIR STRENGTHS AND WEAKNESSES, BEFORE WE ATTACK THIS UNSUSPECTING PLANET!
QUIET! I AM PROCESSING THE LATEST PICTURES RELAYED BACK TO US BY OUR PIN-POINT TV SPY DEVICE WHICH YOU PLANTED IN THE RADIO OF A MILITARY LEADER!
YOU HAVE DONE YOUR WORK WELL, TINKERER! WE ARE ALMOST READY TO STRIKE!

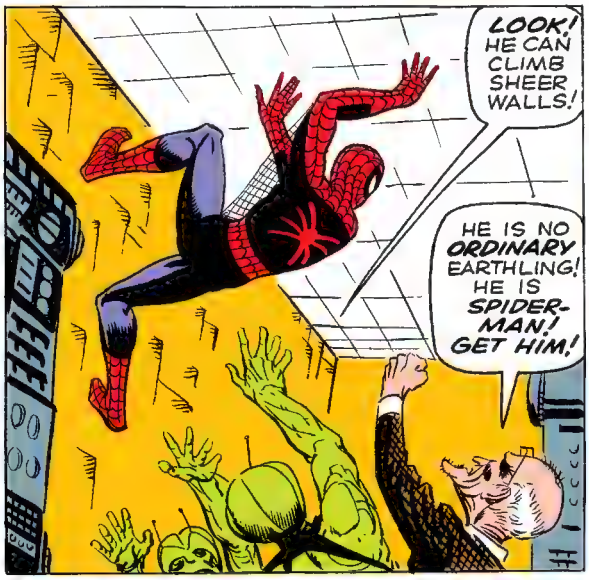

HOW CLEARLY WE CAN HEAR AND SEE! MY DEVICES NEVER FAIL!
SILENCE! I MUST REMEMBER WHAT THEY SAY!
I SUMMONED YOU, COLONEL, TO DISCUSS OUR PLANS FOR THE DEFENSE OF OUR EASTERN SEABOARD IN CASE OF A SURPRISE ATTACK BY ANY HOSTILE FORCE...

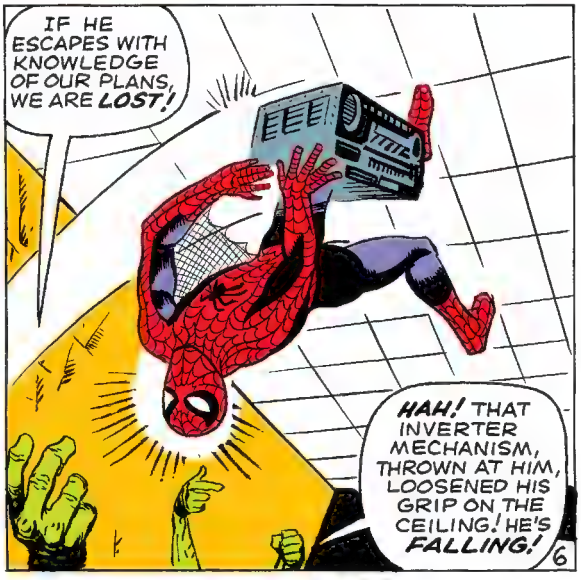

SO THAT'S WHAT IT'S ALL ABOUT! THEY'RE ENEMY ALIENS FROM ANOTHER PLANET, USING SOME SORT OF EERIE SPY DEVICES WHICH THEY PLACE IN OUR RADIOS IN ORDER TO LEARN OUR MILITARY AND SCIENTIFIC SECRETS!
A SPY!
MY SPIDER INSTINCT WARNS ME-- SOMEONE IS BEHIND ME!


WHEW! NOT A SECOND TOO SOON! NOW, NO PLACE TO GO BUT INSIDE!

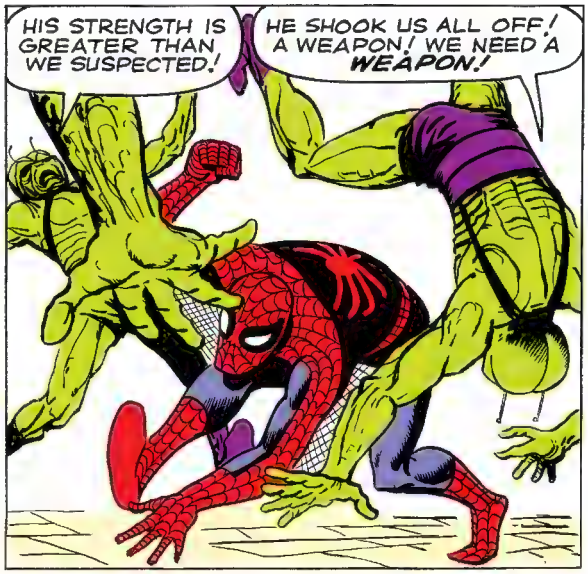
A COSTUMED EARTH CREATURE! SEIZE HIM!
IT'S NOT GONNA BE THAT EASY, BUDDY-BOY!

SEE WHAT I MEAN??

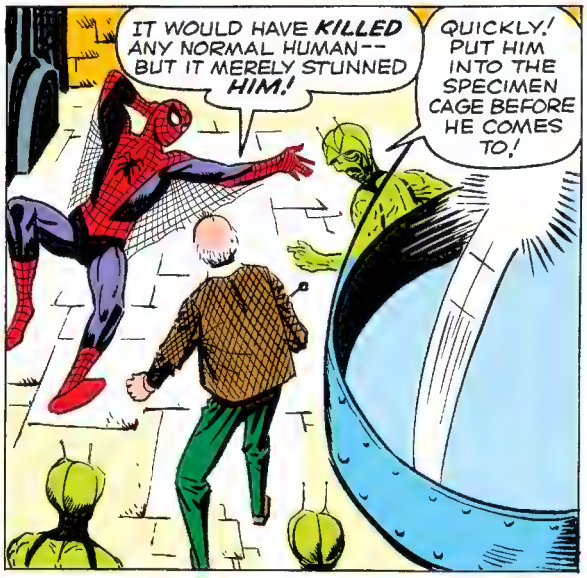

LOOK! HE CAN CLIMB SHEER WALLS!
HE IS NO ORDINARY EARTHLING! HE IS SPIDER-MAN! GET HIM!

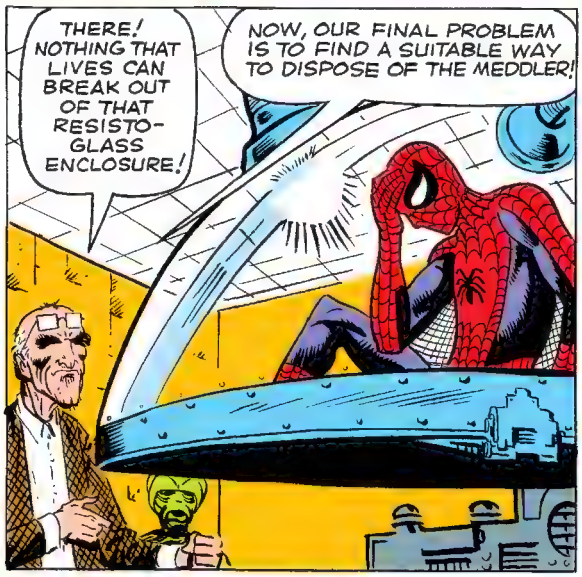

IF HE ESCAPES WITH KNOWLEDGE OF OUR PLANS, WE ARE LOST!
HAH! THAT INVERTER MECHANISM, THROWN AT HIM, LOOSENED HIS GRIP ON THE CEILING! HE'S FALLING!

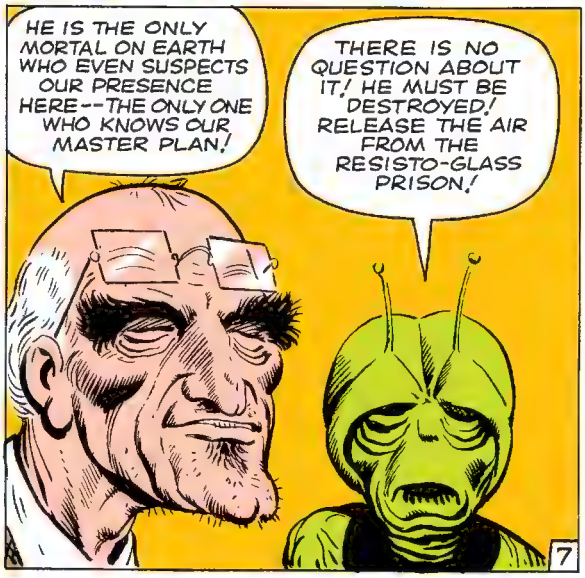
NOW WE HAVE HIM! RENDER HIM HELPLESS!
WE CAN OVERWHELM HIM BY SHEER WEIGHT OF NUMBERS!
I'VE GOT NEWS FOR YOU! IT'S BEEN TRIED BEFORE!


HIS STRENGTH IS GREATER THAN WE SUSPECTED!
HE SHOOK US ALL OFF! A WEAPON! WE NEED A WEAPON!

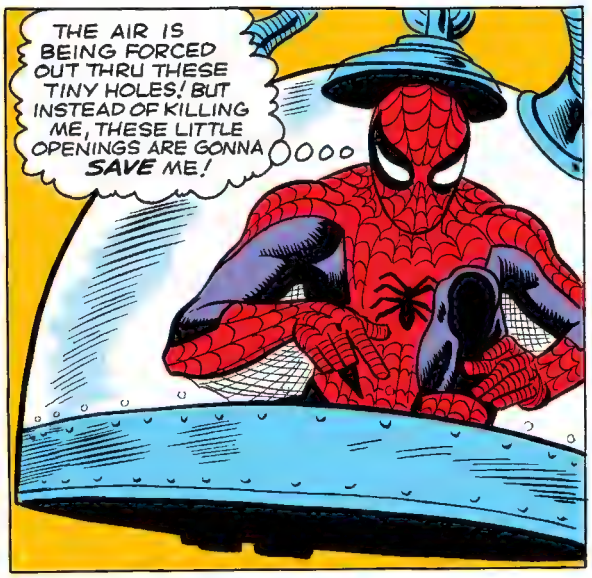
WE HAVE A WEAPON! THE TINKERER IS NEVER UNPREPARED! THIS WILL STOP SPIDER-MAN!
OHHHH...

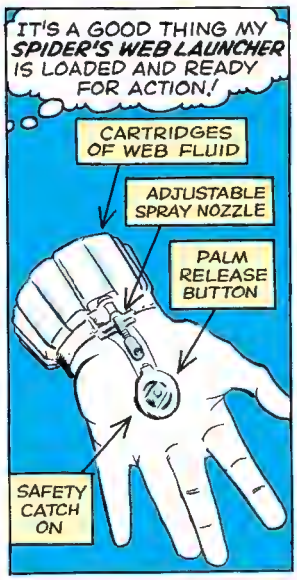

IT WOULD HAVE KILLED ANY NORMAL HUMAN-- BUT IT MERELY STUNNED HIM!
QUICKLY! PUT HIM INTO THE SPECIMEN CAGE BEFORE HE COMES TO!

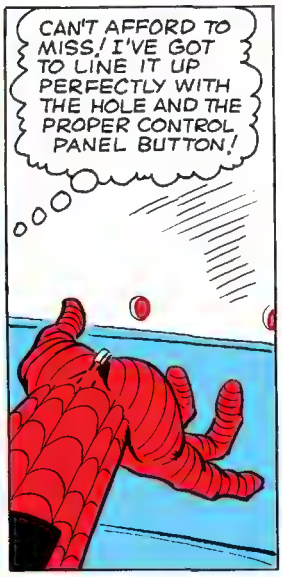

THERE! NOTHING THAT LIVES CAN BREAK OUT OF THAT RESISTO-GLASS ENCLOSURE!
NOW, OUR FINAL PROBLEM IS TO FIND A SUITABLE WAY TO DISPOSE OF THE MEDDLER!

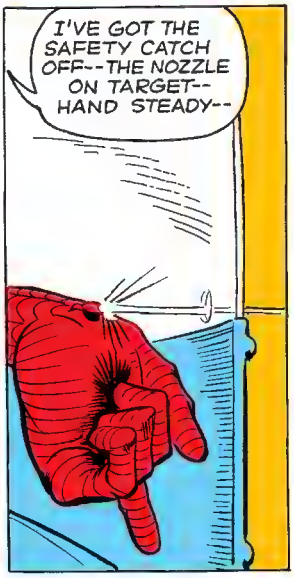

HE IS THE ONLY MORTAL ON EARTH WHO EVEN SUSPECTS OUR PRESENCE HERE--THE ONLY ONE WHO KNOWS OUR MASTER PLAN!
THERE IS NO QUESTION ABOUT IT! HE MUST BE DESTROYED! RELEASE THE AIR FROM THE RESISTO-GLASS PRISON!

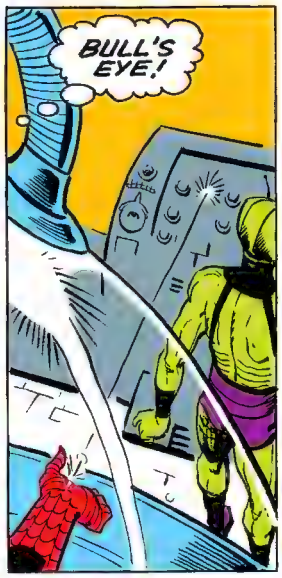
WITHIN MINUTES, SPIDER-MAN WILL NO LONGER BE A MENACE TO US!
I'VE GOT TO MOVE FAST! THAT CONTROL PANEL ALSO OPENS AND SHUTS THIS CRAZY LITTLE MOUSETRAP!

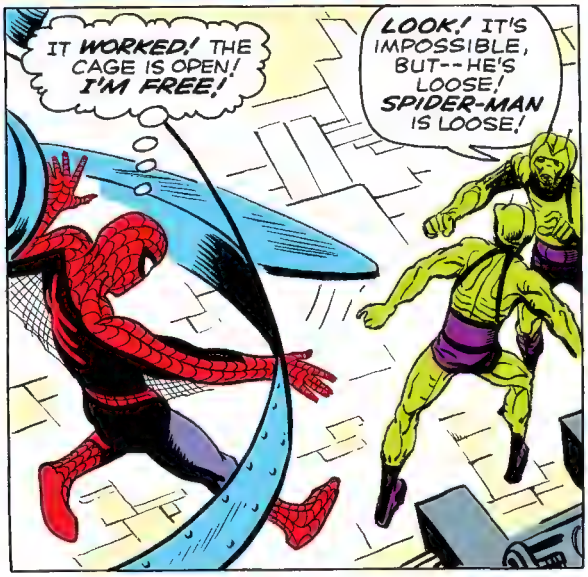

THE AIR IS BEING FORCED OUT THRU THESE TINY HOLES! BUT INSTEAD OF KILLING ME, THESE LITTLE OPENINGS ARE GONNA SAVE ME!


IT'S A GOOD THING MY SPIDER'S WEB LAUNCHER IS LOADED AND READY FOR ACTION!
CARTRIDGES OF WEB FLUID
ADJUSTABLE SPRAY NOZZLE
PALM RELEASE BUTTON
SAFETY CATCH ON

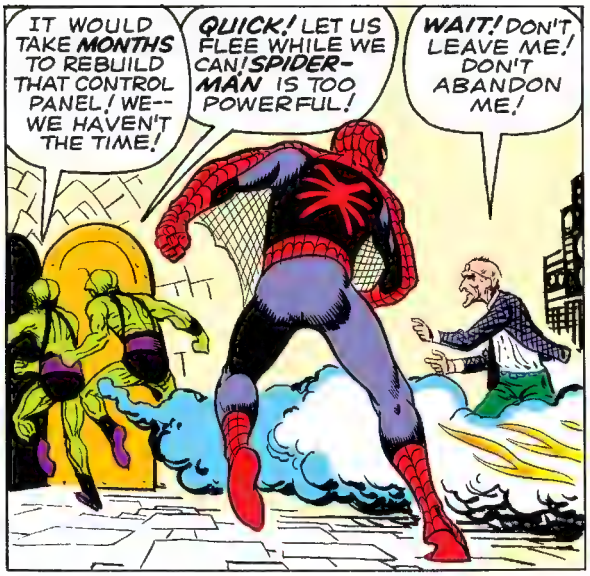

CAN'T AFFORD TO MISS! I'VE GOT TO LINE IT UP PERFECTLY WITH THE HOLE AND THE PROPER CONTROL PANEL BUTTON!


I'VE GOT THE SAFETY CATCH OFF--THE NOZZLE ON TARGET--HAND STEADY--

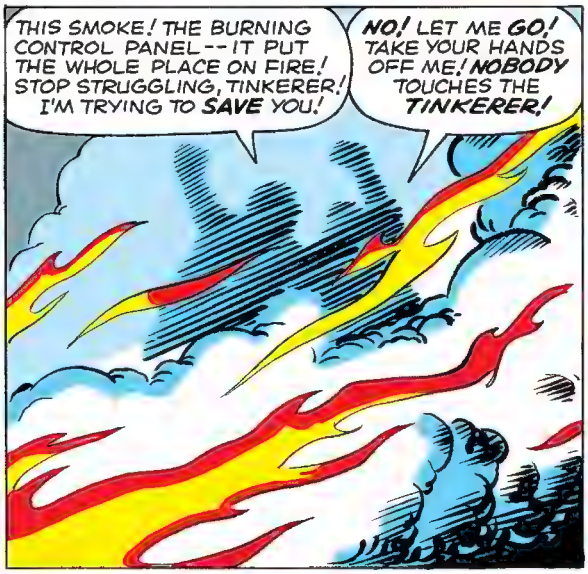

BULL'S EYE!


IT WORKED! THE CAGE IS OPEN! I'M FREE!
LOOK! IT'S IMPOSSIBLE, BUT--HE'S LOOSE! SPIDER-MAN IS LOOSE!

WHO DO YOU THINK YOU ARE--THE TOWN CRIER??!
YOU FOOL! YOU JARRED MY ARM! I-I'VE DESTROYED OUR CONTROL PANEL!

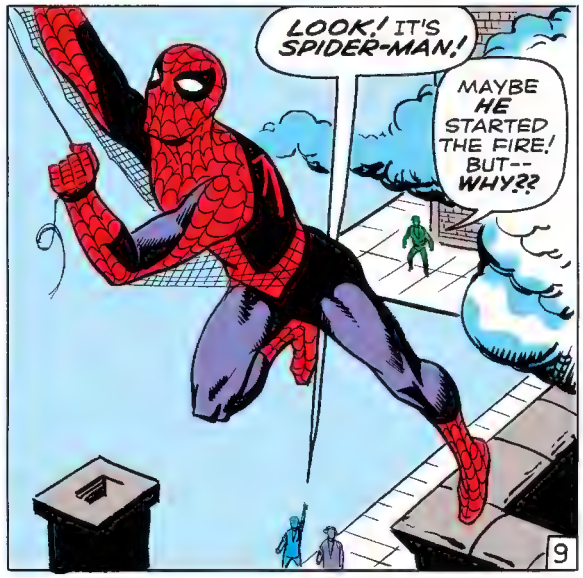

IT WOULD TAKE MONTHS TO REBUILD THAT CONTROL PANEL! WE-- WE HAVEN'T THE TIME!
QUICK! LET US FLEE WHILE WE CAN! SPIDER-MAN IS TOO POWERFUL!
WAIT! DON'T LEAVE ME! DON'T ABANDON ME!

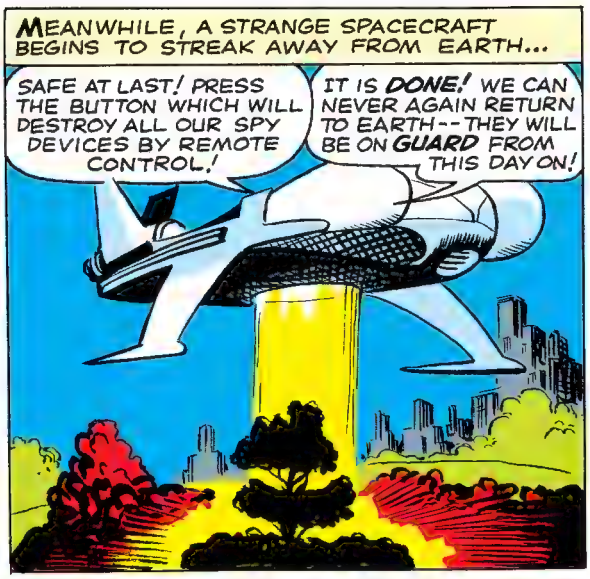
HOLD ON THERE, LAUGHING BOY! YOU'RE NOT GOING ANYWHERE!
THEY WERE JUST DOING THEIR DUTY TO WHATEVER PLANET THEY WERE FROM! BUT YOU, YOU TRAITOR--!

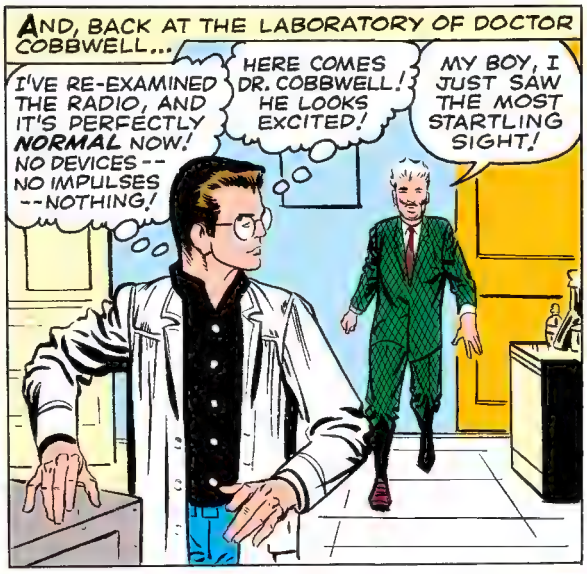

THIS SMOKE! THE BURNING CONTROL PANEL-- IT PUT THE WHOLE PLACE ON FIRE! STOP STRUGGLING, TINKERER! I'M TRYING TO SAVE YOU!
NO! LET ME GO! TAKE YOUR HANDS OFF ME! NOBODY TOUCHES THE TINKERER!

CAN'T SEE! THE SMOKE-- IT'S BLINDING ME-- CHOKING ME-- GOT TO GET AWAY!

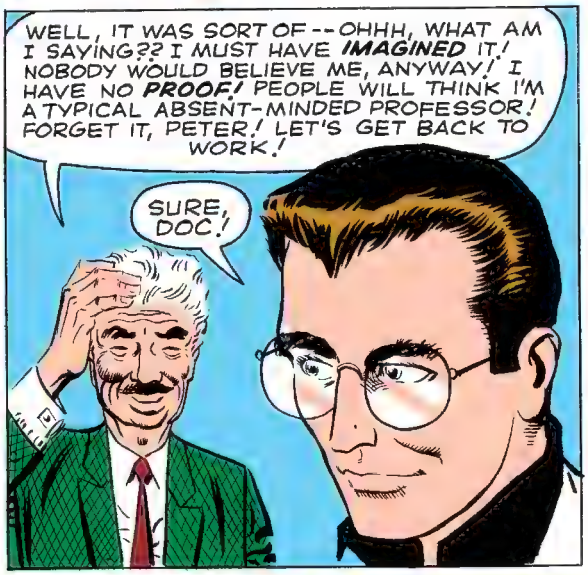
JUST IN TIME! COULDN'T HAVE LASTED MUCH LONGER! BUT THE BUILDING IS A TOTAL WRECK! IT'LL BE REDUCED TO ASHES IN MINUTES!
I HEAR SIRENS! FIRE ENGINES! SOMEONE MUST HAVE TURNED IN AN ALARM! I'VE GOT TO DISAPPEAR!

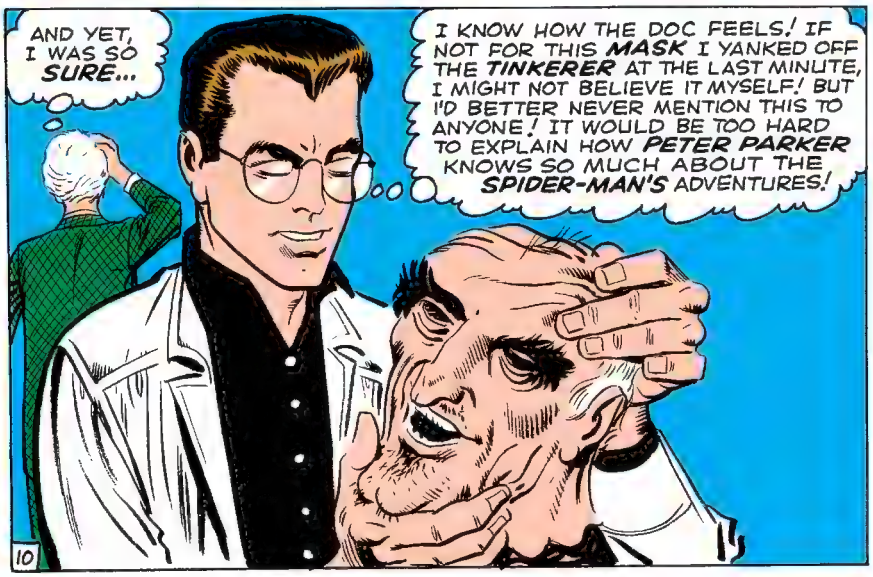

LOOK! IT'S SPIDER-MAN!
MAYBE HE STARTED THE FIRE! BUT-- WHY??

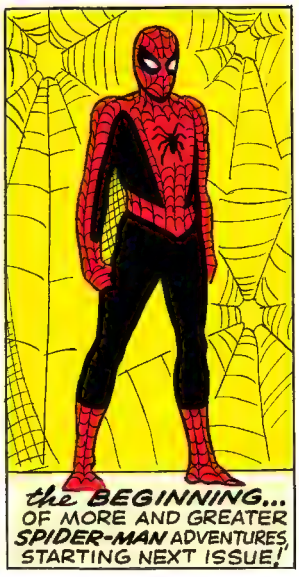

MEANWHILE, A STRANGE SPACECRAFT BEGINS TO STREAK AWAY FROM EARTH...
SAFE AT LAST! PRESS THE BUTTON WHICH WILL DESTROY ALL OUR SPY DEVICES BY REMOTE CONTROL!
IT IS DONE! WE CAN NEVER AGAIN RETURN TO EARTH--THEY WILL BE ON GUARD FROM THIS DAY ON!


AND, BACK AT THE LABORATORY OF DOCTOR COBBWELL...
I'VE RE-EXAMINED THE RADIO, AND IT'S PERFECTLY NORMAL NOW! NO DEVICES--NO IMPULSES--NOTHING!
HERE COMES DR. COBBWELL! HE LOOKS EXCITED!
MY BOY, I JUST SAW THE MOST STARTLING SIGHT!

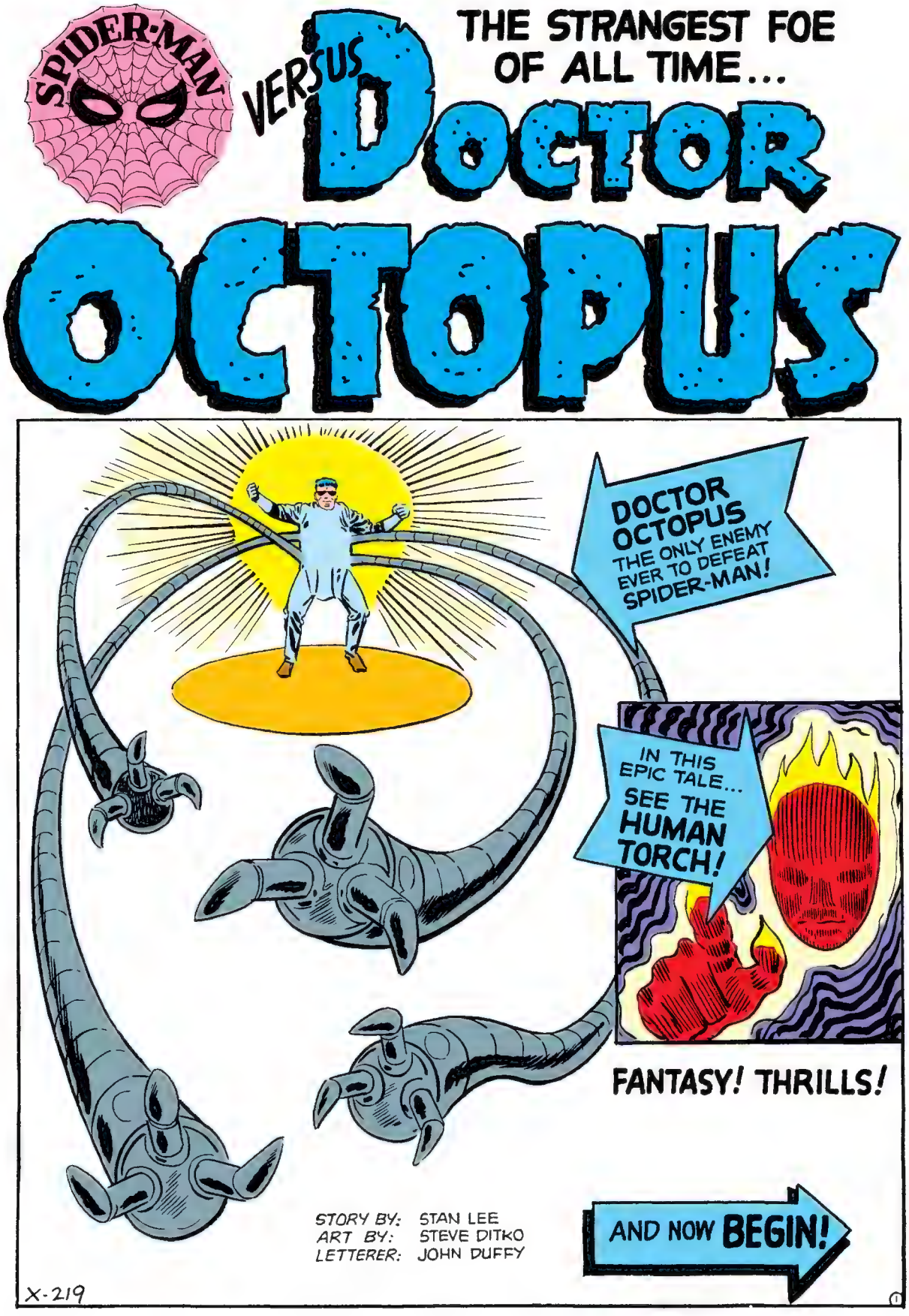
AS I WAS RETURNING FROM THE LECTURE IN MY CAR, I GLANCED SKYWARD--AND I COULD HAVE SWORN I SAW A SPACE SHIP OF SOME SORT, FADING INTO THE ATMOSPHERE!
REALLY? WHAT DID IT LOOK LIKE, SIR?

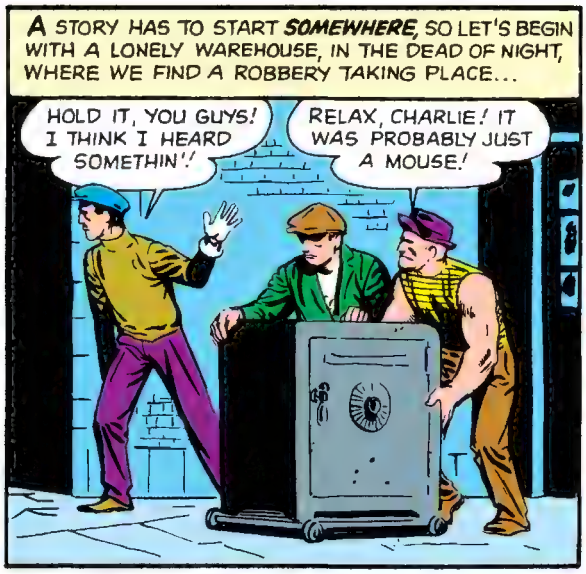

WELL, IT WAS SORT OF--OHHH, WHAT AM I SAYING?? I MUST HAVE IMAGINED IT! NOBODY WOULD BELIEVE ME, ANYWAY! I HAVE NO PROOF! PEOPLE WILL THINK I'M A TYPICAL ABSENT-MINDED PROFESSOR! FORGET IT, PETER! LET'S GET BACK TO WORK!
SURE, DOC!

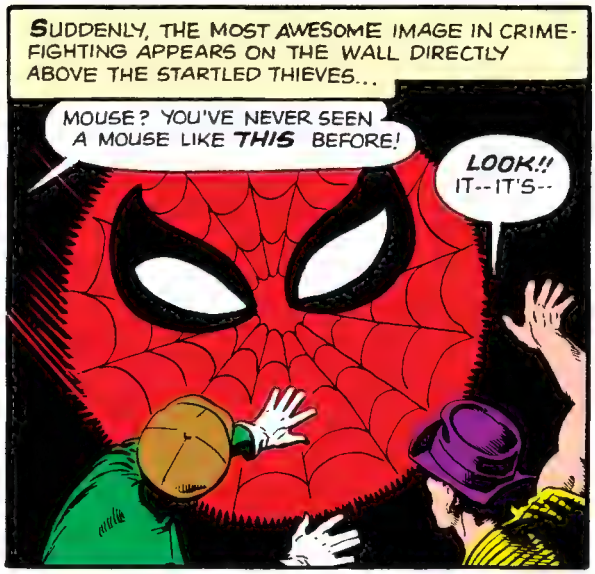

AND YET, I WAS SO SURE...
I KNOW HOW THE DOC FEELS! IF NOT FOR THIS MASK I YANKED OFF THE TINKERER AT THE LAST MINUTE, I MIGHT NOT BELIEVE IT MYSELF! BUT I'D BETTER NEVER MENTION THIS TO ANYONE! IT WOULD BE TOO HARD TO EXPLAIN HOW PETER PARKER KNOWS SO MUCH ABOUT THE SPIDER-MAN'S ADVENTURES!


the BEGINNING... OF MORE AND GREATER SPIDER-MAN ADVENTURES, STARTING NEXT ISSUE!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
3 JULY
MARVEL COMICS GROUP 12¢
AMERICA'S MOST EXCITING SUPER-HERO CAPTURED BY THE WORLD'S MOST DREADED SUPER-VILLAIN!
YOU ARE HELPLESS, SPIDER-MAN! I WARNED YOU THAT THE POWER OF DOCTOR OCTOPUS IS FAR GREATER THAN YOURS!
CAN ANYTHING THAT LIVES DEFEAT THE MIGHTY DOCTOR OCTOPUS??
A BOOK-LENGTH SUPER-THRILLER! SPIDER-MAN FACES HIS MOST POWERFUL FOE: "DR. OCTOPUS!"
-DITKO-

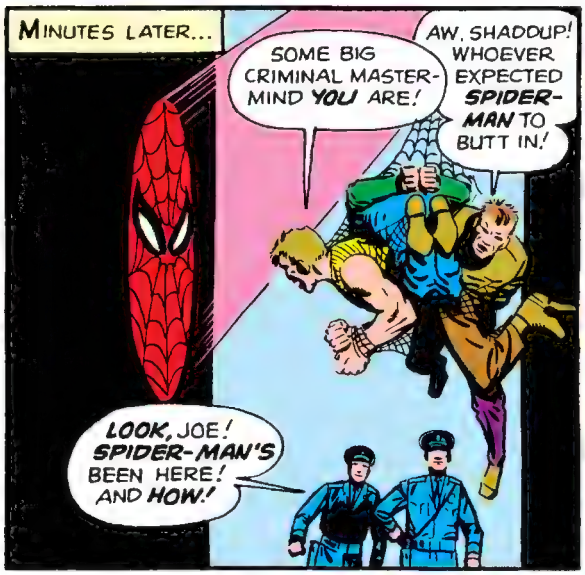

SPIDER-MAN
THE STRANGEST FOE OF ALL TIME...
VERSUS DOCTOR OCTOPUS
DOCTOR OCTOPUS THE ONLY ENEMY EVER TO DEFEAT SPIDER-MAN!
IN THIS EPIC TALE... SEE THE HUMAN TORCH!
FANTASY! THRILLS!
STORY BY: STAN LEE
ART BY: STEVE DITKO
LETTERER: JOHN DUFFY
AND NOW BEGIN!
X-219

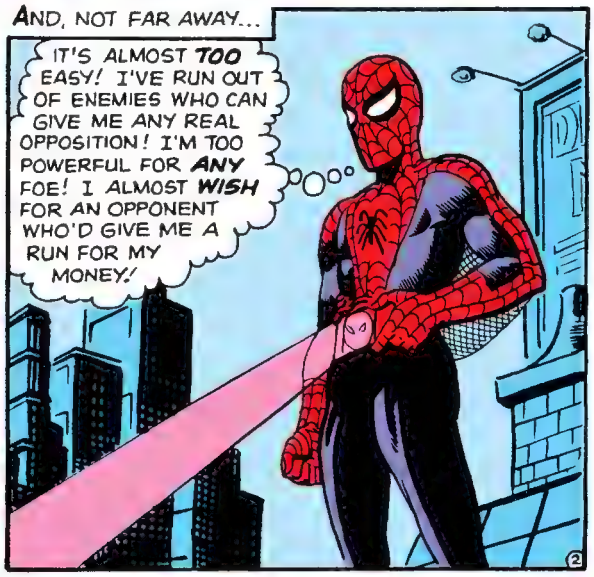

A STORY HAS TO START SOMEWHERE, SO LET'S BEGIN WITH A LONELY WAREHOUSE, IN THE DEAD OF NIGHT, WHERE WE FIND A ROBBERY TAKING PLACE...
HOLD IT, YOU GUYS! I THINK I HEARD SOMETHIN'!
RELAX, CHARLIE! IT WAS PROBABLY JUST A MOUSE!

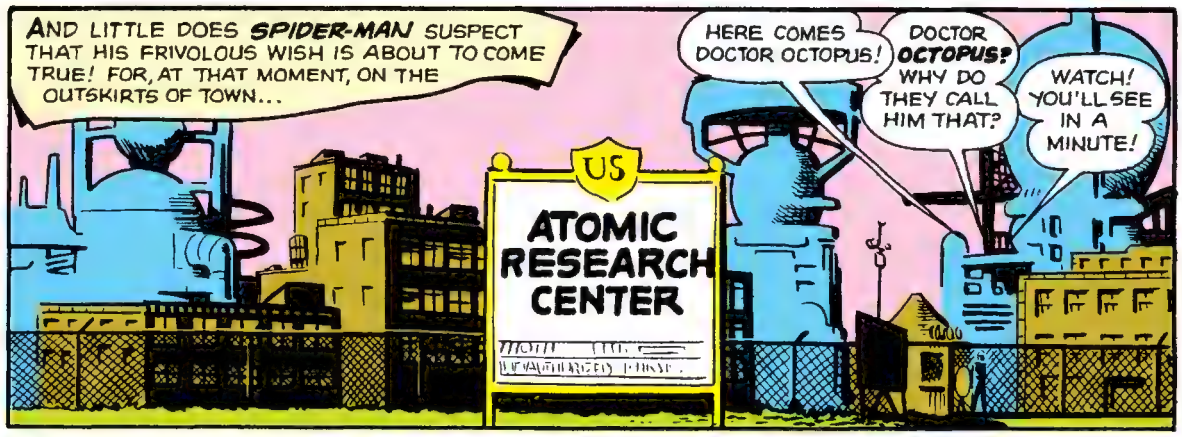

SUDDENLY, THE MOST AWESOME IMAGE IN CRIME-FIGHTING APPEARS ON THE WALL DIRECTLY ABOVE THE STARTLED THIEVES...
MOUSE? YOU'VE NEVER SEEN A MOUSE LIKE THIS BEFORE!
LOOK!! IT--IT'S--

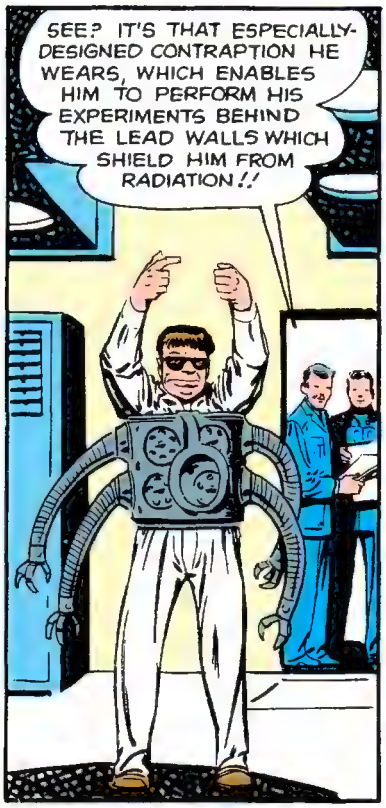
DON'T BE SHY, FELLA! YOU CAN SAY MY NAME! IT'S SPIDER-MAN!
GET 'IM! THERE ARE THREE OF US! HE CAN'T TAKE US ALL!

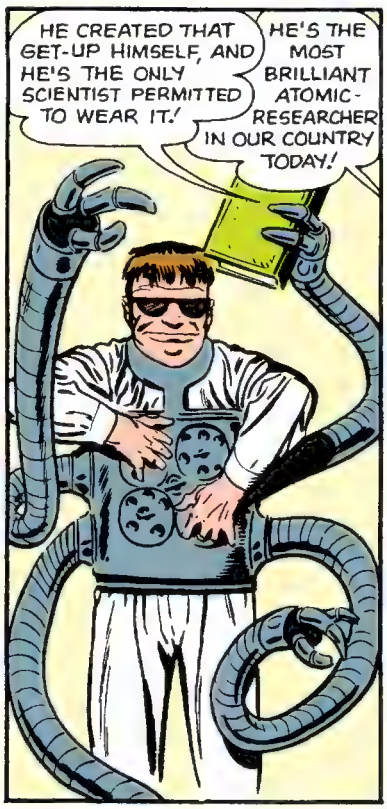
UGH!
BROTHER, YOU'RE LIVING IN A FOOL'S PARADISE!
OOF!
OW!

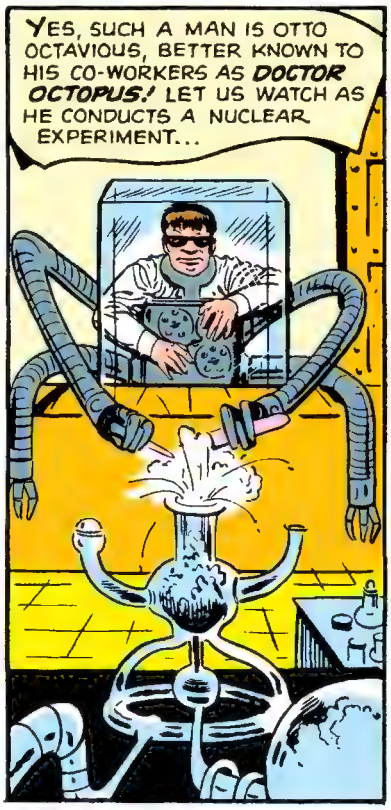

MINUTES LATER...
SOME BIG CRIMINAL MASTER-MIND YOU ARE!
AW, SHADDUP! WHOEVER EXPECTED SPIDER-MAN TO BUTT IN!
LOOK, JOE! SPIDER-MAN'S BEEN HERE! AND HOW!

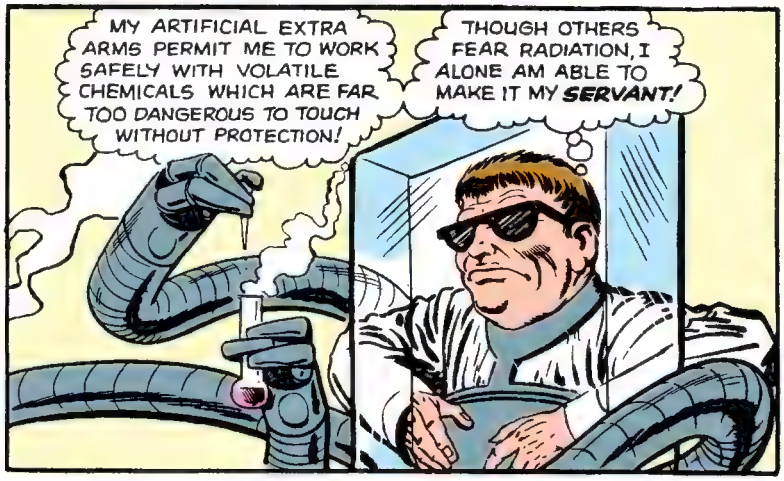

AND, NOT FAR AWAY...
IT'S ALMOST TOO EASY! I'VE RUN OUT OF ENEMIES WHO CAN GIVE ME ANY REAL OPPOSITION! I'M TOO POWERFUL FOR ANY FOE! I ALMOST WISH FOR AN OPPONENT WHO'D GIVE ME A RUN FOR MY MONEY!

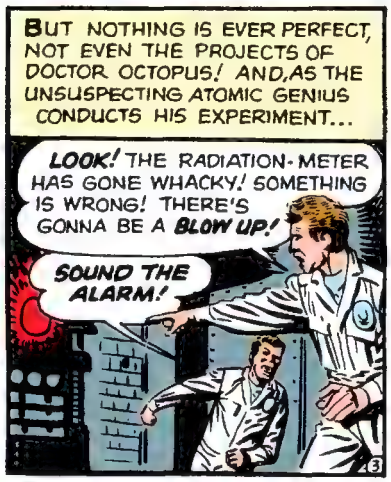

AND LITTLE DOES SPIDER-MAN SUSPECT THAT HIS FRIVOLOUS WISH IS ABOUT TO COME TRUE! FOR, AT THAT MOMENT, ON THE OUTSKIRTS OF TOWN...
HERE COMES DOCTOR OCTOPUS!
DOCTOR OCTOPUS? WHY DO THEY CALL HIM THAT?
WATCH! YOU'LL SEE IN A MINUTE!
US
ATOMIC RESEARCH CENTER


SEE? IT'S THAT ESPECIALLY-DESIGNED CONTRAPTION HE WEARS, WHICH ENABLES HIM TO PERFORM HIS EXPERIMENTS BEHIND THE LEAD WALLS WHICH SHIELD HIM FROM RADIATION!!

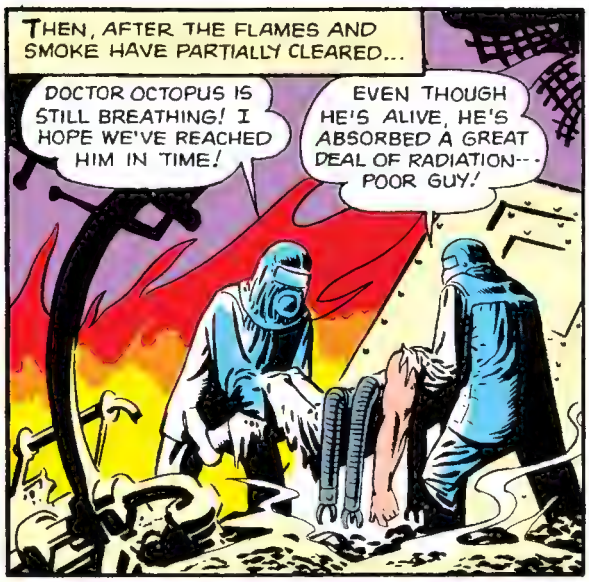

HE CREATED THAT GET-UP HIMSELF, AND HE'S THE ONLY SCIENTIST PERMITTED TO WEAR IT!
HE'S THE MOST BRILLIANT ATOMIC-RESEARCHER IN OUR COUNTRY TODAY!

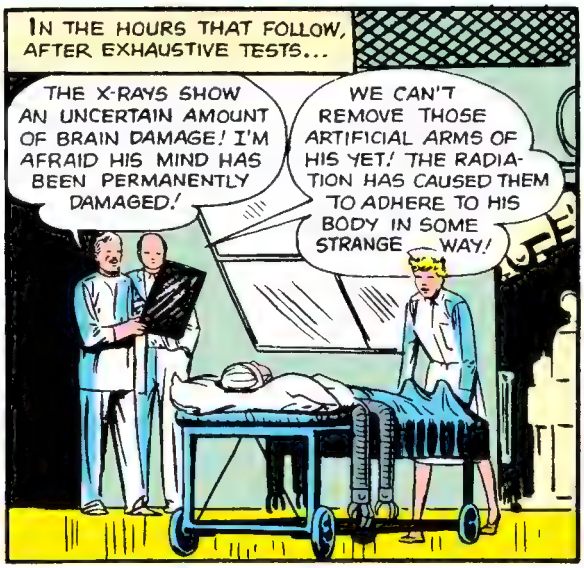

YES, SUCH A MAN IS OTTO OCTAVIOUS, BETTER KNOWN TO HIS CO-WORKERS AS DOCTOR OCTOPUS! LET US WATCH AS HE CONDUCTS A NUCLEAR EXPERIMENT...

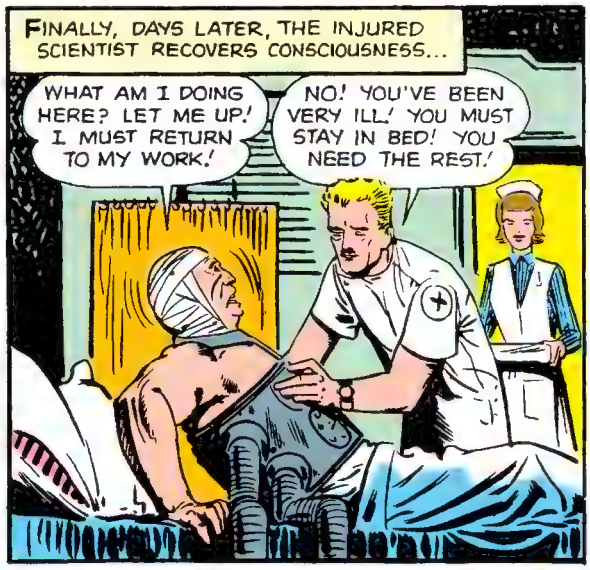

MY ARTIFICIAL EXTRA ARMS PERMIT ME TO WORK SAFELY WITH VOLATILE CHEMICALS WHICH ARE FAR TOO DANGEROUS TO TOUCH WITHOUT PROTECTION!
THOUGH OTHERS FEAR RADIATION, I ALONE AM ABLE TO MAKE IT MY SERVANT!

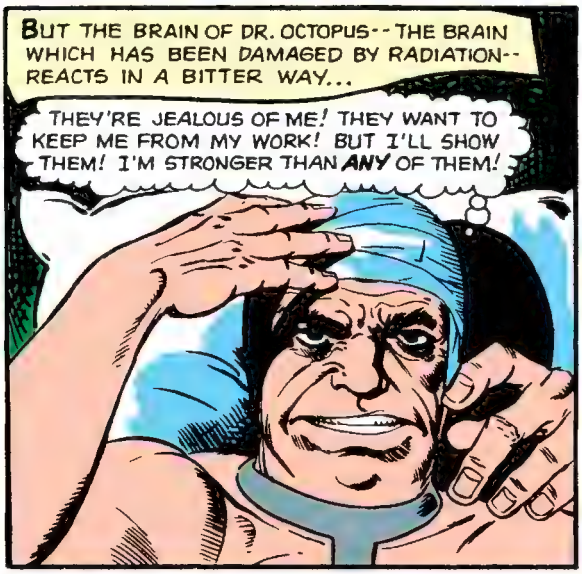

BUT NOTHING IS EVER PERFECT, NOT EVEN THE PROJECTS OF DOCTOR OCTOPUS! AND, AS THE UNSUSPECTING ATOMIC GENIUS CONDUCTS HIS EXPERIMENT...
LOOK! THE RADIATION-METER HAS GONE WHACKY! SOMETHING IS WRONG! THERE'S GONNA BE A BLOW UP!
SOUND THE ALARM!

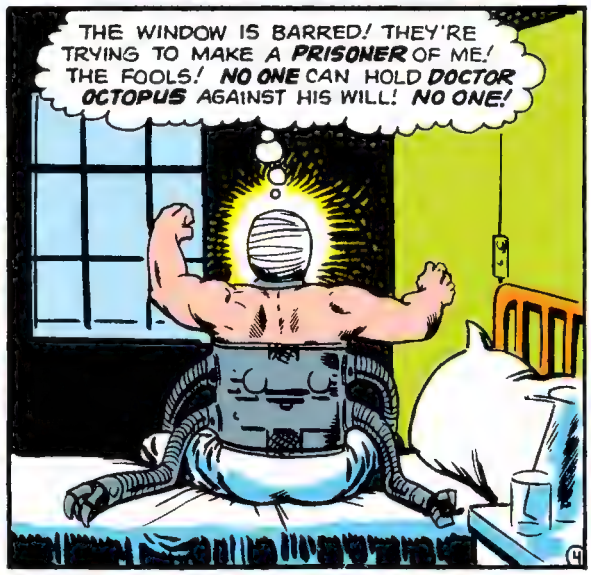
BUT THE WARNING, ALAS, IS GIVEN TOO LATE! AND BEFORE THE ALARM CAN BE SOUNDED...

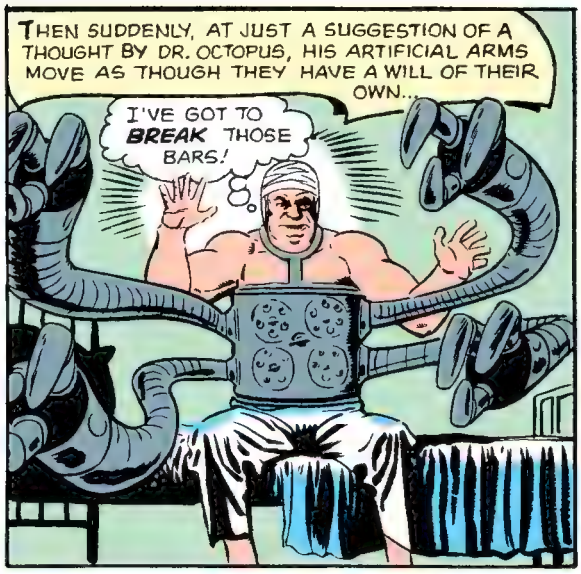

THEN, AFTER THE FLAMES AND SMOKE HAVE PARTIALLY CLEARED...
DOCTOR OCTOPUS IS STILL BREATHING! I HOPE WE'VE REACHED HIM IN TIME!
EVEN THOUGH HE'S ALIVE, HE'S ABSORBED A GREAT DEAL OF RADIATION--- POOR GUY!

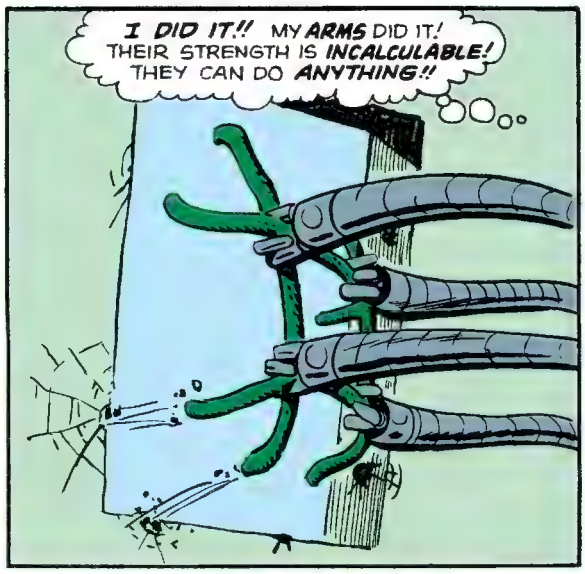

IN THE HOURS THAT FOLLOW, AFTER EXHAUSTIVE TESTS...
THE X-RAYS SHOW AN UNCERTAIN AMOUNT OF BRAIN DAMAGE! I'M AFRAID HIS MIND HAS BEEN PERMANENTLY DAMAGED!
WE CAN'T REMOVE THOSE ARTIFICIAL ARMS OF HIS YET! THE RADIATION HAS CAUSED THEM TO ADHERE TO HIS BODY IN SOME STRANGE WAY!


FINALLY, DAYS LATER, THE INJURED SCIENTIST RECOVERS CONSCIOUSNESS...
WHAT AM I DOING HERE? LET ME UP! I MUST RETURN TO MY WORK!
NO! YOU'VE BEEN VERY ILL! YOU MUST STAY IN BED! YOU NEED THE REST!


BUT THE BRAIN OF DR. OCTOPUS--THE BRAIN WHICH HAS BEEN DAMAGED BY RADIATION--REACTS IN A BITTER WAY...
THEY'RE JEALOUS OF ME! THEY WANT TO KEEP ME FROM MY WORK! BUT I'LL SHOW THEM! I'M STRONGER THAN ANY OF THEM!


THE WINDOW IS BARRED! THEY'RE TRYING TO MAKE A PRISONER OF ME! THE FOOLS! NO ONE CAN HOLD DOCTOR OCTOPUS AGAINST HIS WILL! NO ONE!

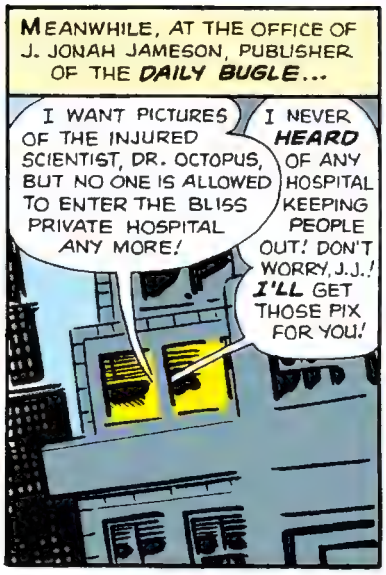

THEN SUDDENLY, AT JUST A SUGGESTION OF A THOUGHT BY DR. OCTOPUS, HIS ARTIFICIAL ARMS MOVE AS THOUGH THEY HAVE A WILL OF THEIR OWN...
I'VE GOT TO BREAK THOSE BARS!

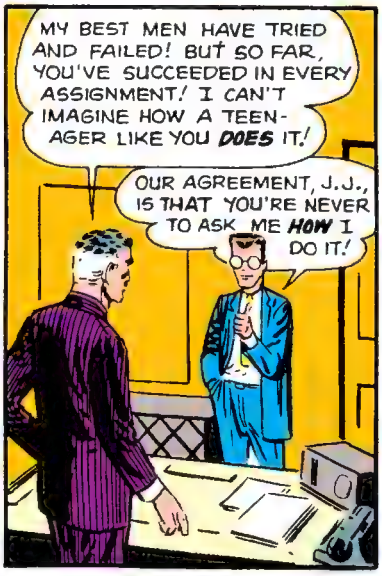

I DID IT!! MY ARMS DID IT! THEIR STRENGTH IS INCALCULABLE! THEY CAN DO ANYTHING!!

SOMEHOW, MY MECHANICAL ARMS HAVE ALMOST BECOME A PART OF ME! THEY OBEY MY EVERY COMMAND! WITH SUCH POWER AND MY BRILLIANT MIND, I'M THE SUPREME HUMAN BEING ON EARTH!

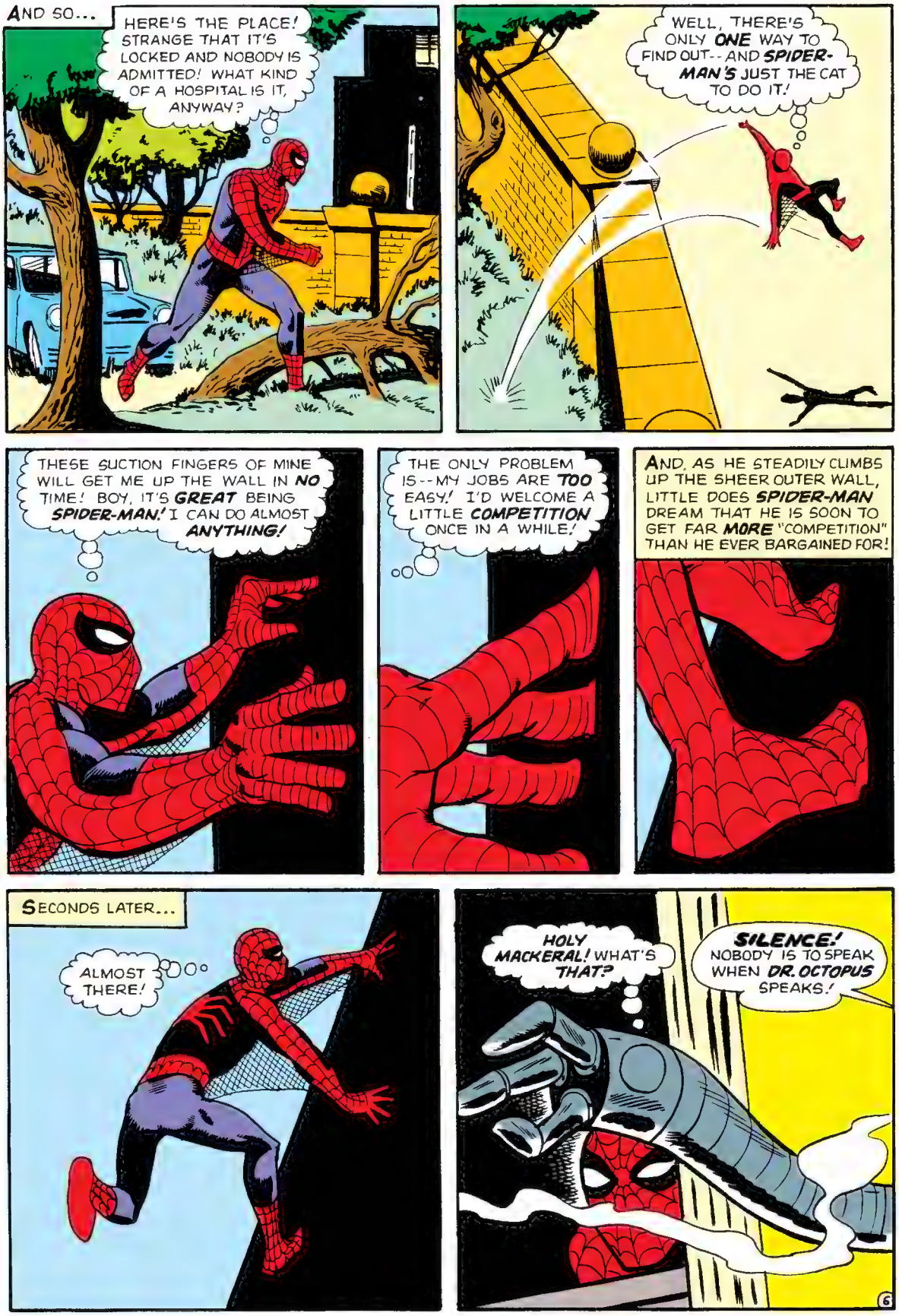
MINUTES LATER...
YOU WANTED TO SEE ME, DR. OCTOPUS?
YES! COME IN! SHUT THE DOOR BEHIND YOU!

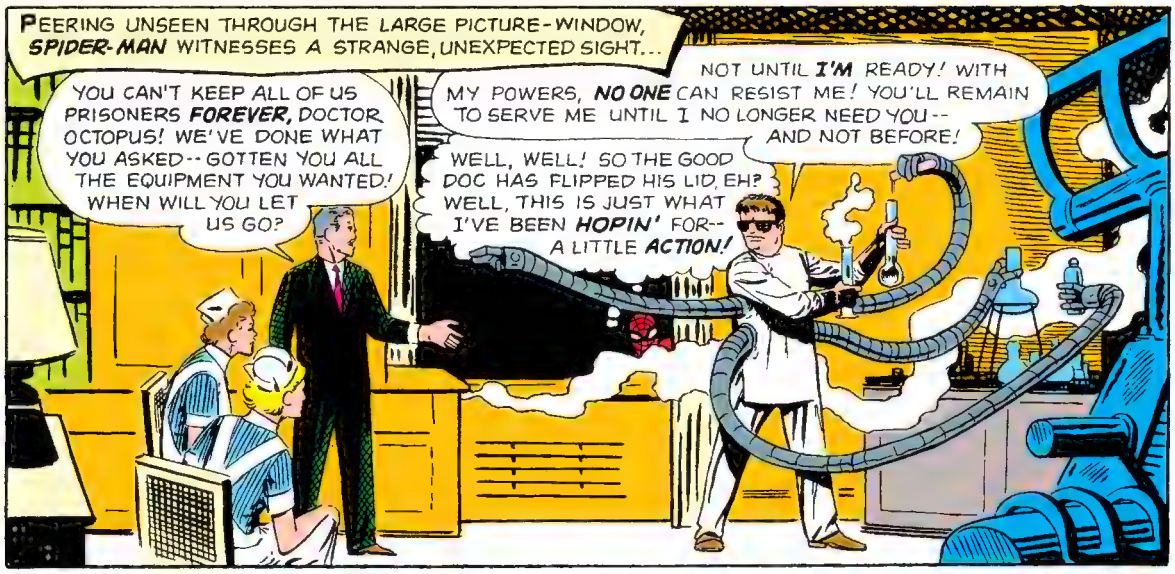
WHAT IS IT? YOU-- OH, NO! NO!
HA-HA! YOU DON'T BELIEVE WHAT YOU SEE? BUT IT'S TRUE! I'M ALL-POWERFUL! FROM NOW ON, I GIVE THE COMMANDS HERE!


MEANWHILE, AT THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF THE DAILY BUGLE...
I WANT PICTURES OF THE INJURED SCIENTIST, DR. OCTOPUS, BUT NO ONE IS ALLOWED TO ENTER THE BLISS PRIVATE HOSPITAL ANY MORE!
I NEVER HEARD OF ANY HOSPITAL KEEPING PEOPLE OUT! DON'T WORRY, J.J.! I'LL GET THOSE PIX FOR YOU!


MY BEST MEN HAVE TRIED AND FAILED! BUT SO FAR, YOU'VE SUCCEEDED IN EVERY ASSIGNMENT! I CAN'T IMAGINE HOW A TEEN-AGER LIKE YOU DOES IT!
OUR AGREEMENT, J.J., IS THAT YOU'RE NEVER TO ASK ME HOW I DO IT!

JUST HAVE A CHECK READY FOR ME WHEN I BRING BACK THE PIX OF DR. OCTOPUS!
HE DOESN'T SUSPECT PETER PARKER, THE TEEN-AGER HE ASSIGNED TO THE JOB, IS GONNA HAVE SPIDER-MAN DO IT!

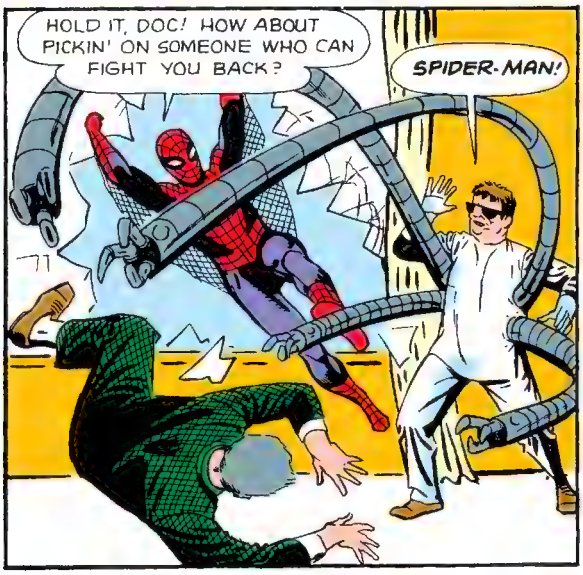

AND SO...
HERE'S THE PLACE! STRANGE THAT IT'S LOCKED AND NOBODY IS ADMITTED! WHAT KIND OF A HOSPITAL IS IT, ANYWAY?
WELL, THERE'S ONLY ONE WAY TO FIND OUT--AND SPIDER-MAN'S JUST THE CAT TO DO IT!
THESE SUCTION FINGERS OF MINE WILL GET ME UP THE WALL IN NO TIME! BOY, IT'S GREAT BEING SPIDER-MAN! I CAN DO ALMOST ANYTHING!
THE ONLY PROBLEM IS--MY JOBS ARE TOO EASY! I'D WELCOME A LITTLE COMPETITION ONCE IN A WHILE!
AND, AS HE STEADILY CLIMBS UP THE SHEER OUTER WALL, LITTLE DOES SPIDER-MAN DREAM THAT HE IS SOON TO GET FAR MORE "COMPETITION" THAN HE EVER BARGAINED FOR!
SECONDS LATER...
ALMOST THERE!
HOLY MACKERAL! WHAT'S THAT?
SILENCE! NOBODY IS TO SPEAK WHEN DR. OCTOPUS SPEAKS!
6


PEERING UNSEEN THROUGH THE LARGE PICTURE-WINDOW, SPIDER-MAN WITNESSES A STRANGE, UNEXPECTED SIGHT...
YOU CAN'T KEEP ALL OF US PRISONERS FOREVER, DOCTOR OCTOPUS! WE'VE DONE WHAT YOU ASKED--GOTTEN YOU ALL THE EQUIPMENT YOU WANTED! WHEN WILL YOU LET US GO?
NOT UNTIL I'M READY! WITH MY POWERS, NO ONE CAN RESIST ME! YOU'LL REMAIN TO SERVE ME UNTIL I NO LONGER NEED YOU--AND NOT BEFORE!
WELL, WELL! SO THE GOOD DOC HAS FLIPPED HIS LID, EH? WELL, THIS IS JUST WHAT I'VE BEEN HOPIN' FOR--A LITTLE ACTION!

BUT THIS IS MAD! YOU HAVE NO RIGHT--
RIGHT?! YOU DARE SPEAK TO ME OF RIGHT?

I HAVE THE RIGHT TO DO ANYTHING--AS LONG AS I HAVE THE POWER! AND IF YOU DOUBT MY POWER, HERE IS A SMALL SAMPLE...
NO! DON'T! LET ME DOWN!

LOOKS LIKE IT'S TIME FOR SPIDER-MAN TO JOIN THE PARTY BEFORE HE REALLY HURTS THAT FELLA!


HOLD IT, DOC! HOW ABOUT PICKIN' ON SOMEONE WHO CAN FIGHT YOU BACK?
SPIDER-MAN!

WELL, I SURE AIN'T ALBERT SCHWEITZER!
YOU DARE SPEAK FLIPPANTLY TO ME! YOU FOOL! WHEN I'M FINISHED WITH YOU, YOU'LL SING A DIFFERENT TUNE!

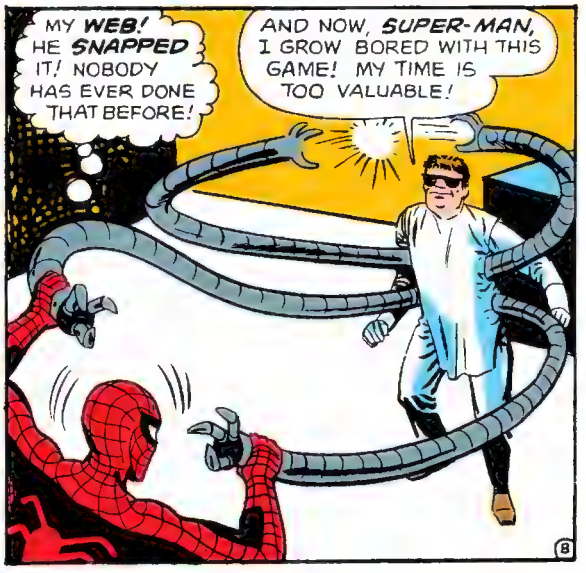
YOU DON'T THINK THOSE DUMB-LOOKING FLAPPERS OF YOURS CAN MOVE FAST ENOUGH TO CATCH SPIDER-MAN DO YOU?

HEY!! WHA--?
SURPRISED? DOCTOR OCTOPUS IS FAR MORE POWERFUL THAN YOU DREAMED! FAR MORE POWERFUL THAN EVEN YOU!

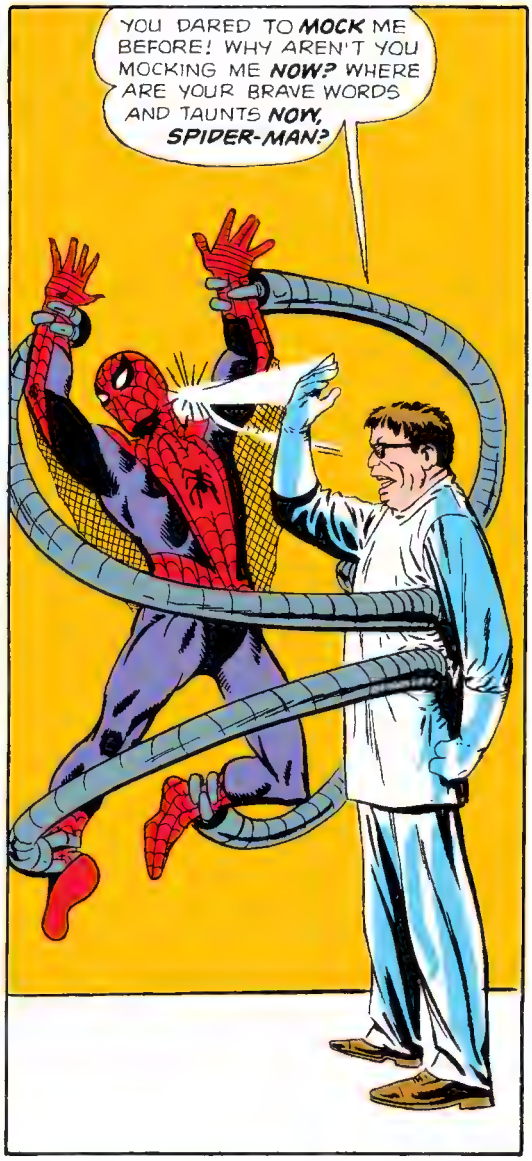
DON'T LET THAT ONE LUCKY PUNCH GO TO YOUR HEAD, PAL! I'VE A FEW MORE SURPRISES!
AH! MOST INGENIOUS OF YOU! YOUR SPIDER'S WEB!!

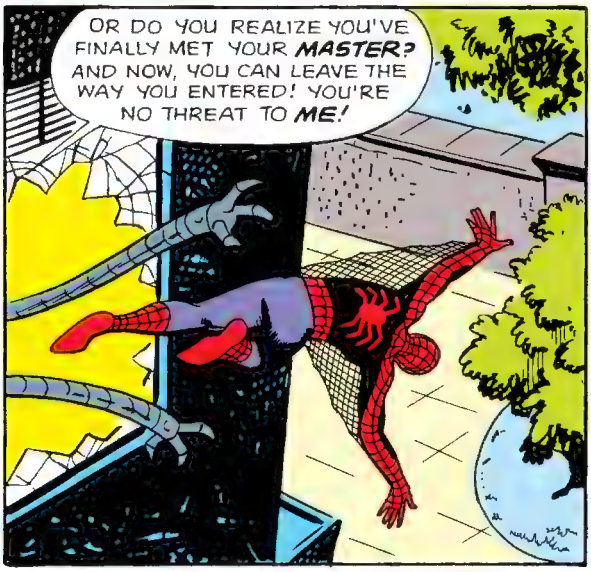
BUT, AS YOU CAN SEE, HOLDING ONLY TWO OF MY ARMS ISN'T ENOUGH! I STILL HAVE MORE!
NO TIME TO SHOOT MY WEB AGAIN! HE'S FASTER THAN I EXPECTED!

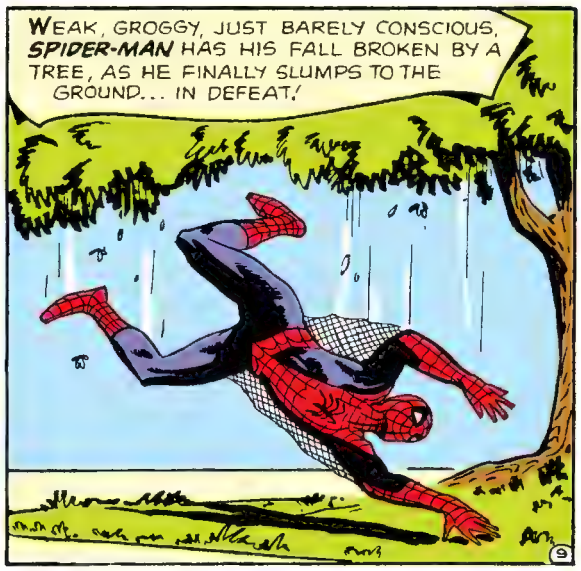
BUT I CAN STILL GRAB HIS OTHER ARMS!
OOF! IT TAKES ALL MY STRENGTH! HE--HE ALSO HAS SUPER- HUMAN STRENGTH!

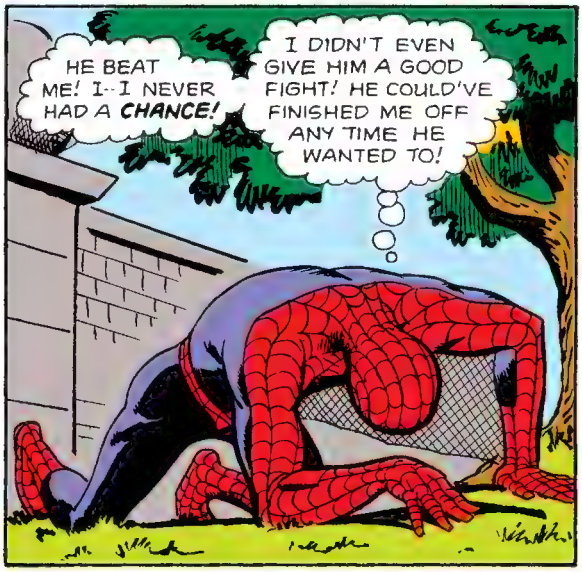

MY WEB! HE SNAPPED IT! NOBODY HAS EVER DONE THAT BEFORE!
AND NOW, SUPER-MAN, I GROW BORED WITH THIS GAME! MY TIME IS TOO VALUABLE!

NOW, WATCH ME TRAP A SPIDER IN A WEB OF MY OWN-- A WEB MADE OF MY NEW-FOUND ARMS! YOUR STRENGTH IS MERELY THAT OF A SPIDER, BUT MINE IS THE ENERGY OF AN ATOM, BORN OF A NUCLEAR ACCIDENT!
I'M HELPLESS! CAN'T FIGHT ALL THOSE ARMS AT ONCE! DON'T KNOW WHAT TO DO NEXT! HE'S JUST TOYING WITH ME!

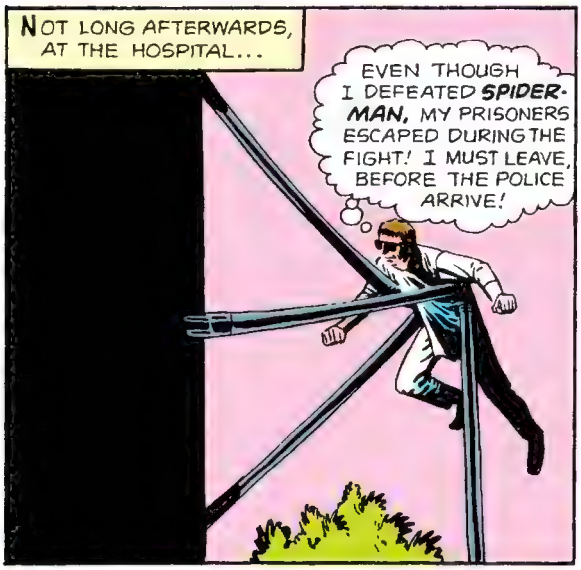

YOU DARED TO MOCK ME BEFORE! WHY AREN'T YOU MOCKING ME NOW? WHERE ARE YOUR BRAVE WORDS AND TAUNTS NOW, SPIDER-MAN?

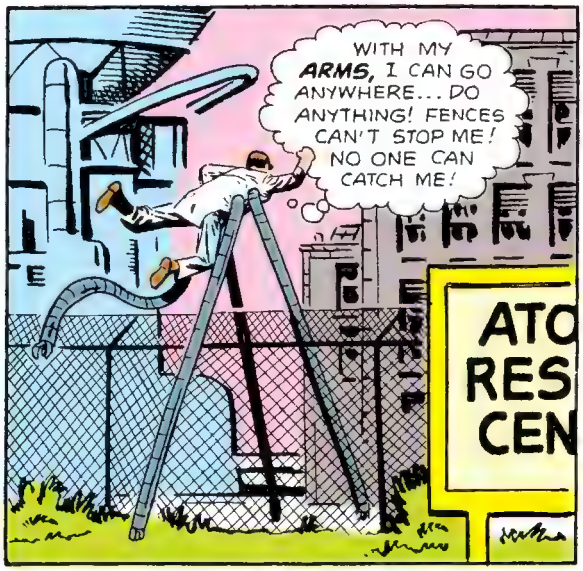

OR DO YOU REALIZE YOU'VE FINALLY MET YOUR MASTER? AND NOW, YOU CAN LEAVE THE WAY YOU ENTERED! YOU'RE NO THREAT TO ME!

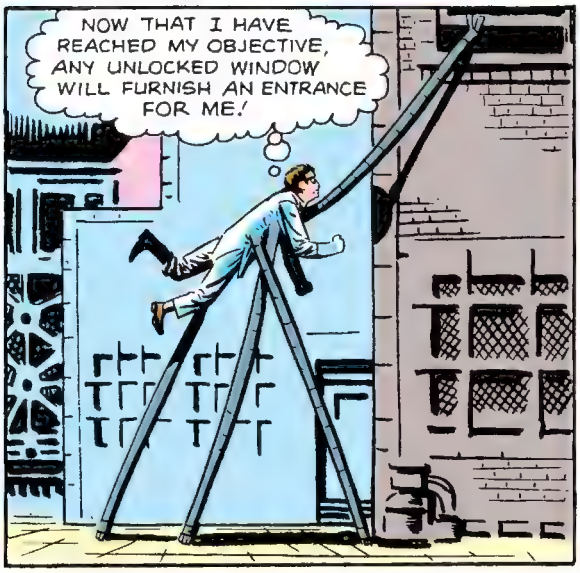

WEAK, GROGGY, JUST BARELY CONSCIOUS, SPIDER-MAN HAS HIS FALL BROKEN BY A TREE, AS HE FINALLY SLUMPS TO THE GROUND... IN DEFEAT!

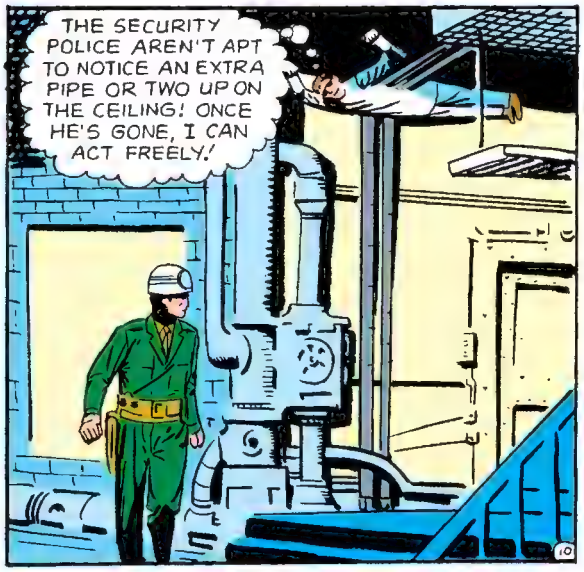

HE BEAT ME! I--I NEVER HAD A CHANCE!
I DIDN'T EVEN GIVE HIM A GOOD FIGHT! HE COULD'VE FINISHED ME OFF ANY TIME HE WANTED TO!

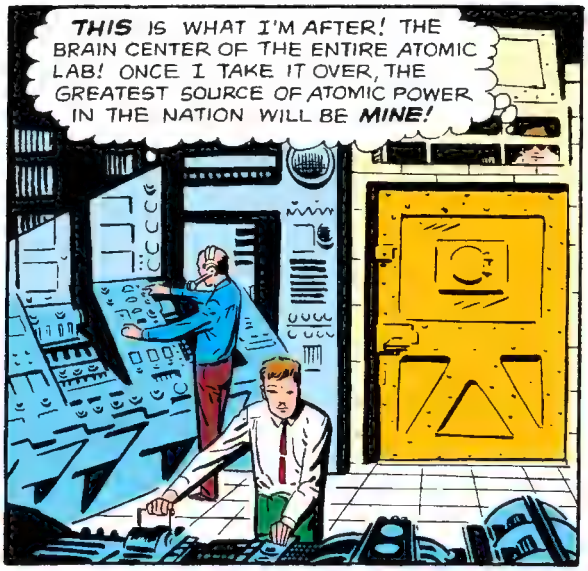
WHAT DO I DO NOW? I'VE NEVER BEEN BEATEN BEFORE! BUT THIS TIME, MY SPIDER POWERS WERE NOT ENOUGH! IS THIS THE END OF SPIDER-MAN?

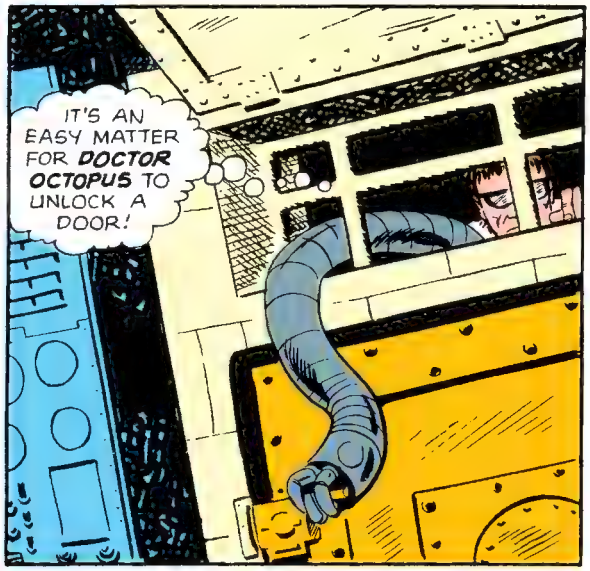

NOT LONG AFTERWARDS, AT THE HOSPITAL...
EVEN THOUGH I DEFEATED SPIDER-MAN, MY PRISONERS ESCAPED DURING THE FIGHT! I MUST LEAVE, BEFORE THE POLICE ARRIVE!

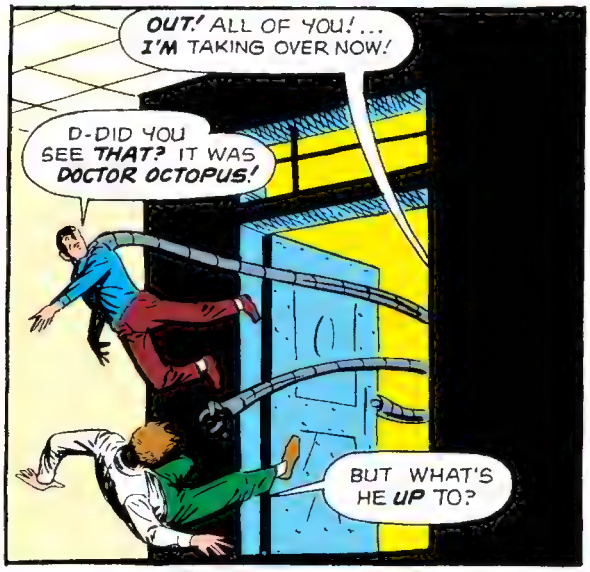

WITH MY ARMS, I CAN GO ANYWHERE... DO ANYTHING! FENCES CAN'T STOP ME! NO ONE CAN CATCH ME!
ATO
RES
CEN

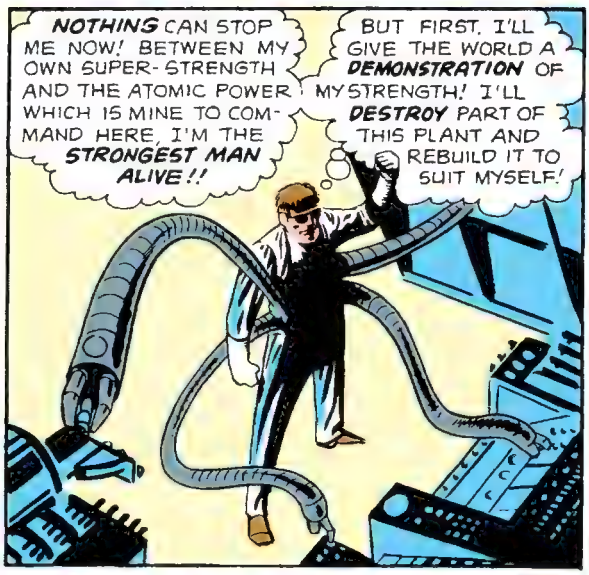

NOW THAT I HAVE REACHED MY OBJECTIVE, ANY UNLOCKED WINDOW WILL FURNISH AN ENTRANCE FOR ME!

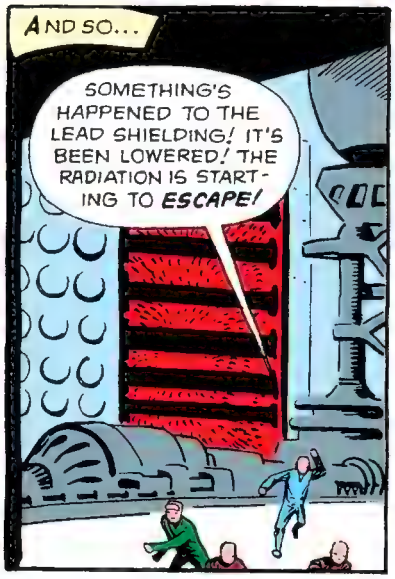

THE SECURITY POLICE AREN'T APT TO NOTICE AN EXTRA PIPE OR TWO UP ON THE CEILING! ONCE HE'S GONE, I CAN ACT FREELY!

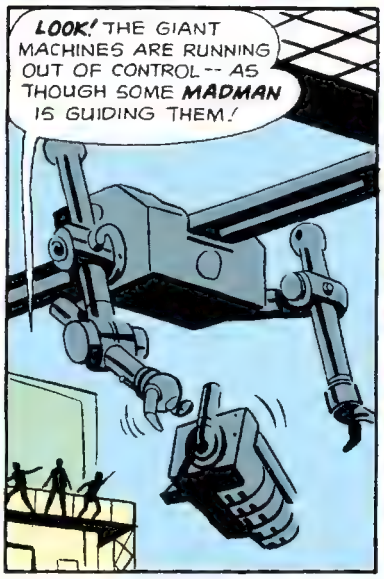

THIS IS WHAT I'M AFTER! THE BRAIN CENTER OF THE ENTIRE ATOMIC LAB! ONCE I TAKE IT OVER, THE GREATEST SOURCE OF ATOMIC POWER IN THE NATION WILL BE MINE!

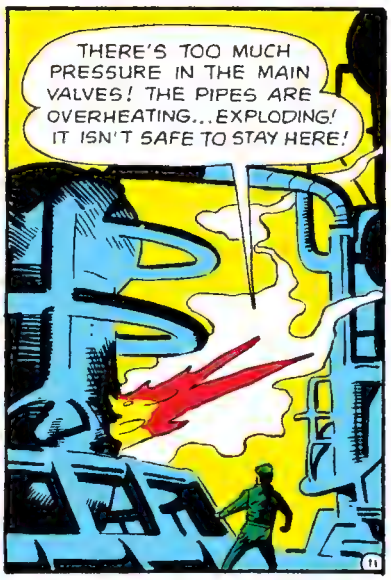

IT'S AN EASY MATTER FOR DOCTOR OCTOPUS TO UNLOCK A DOOR!


OUT! ALL OF YOU!... I'M TAKING OVER NOW!
D-DID YOU SEE THAT? IT WAS DOCTOR OCTOPUS!
BUT WHAT'S HE UP TO?

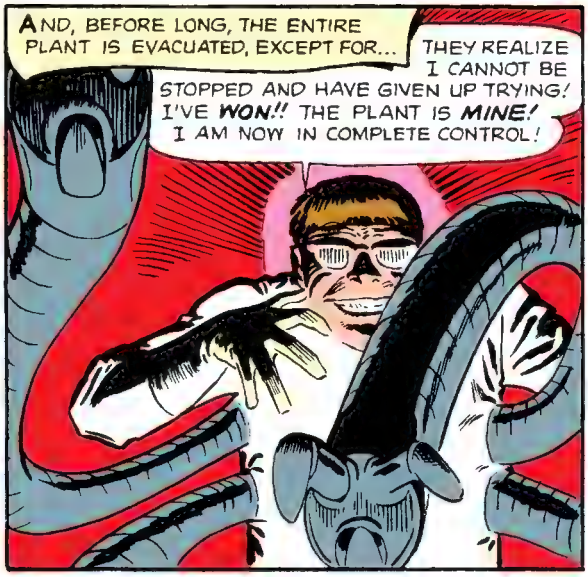

NOTHING CAN STOP ME NOW! BETWEEN MY OWN SUPER-STRENGTH AND THE ATOMIC POWER WHICH IS MINE TO COMMAND HERE, I'M THE STRONGEST MAN ALIVE!!
BUT FIRST, I'LL GIVE THE WORLD A DEMONSTRATION OF MY STRENGTH! I'LL DESTROY PART OF THIS PLANT AND REBUILD IT TO SUIT MYSELF!


AND SO...
SOMETHING'S HAPPENED TO THE LEAD SHIELDING! IT'S BEEN LOWERED! THE RADIATION IS STARTING TO ESCAPE!

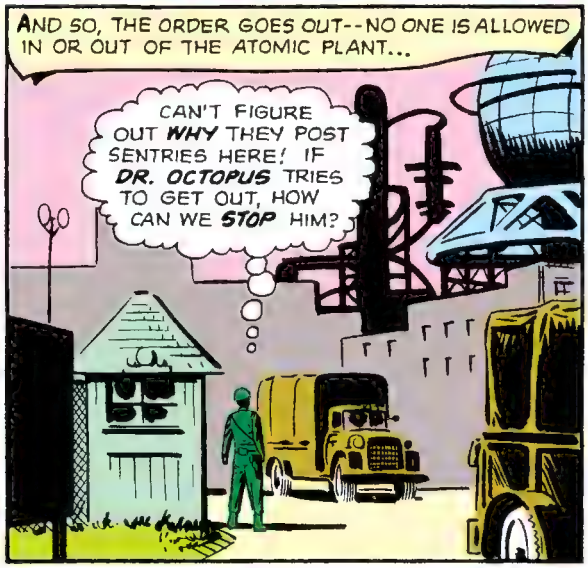

LOOK! THE GIANT MACHINES ARE RUNNING OUT OF CONTROL -- AS THOUGH SOME MADMAN IS GUIDING THEM!

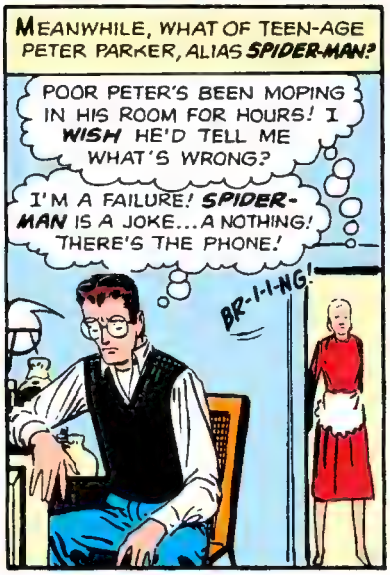

THERE'S TOO MUCH PRESSURE IN THE MAIN VALVES! THE PIPES ARE OVERHEATING...EXPLODING! IT ISN'T SAFE TO STAY HERE!

BUT, WITHIN MINUTES, THE SOURCE OF THE TROUBLE IS MADE KNOWN, AND...
WE'VE GOT TO REACH DOCTOR OCTOPUS SOMEHOW!
WE CAN'T! HE'S SET UP ELECTRONIC BARRIERS ALL OVER THE PLACE!

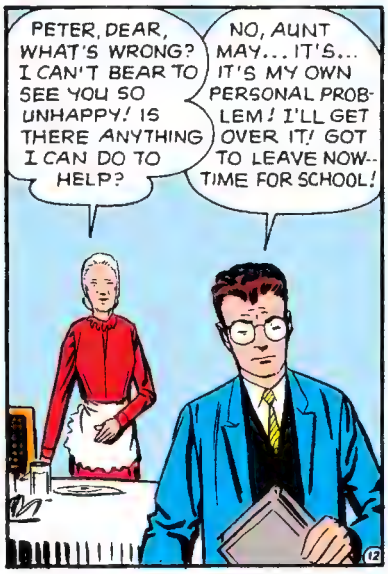

AND, BEFORE LONG, THE ENTIRE PLANT IS EVACUATED, EXCEPT FOR...
THEY REALIZE I CANNOT BE STOPPED AND HAVE GIVEN UP TRYING! I'VE WON!! THE PLANT IS MINE! I AM NOW IN COMPLETE CONTROL!

THE FOREMOST BRAINS OF THE NATION'S ARMED FORCES AND SECURITY AGENCIES CONFER FEVERISHLY, BUT TO NO AVAIL...
WE'VE NEVER BEEN UP AGAINST ANYTHING LIKE THIS BEFORE! A BRILLIANT SCIENTIST, WITH SUPER-HUMAN POWERS, ON A MAD RAMPAGE!
IF WE CAN'T STOP HIM, THEN WE MUST SEE THAT INNOCENT PEOPLE ARE NOT INJURED!

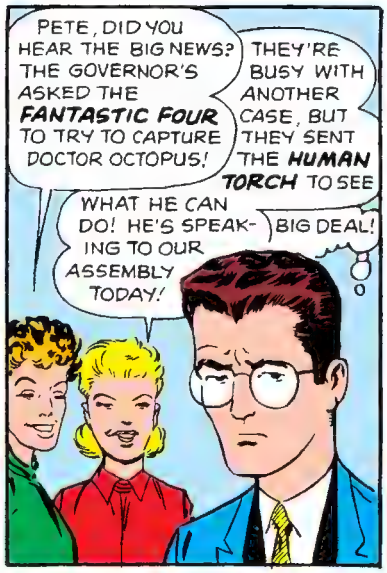

AND SO, THE ORDER GOES OUT--NO ONE IS ALLOWED IN OR OUT OF THE ATOMIC PLANT...
CAN'T FIGURE OUT WHY THEY POST SENTRIES HERE! IF DR. OCTOPUS TRIES TO GET OUT, HOW CAN WE STOP HIM?

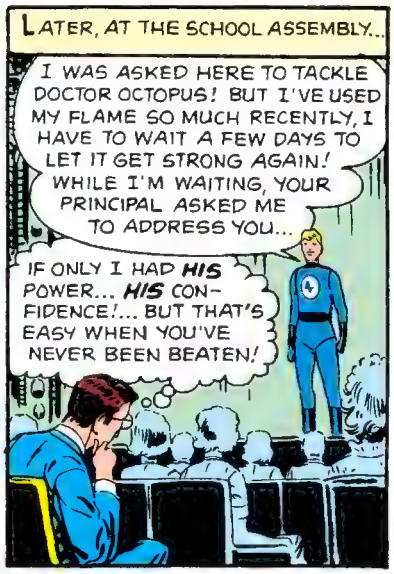

MEANWHILE, WHAT OF TEEN-AGE PETER PARKER, ALIAS SPIDER-MAN?
POOR PETER'S BEEN MOPING IN HIS ROOM FOR HOURS! I WISH HE'D TELL ME WHAT'S WRONG?
I'M A FAILURE! SPIDER-MAN IS A JOKE...A NOTHING! THERE'S THE PHONE!
BR-I-I-NG!

MR. JAMESON? NO, I WON'T BE ABLE TO GET THE PICTURES OF DOCTOR OCTOPUS! NO, I PROBABLY WON'T BE ABLE TO GET ANY MORE! SORRY--YEAH...GOOD BYE!

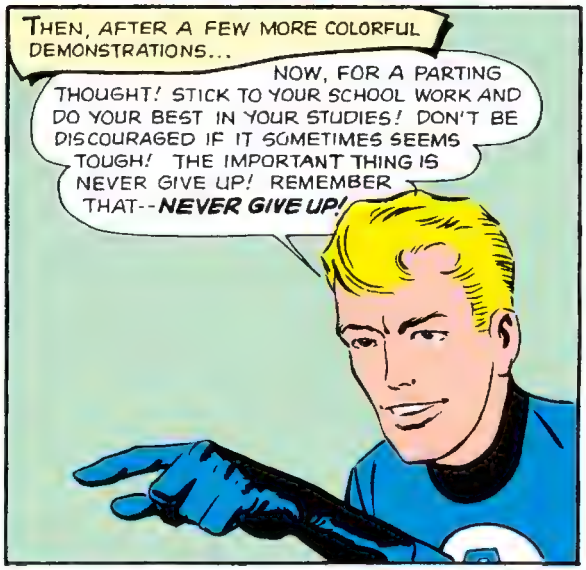

PETER, DEAR, WHAT'S WRONG? I CAN'T BEAR TO SEE YOU SO UNHAPPY! IS THERE ANYTHING I CAN DO TO HELP?
NO, AUNT MAY... IT'S... IT'S MY OWN PERSONAL PROBLEM! I'LL GET OVER IT! GOT TO LEAVE NOW--TIME FOR SCHOOL!

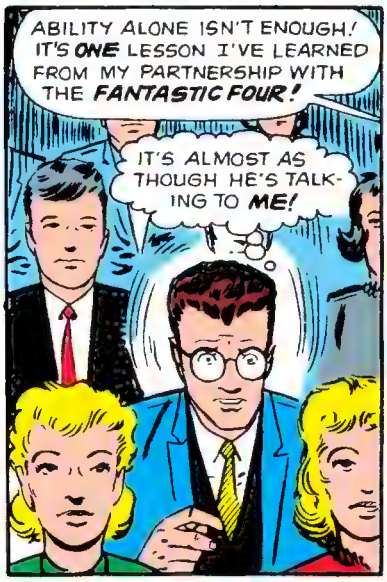
HELLO, PETEY!... SAY, WHAT'S WITH HIM? HE DIDN'T ANSWER!
AND THERE'S NO ONE I CAN TALK TO... NO ONE WHO'D UNDERSTAND!
HIM? HE'S DOWN IN THE DUMPS! LOOKS LIKE HE LOST HIS FAVORITE TEST TUBE!


PETE, DID YOU HEAR THE BIG NEWS? THE GOVERNOR'S ASKED THE FANTASTIC FOUR TO TRY TO CAPTURE DOCTOR OCTOPUS!
THEY'RE BUSY WITH ANOTHER CASE, BUT THEY SENT THE HUMAN TORCH TO SEE
WHAT HE CAN DO! HE'S SPEAKING TO OUR ASSEMBLY TODAY!
BIG DEAL!


LATER, AT THE SCHOOL ASSEMBLY...
I WAS ASKED HERE TO TACKLE DOCTOR OCTOPUS! BUT I'VE USED MY FLAME SO MUCH RECENTLY, I HAVE TO WAIT A FEW DAYS TO LET IT GET STRONG AGAIN! WHILE I'M WAITING, YOUR PRINCIPAL ASKED ME TO ADDRESS YOU...
IF ONLY I HAD HIS POWER... HIS CONFIDENCE!... BUT THAT'S EASY WHEN YOU'VE NEVER BEEN BEATEN!

NOW FOR A LITTLE DEMONSTRATION! I CAN'T APPLY MY TOTAL FLAME, BUT HERE ARE SOME FIERY FIGURES FOR YOU!
THIS IS WHAT USUALLY HAPPENS WHEN THE THING HELPS ME WITH MY HOMEWORK! I GET RESULTS LIKE THIS!
2
2
3

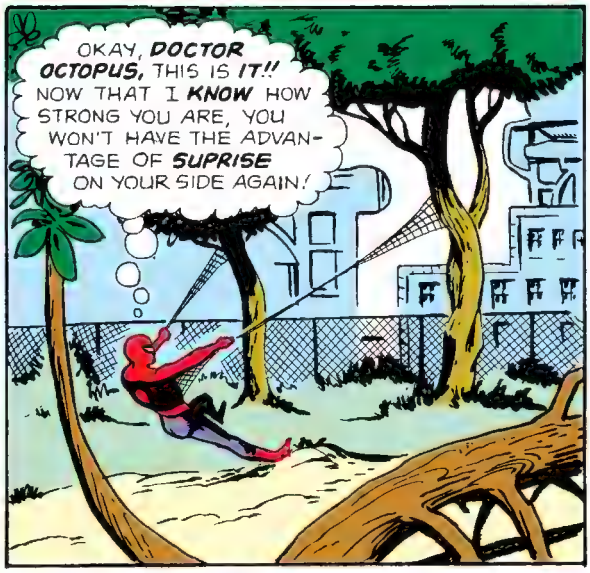

THEN, AFTER A FEW MORE COLORFUL DEMONSTRATIONS...
NOW, FOR A PARTING THOUGHT! STICK TO YOUR SCHOOL WORK AND DO YOUR BEST IN YOUR STUDIES! DON'T BE DISCOURAGED IF IT SOMETIMES SEEMS TOUGH! THE IMPORTANT THING IS NEVER GIVE UP! REMEMBER THAT--NEVER GIVE UP!


ABILITY ALONE ISN'T ENOUGH! IT'S ONE LESSON I'VE LEARNED FROM MY PARTNERSHIP WITH THE FANTASTIC FOUR!
IT'S ALMOST AS THOUGH HE'S TALKING TO ME!

EVEN THE FANTASTIC FOUR HAVE HAD DEFEATS--BUT WE ALWAYS COME BACK! OUR MOTTO IS NEVER SAY DIE!
HE'S RIGHT! BY GOLLY, HE'S RIGHT!

LATER, AT THE CONCLUSION OF THE TORCH'S LECTURE...
I WANT TO THANK YOU FOR THAT SPEECH! I--I'LL NEVER FORGET WHAT YOU SAID TODAY! IT MEANT A LOT TO ME!
HUH? OH, SURE--SURE! GLAD YOU ENJOYED IT, FELLA!

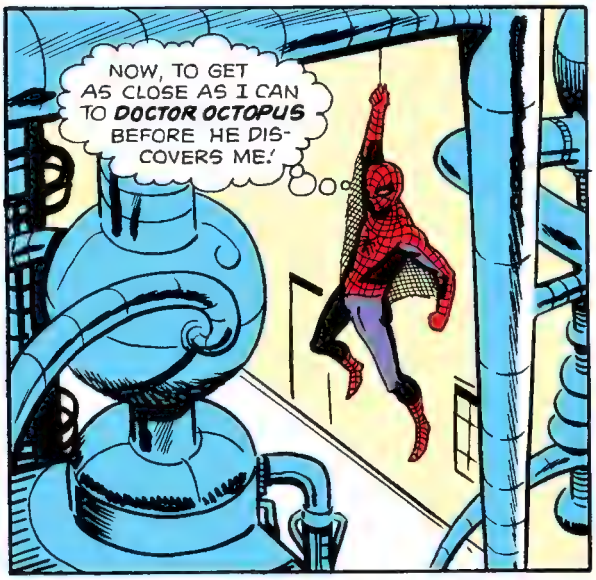
LIKE A MAN POSSESSED, PETER PARKER RACES HOME TO THE PRIVACY OF HIS ROOM, AND...
I GUESS IF THE FANTASTIC FOUR COULD BE DEFEATED, AND THEN GO BACK FOR MORE, SPIDER-MAN CAN, TOO!

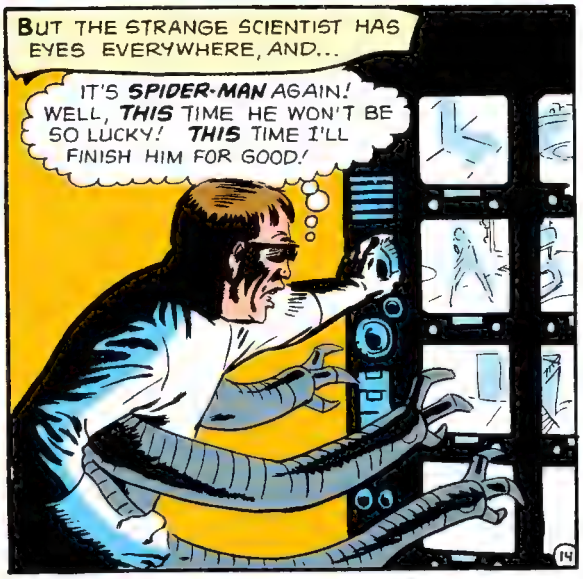

OKAY, DOCTOR OCTOPUS, THIS IS IT!! NOW THAT I KNOW HOW STRONG YOU ARE, YOU WON'T HAVE THE ADVANTAGE OF SUPRISE ON YOUR SIDE AGAIN!

THIS IS ONE EASY WAY TO GET PAST THOSE SENTRIES BELOW!

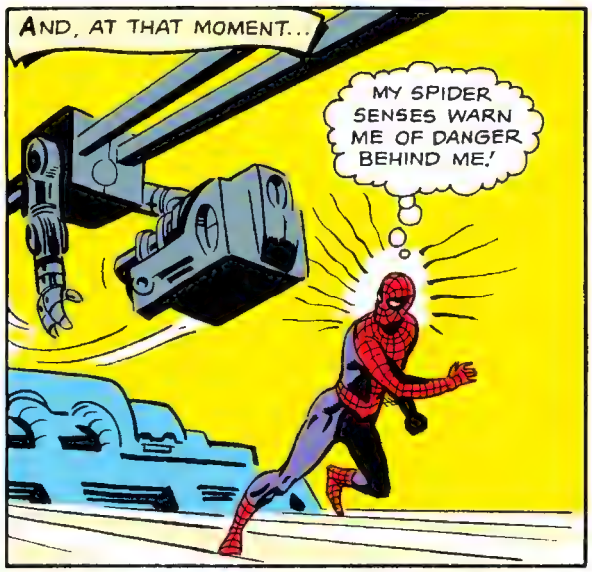
HEY! DID YOU JUST SEE SOMEONE FLYING ABOVE US?
SOMEONE FLYING ABOVE US? ARE YOU SOME KINDA NUT OR SOMETHIN'?!

SO FAR, SO GOOD! I LANDED SAFELY ON THE ROOF WITHOUT BEING STOPPED!

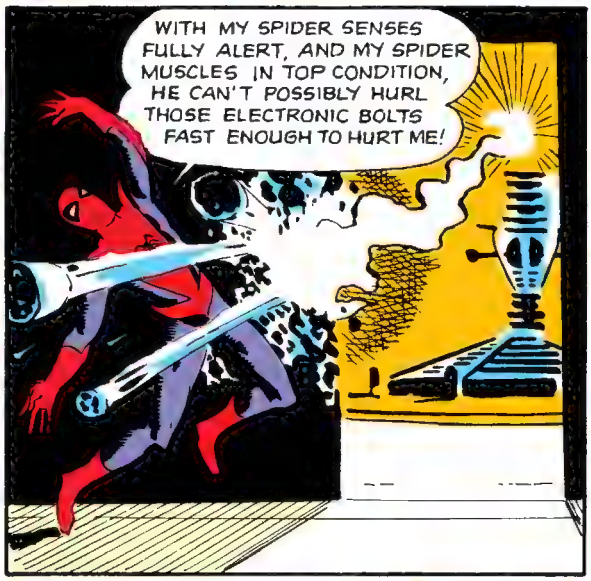

NOW, TO GET AS CLOSE AS I CAN TO DOCTOR OCTOPUS BEFORE HE DISCOVERS ME!


BUT THE STRANGE SCIENTIST HAS EYES EVERYWHERE, AND...
IT'S SPIDER-MAN AGAIN! WELL, THIS TIME HE WON'T BE SO LUCKY! THIS TIME I'LL FINISH HIM FOR GOOD!

FROM NOW ON, I ALLOW NO ONE TO INTERFERE WITH MY PLANS! I WILL PERMIT NO ONE TO DEFY ME!

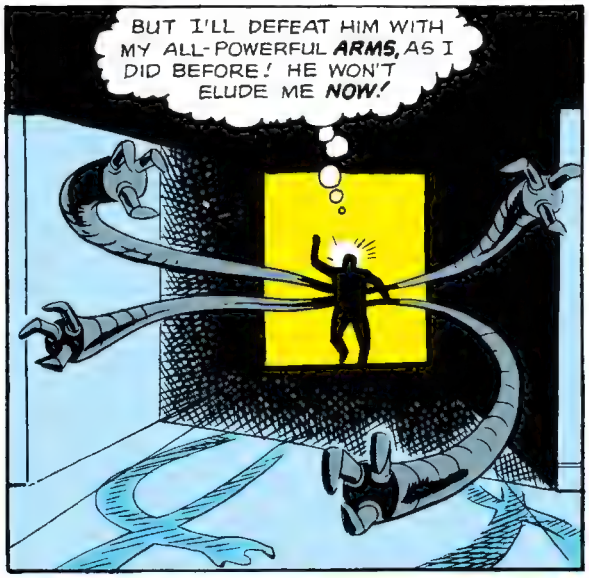

AND, AT THAT MOMENT...
MY SPIDER SENSES WARN ME OF DANGER BEHIND ME!

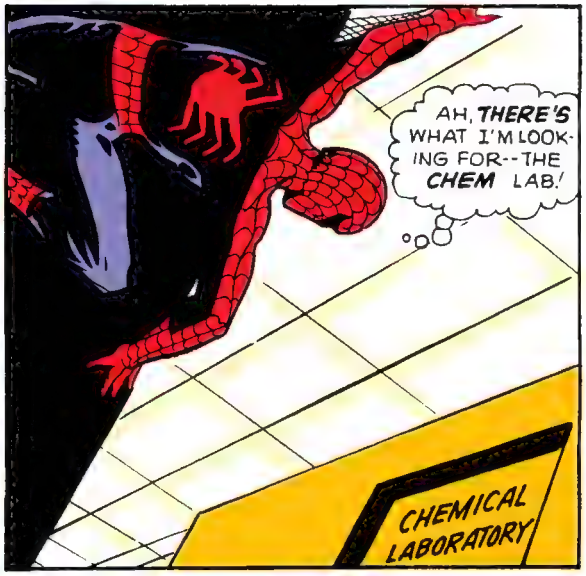
NICE TRY, DOCTOR OCTOPUS! BUT I'M READY FOR YOU THIS TIME!


WITH MY SPIDER SENSES FULLY ALERT, AND MY SPIDER MUSCLES IN TOP CONDITION, HE CAN'T POSSIBLY HURL THOSE ELECTRONIC BOLTS FAST ENOUGH TO HURT ME!

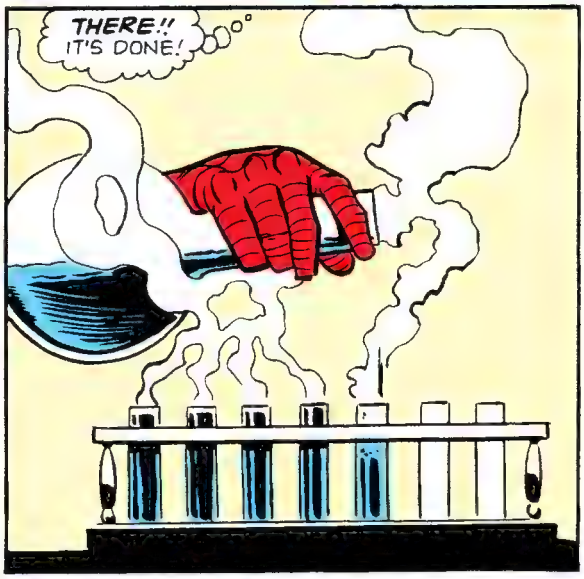
HE KNOWS MY EVERY MOVE! HE MUST BE WATCHING ME ON SOME SORT OF TV HOOK-UP! WELL, I'LL JUST GO SOMEWHERE OUT OF RANGE...AS ONLY I CAN!

HE'S FOUND A WAY TO EVADE MY ELECTRONIC SCANNERS! HMM... HE'S CLEVERER THAN I THOUGHT!

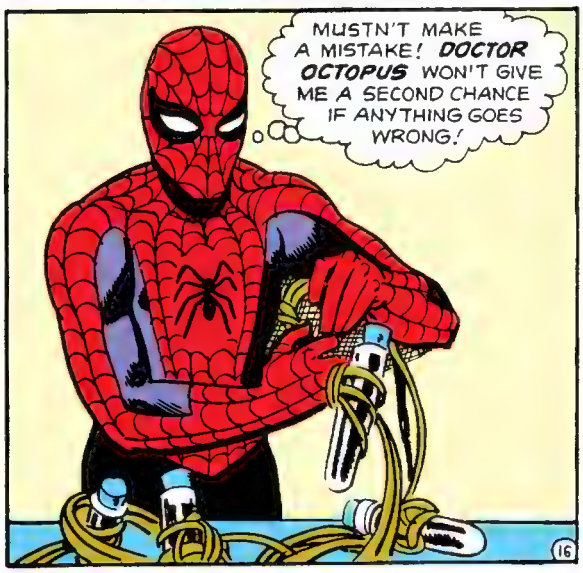

BUT I'LL DEFEAT HIM WITH MY ALL-POWERFUL ARMS, AS I DID BEFORE! HE WON'T ELUDE ME NOW!


AH, THERE'S WHAT I'M LOOKING FOR--THE CHEM LAB!
CHEMICAL LABORATORY

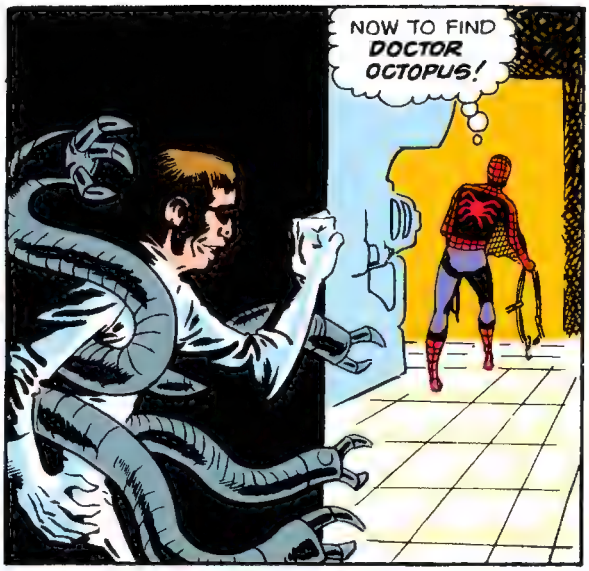
I'VE GOT TO MOVE FAST! IT WON'T BE LONG BEFORE HE FINDS ME!

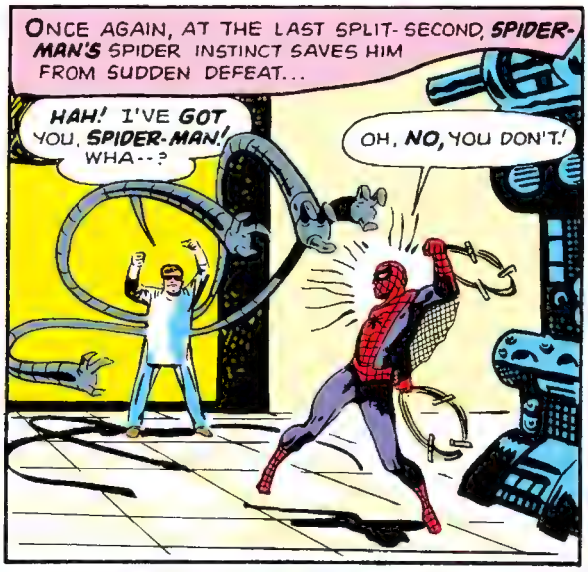

THERE!! IT'S DONE!

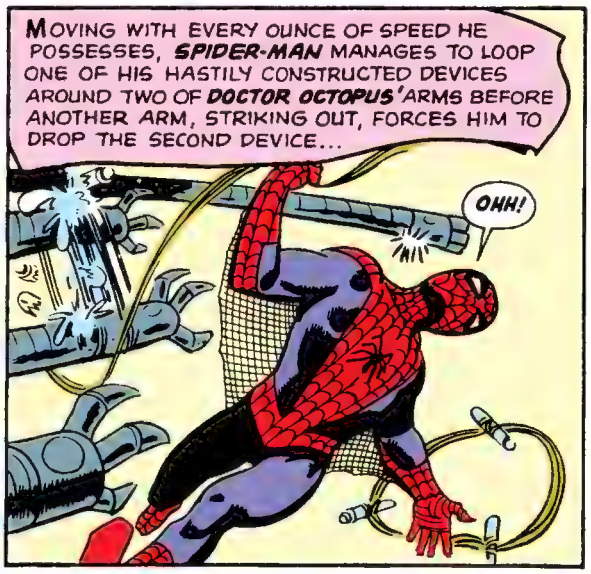
AND NOW THIS WIRING'LL SUIT MY PURPOSE JUST FINE!

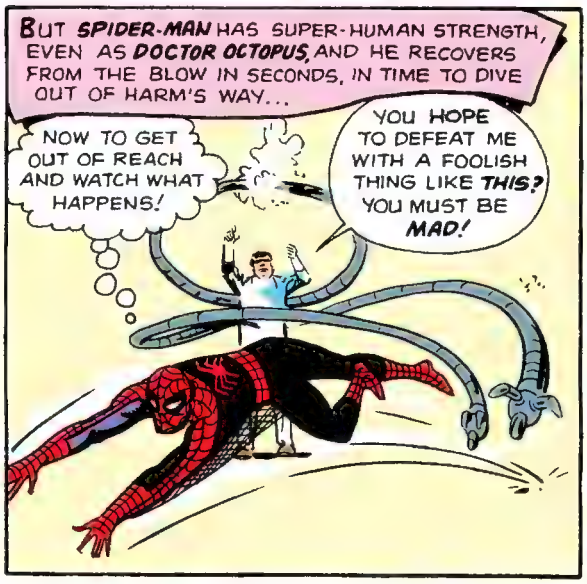

MUSTN'T MAKE A MISTAKE! DOCTOR OCTOPUS WON'T GIVE ME A SECOND CHANCE IF ANYTHING GOES WRONG!

I STILL CAN'T BE SURE THIS WILL WORK, BUT I'VE GOT TO TRY IT!

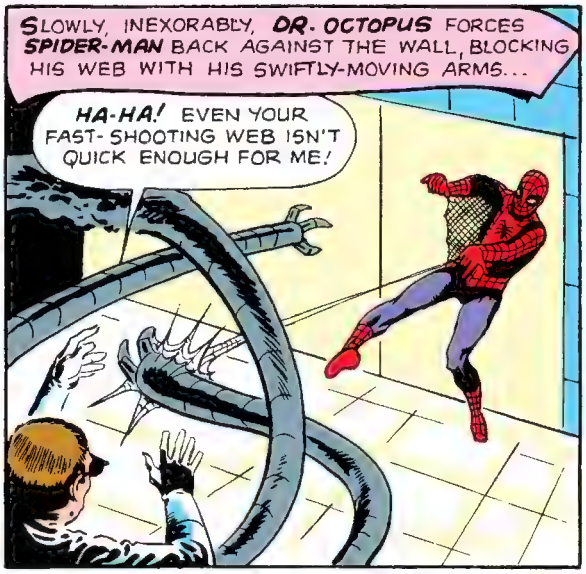

NOW TO FIND DOCTOR OCTOPUS!

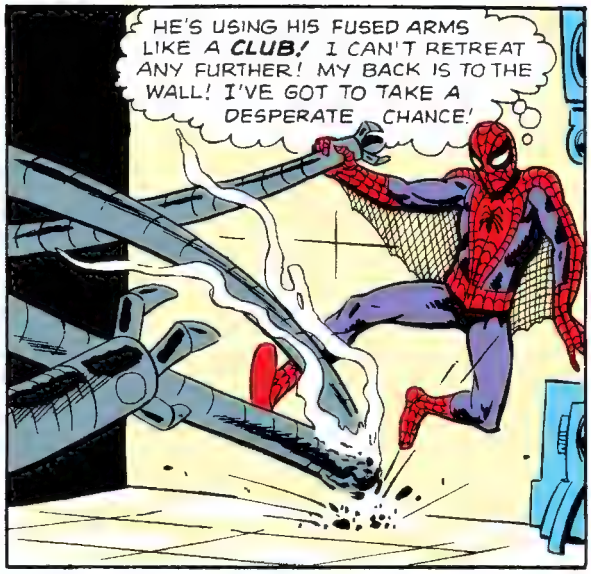

ONCE AGAIN, AT THE LAST SPLIT-SECOND, SPIDER-MAN'S SPIDER INSTINCT SAVES HIM FROM SUDDEN DEFEAT...
HAH! I'VE GOT YOU, SPIDER-MAN! WHA--?
OH, NO, YOU DON'T!

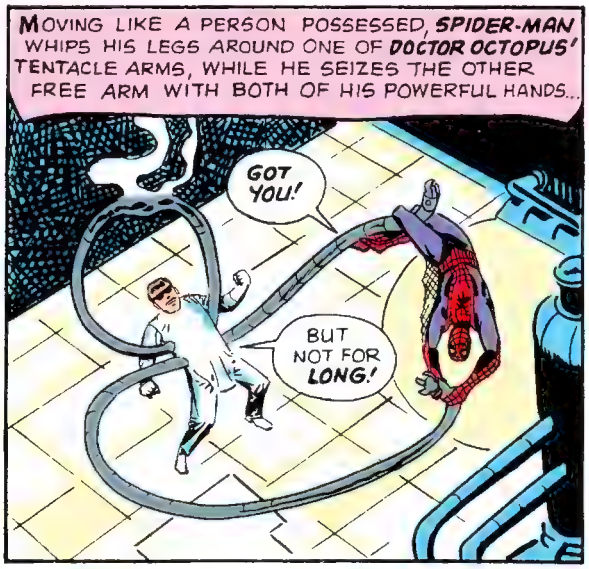

MOVING WITH EVERY OUNCE OF SPEED HE POSSESSES, SPIDER-MAN MANAGES TO LOOP ONE OF HIS HASTILY CONSTRUCTED DEVICES AROUND TWO OF DOCTOR OCTOPUS' ARMS BEFORE ANOTHER ARM, STRIKING OUT, FORCES HIM TO DROP THE SECOND DEVICE...
OHH!

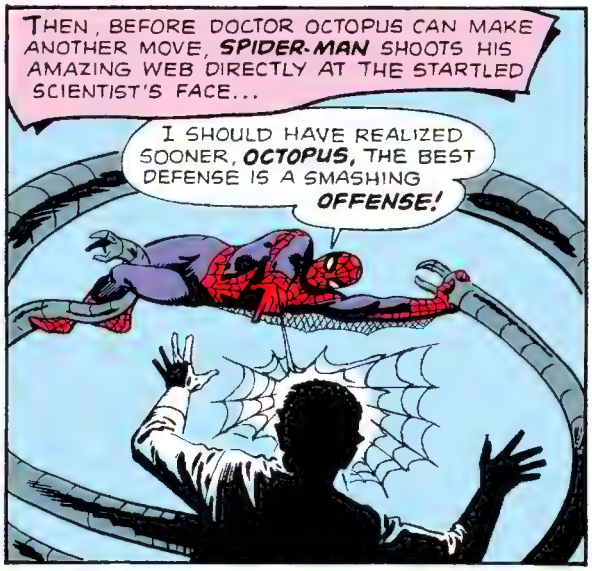

BUT SPIDER-MAN HAS SUPER-HUMAN STRENGTH, EVEN AS DOCTOR OCTOPUS, AND HE RECOVERS FROM THE BLOW IN SECONDS, IN TIME TO DIVE OUT OF HARM'S WAY...
NOW TO GET OUT OF REACH AND WATCH WHAT HAPPENS!
YOU HOPE TO DEFEAT ME WITH A FOOLISH THING LIKE THIS? YOU MUST BE MAD!

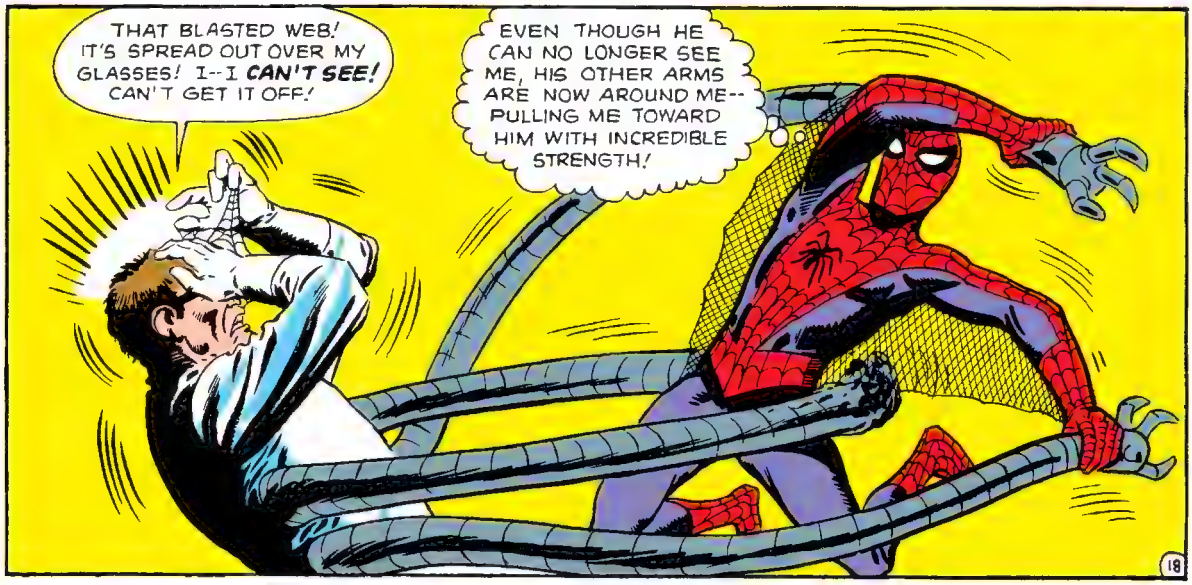
OH, I SEE! IT'S A CHEMICAL WHICH FUSES MY METAL ARMS TOGETHER! HMM... CLEVER!
BUT I CAN TAKE CARE OF THAT EASILY-- AFTER I DISPOSE OF YOU FOR GOOD!

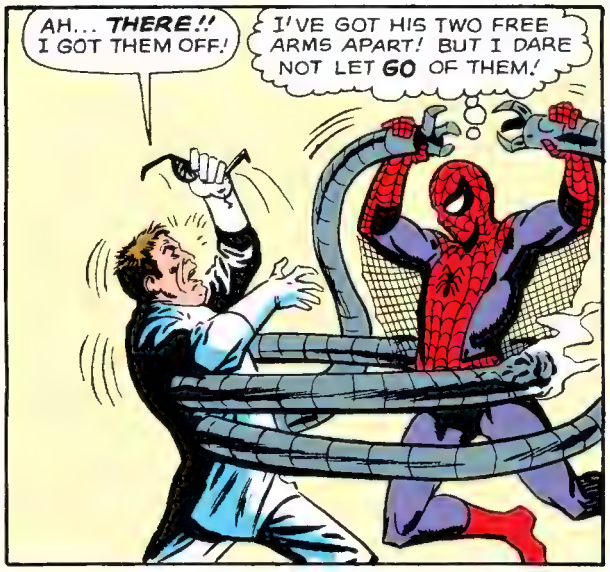

SLOWLY, INEXORABLY, DR. OCTOPUS FORCES SPIDER-MAN BACK AGAINST THE WALL, BLOCKING HIS WEB WITH HIS SWIFTLY-MOVING ARMS...
HA-HA! EVEN YOUR FAST-SHOOTING WEB ISN'T QUICK ENOUGH FOR ME!

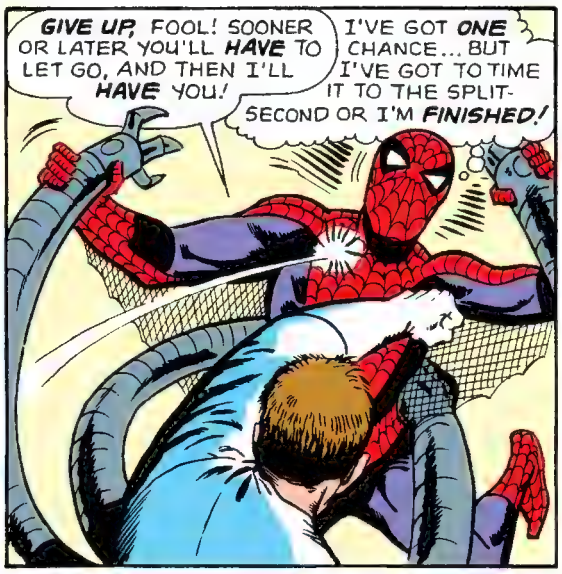

HE'S USING HIS FUSED ARMS LIKE A CLUB! I CAN'T RETREAT ANY FURTHER! MY BACK IS TO THE WALL! I'VE GOT TO TAKE A DESPERATE CHANCE!

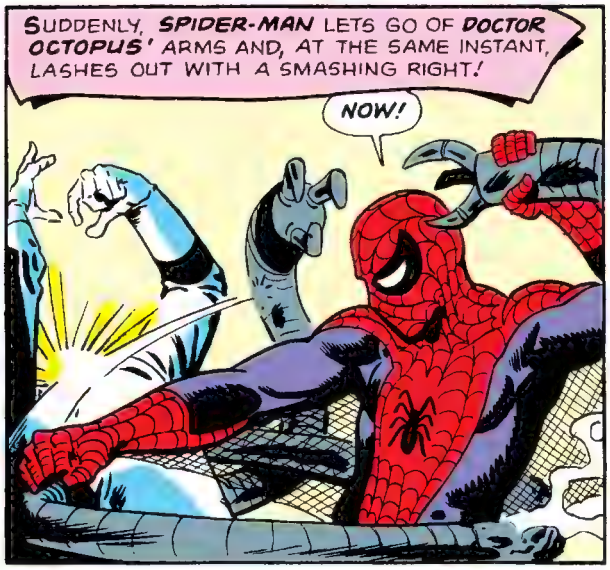

MOVING LIKE A PERSON POSSESSED, SPIDER-MAN WHIPS HIS LEGS AROUND ONE OF DOCTOR OCTOPUS' TENTACLE ARMS, WHILE HE SEIZES THE OTHER FREE ARM WITH BOTH OF HIS POWERFUL HANDS...
GOT YOU!
BUT NOT FOR LONG!


THEN, BEFORE DOCTOR OCTOPUS CAN MAKE ANOTHER MOVE, SPIDER-MAN SHOOTS HIS AMAZING WEB DIRECTLY AT THE STARTLED SCIENTIST'S FACE...
I SHOULD HAVE REALIZED SOONER, OCTOPUS, THE BEST DEFENSE IS A SMASHING OFFENSE!


THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I--I CAN'T SEE! CAN'T GET IT OFF!
EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME-- PULLING ME TOWARD HIM WITH INCREDIBLE STRENGTH!

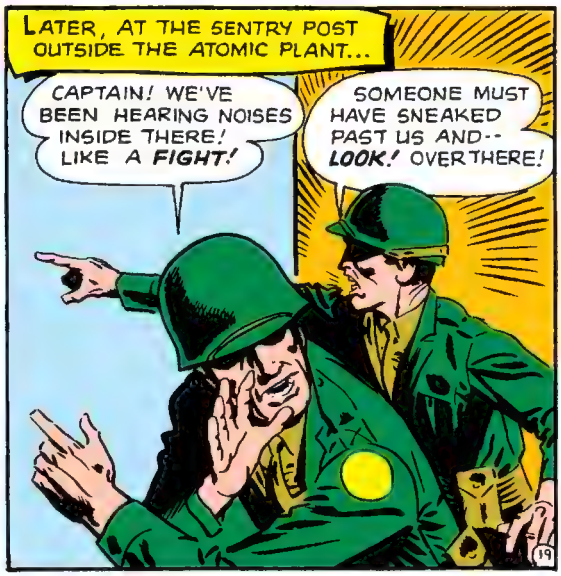

AH... THERE!! I GOT THEM OFF!
I'VE GOT HIS TWO FREE ARMS APART! BUT I DARE NOT LET GO OF THEM!

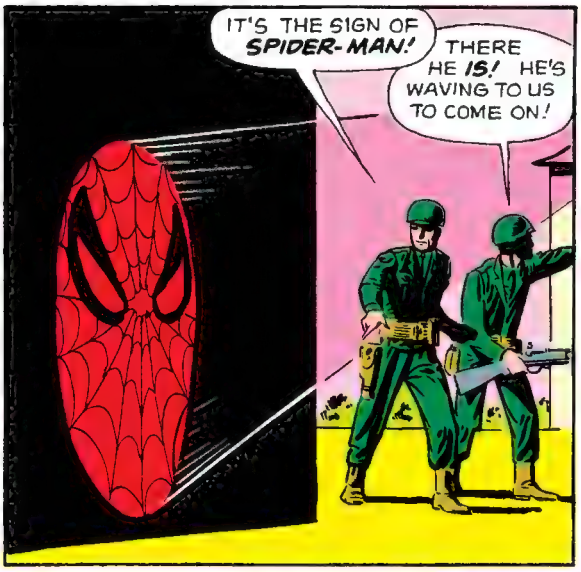

GIVE UP, FOOL! SOONER OR LATER YOU'LL HAVE TO LET GO, AND THEN I'LL HAVE YOU!
I'VE GOT ONE CHANCE... BUT I'VE GOT TO TIME IT TO THE SPLIT-SECOND OR I'M FINISHED!

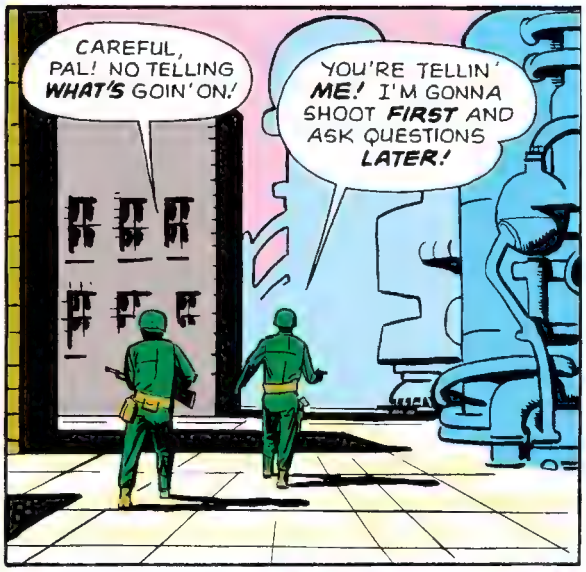

SUDDENLY, SPIDER-MAN LETS GO OF DOCTOR OCTOPUS' ARMS AND, AT THE SAME INSTANT, LASHES OUT WITH A SMASHING RIGHT!
NOW!

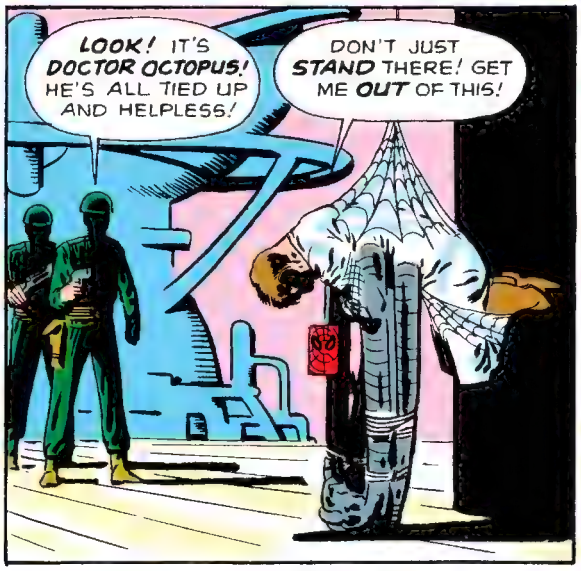
I DID IT! I KNOCKED HIM OUT!
I HAD TO LET HIM GO, AND THEN STRIKE FASTER THAN HE COULD MOVE!
STRANGE THAT AN OLD-FASHIONED PUNCH TO THE JAW DEFEATED THE MOST DANGEROUS VILLAIN I'VE EVER FACED!

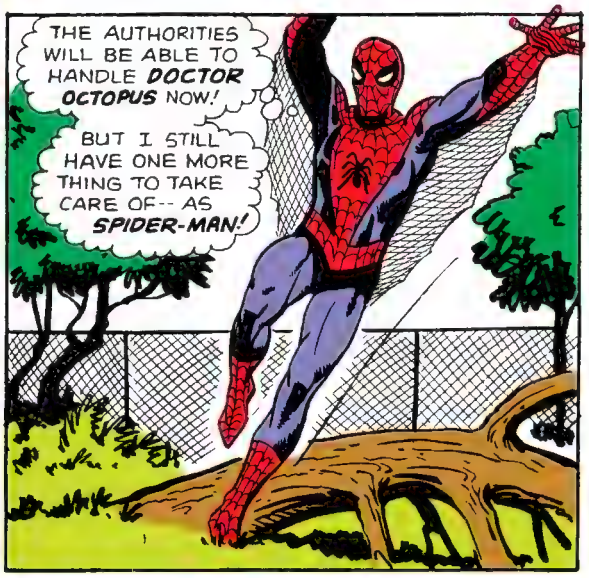
BETTER NOT TAKE ANY CHANCES! I'LL WRAP MY WEBBING AROUND HIM MANY TIMES WHILE HE'S OUT! HE'LL NEVER BE ABLE TO SNAP THIS!


LATER, AT THE SENTRY POST OUTSIDE THE ATOMIC PLANT...
CAPTAIN! WE'VE BEEN HEARING NOISES INSIDE THERE! LIKE A FIGHT!
SOMEONE MUST HAVE SNEAKED PAST US AND-- LOOK! OVER THERE!


IT'S THE SIGN OF SPIDER-MAN!
THERE HE IS! HE'S WAVING TO US TO COME ON!

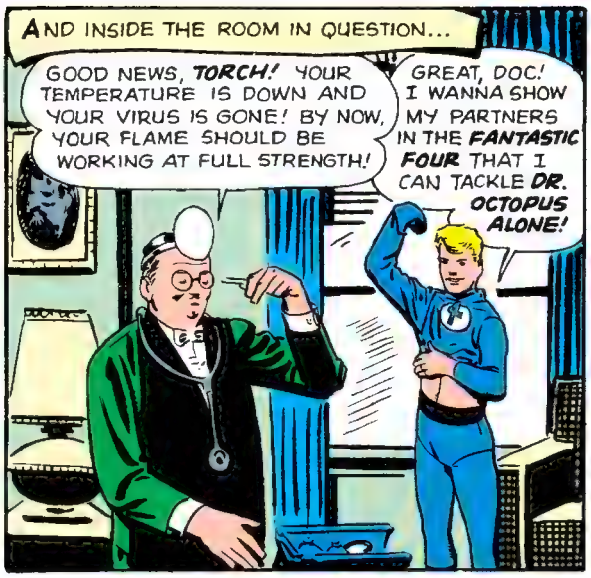

CAREFUL, PAL! NO TELLING WHAT'S GOIN' ON!
YOU'RE TELLIN' ME! I'M GONNA SHOOT FIRST AND ASK QUESTIONS LATER!

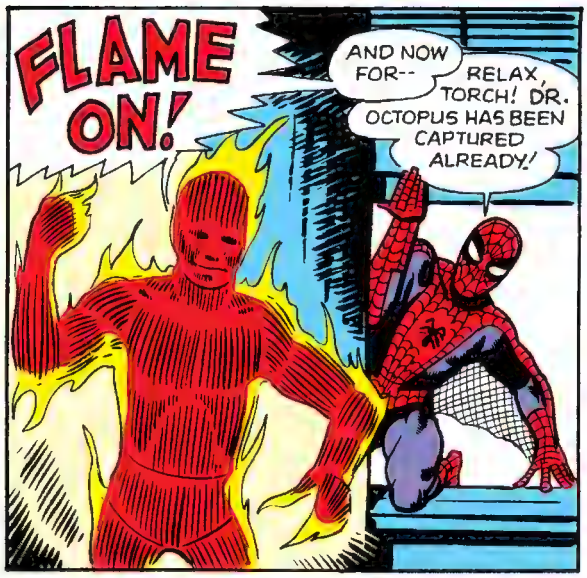

LOOK! IT'S DOCTOR OCTOPUS! HE'S ALL TIED UP AND HELPLESS!
DON'T JUST STAND THERE! GET ME OUT OF THIS!


THE AUTHORITIES WILL BE ABLE TO HANDLE DOCTOR OCTOPUS NOW!
BUT I STILL HAVE ONE MORE THING TO TAKE CARE OF-- AS SPIDER-MAN!

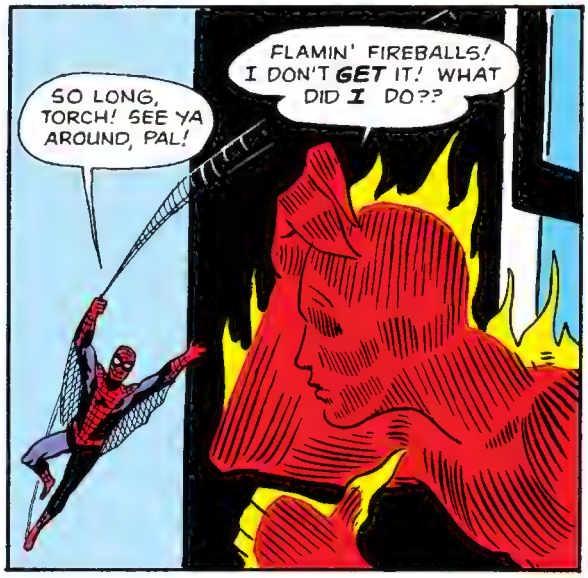
MINUTES LATER, THE DRAMATICALLY COSTUMED SUPER-HERO CLIMBS THE SHEER WALL OF A NEARBY HOTEL...
HE'S SOMEWHERE IN THIS HOTEL! I'LL FIND HIM EASILY!

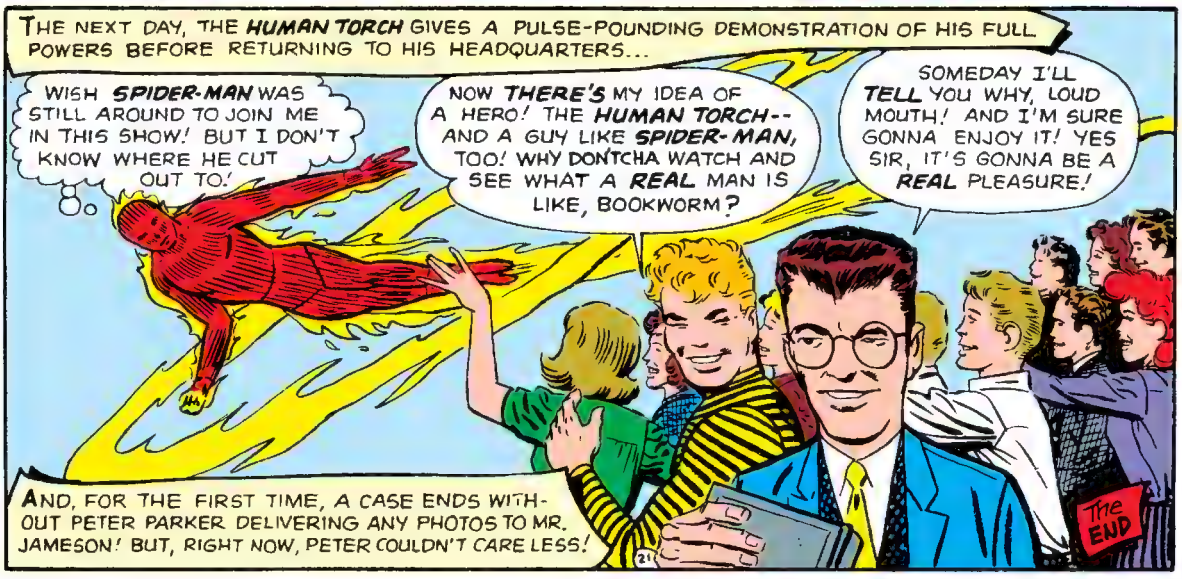
MY SPIDER SENSE TELLS ME THAT HIS ROOM IS JUST AHEAD!


AND INSIDE THE ROOM IN QUESTION...
GOOD NEWS, TORCH! YOUR TEMPERATURE IS DOWN AND YOUR VIRUS IS GONE! BY NOW, YOUR FLAME SHOULD BE WORKING AT FULL STRENGTH!
GREAT, DOC! I WANNA SHOW MY PARTNERS IN THE FANTASTIC FOUR THAT I CAN TACKLE DR. OCTOPUS ALONE!


FLAME ON!
AND NOW FOR--
RELAX, TORCH! DR. OCTOPUS HAS BEEN CAPTURED ALREADY!

THANKS TO YOU, TORCH, OCTOPUS IS SAFELY UNDER WRAPS! AND I OWE YOU ADDITIONAL THANKS BECAUSE, IF NOT FOR YOU, SPIDER-MAN MIGHT'VE BEEN FINISHED, TOO!
HUH?


SO LONG, TORCH! SEE YA AROUND, PAL!
FLAMIN' FIREBALLS! I DON'T GET IT! WHAT DID I DO??


THE NEXT DAY, THE HUMAN TORCH GIVES A PULSE-POUNDING DEMONSTRATION OF HIS FULL POWERS BEFORE RETURNING TO HIS HEADQUARTERS...
WISH SPIDER-MAN WAS STILL AROUND TO JOIN ME IN THIS SHOW! BUT I DON'T KNOW WHERE HE CUT OUT TO!
NOW THERE'S MY IDEA OF A HERO! THE HUMAN TORCH-- AND A GUY LIKE SPIDER-MAN, TOO! WHY DONTCHA WATCH AND SEE WHAT A REAL MAN IS LIKE, BOOKWORM?
SOMEDAY I'LL TELL YOU WHY, LOUD MOUTH! AND I'M SURE GONNA ENJOY IT! YES SIR, IT'S GONNA BE A REAL PLEASURE!
AND, FOR THE FIRST TIME, A CASE ENDS WITHOUT PETER PARKER DELIVERING ANY PHOTOS TO MR. JAMESON! BUT, RIGHT NOW, PETER COULDN'T CARE LESS!
THE END

SPECIAL BONUS PIN-UP PAGE!
SURPRISE SPIDER-MAN
from your pal, Spider-Man
X-219

SPIDER'S WEB

We regret that no letters can be answered personally, but we will print as many as possible each issue, and you may rest assured that either Stan Lee or Steve Ditko, or both, carefully read each and every letter received here at the Web!

Dear Stan and Steve:

The Amazing Spider-Man #1 was quite good as first issues go, and in comparison to other first issues edited by you two, it was great. In the Spider-Man, you have a hero that really reaches out to the hearts of the readers. His financial state, his social life, and his acceptance as a super-hero are all things that make this guy appealing. (Yes, appealing; his appeal is gained more through pity than admiration of him.) And, oh, how I hate that J. Jonah Jameson. I can't really say that I know a fictional character that I've hated so much. Of course, being as I hate him, I have to put in a good word for him. Like – how can the reading public believe what this guy writes? I can understand how a few or even a majority might have sided with him after his first editorial. And it's understandable that as each new "masterpiece" on his part came off the press that his following might increase. But when Spider-Man saves this bum's son and then he turns around and claims that the Spider-Man is a headline grabber, come on . . . ! I say that this J. J. Jameson guy is the headline grabber. The second story was the better of the two and this is understandably so when you figure that the FF were contained therein. I think that Ditko did an exceptionally fine job on the Four. I also think that in this story, Mr. Fantastic played a far larger role than he's ever done. Usually he's confined to controlling the Thing and the Torch and tellin' the others what to do. Question: How was the Spider-Man able to rip the door of the helicopter off its hinges? Or do spiders normally have this ability? I also liked the end of the story (second) where the Four are pondering over the future of the Spider-Man. The cover of this issue was exceptionally well done in comparison with other covers done by you guys. The costume of Spider-Man is quite good-looking and it's second only to Thor, as costumes go. Thanks for your time and your fine publication.

Tom Jones
622 Plater
Aberdeen, Maryland

You're welcome, Thomas. And, regarding your question, remember — a spider is far stronger than a human being in proportion to his size! Inasmuch as Peter Parker has the relative strength of a spider, and the size of a human, well — just imagine!

Dear Editor:

I just finished reading the first issue of your wonderful magazine. I thought that it was very good. I especially liked the way the Spider-Man spins his webs. This is quite an original idea. One question, though: why doesn't the Spider-Man appear monthly instead of bi-monthly?

Jerome Haro
515 S Street
Chula Vista, California

Maybe he will, Jerry, if enough fans feel the way you do.

Dear Stan and Steve:

At last you have put out a single comic book devoted to one super-hero. Spider-Man sure deserves it. The cover was exceptionally well done. The title, The Amazing Spider-Man, on the cover should stay as it is. Of the two titles inside, the one used on the Chameleon story was better. The plot of the first story was a good one, but I hope that the public will be straightened out, and Spider-Man will be on the side of the law and make everybody know it. The plot with the Fantastic Four was also good, but I don't think Steve Ditko drew the FF too well. In some panels, the Human Torch looked like he did in Fantastic Four #1 and #2. If Spider-Man is treated right, and is made to appear to the public as a normal super-hero, he will be one of the better ones. Looking forward to the next issue of Amazing Spider-Man.

Fred Bronson
11620 Port Rd.
Culver City, California

So are we, Fred! But tell us: Just what is a "normal super-hero"???

Dear Stan and Steve:

Here are some suggestions for Spider-Man. . . . Have him battle common criminals. Make him more like a detective than a lifeless mannikin who scares away alien invaders. Have pictorial previews of forthcoming issues. Have a letter column in the first issues with comments on the Spider-Man origin in Amazing Fantasy #15. Have Steve Ditko do all the art, and Stan Lee the writing. Have the type of spectacular covers you had in the 40's, keeping Spider-Man the main figure. In closing, I would like to say that the Spider-Man could be the best mag on the market, and you have everyone's hopes to be just that.

Bill Ryan
1247 Dellwood Drive
Westlake, Ohio

Thanks for your advice, Bill, although we could mention some competitors who probably don't share your hopes!

CONTINUED . . .

Dear Spider-Man:

I feel sorry for you, buddy. It was pretty mean of the Fantastic Four to desert you, but I think they will let you in if you tell them about your problems, and beat the rocks out of Thing's head! I'm sure Johnny Storm is on your side. I'm going to write to the Fantastic Four as soon as possible.

Your full-of-pity-Friend,
Frank Glen
Box 154
Hopewell Junction, New York

Hey, hold on there, Frankie boy! The FF get more than enough letters! WE'RE the ones who can use 'em!

Dear Stan and Steve:

Your new Spider-Man mag is the greatest!! Your title-logo is striking and appropriate. I missed this trial issue in Amazing Fantasy (and you can give me fifty lashes with a wet noodle for this). His costume is superb. His powers are confined, not branched out like some heroes who can do anything. He is the only hero of this New Age of Comics that is hunted by the law. I heard that in the Golden Age of Comics, almost all super-heroes were. Here's to Spider-Man's running 50 years in his own comic.

Phil Leibfred
105 Parkway Rd.
Bronxville, N. Y.

Only fifty???

Dear Stan and Steve:

Your Spider-Man shows great promise as a really great super-hero. I'm very sure you made no mistake in giving him his own magazine after only one tryout in Amazing Fantasy. It doesn't take a second look to know that Spider-Man is a natural. A super-hero's success is based on the reaction of the reader to said super-hero's assortment of super powers, the quality of his art, and lastly the writing quality. I'm sure you know this better than I. I think reader reaction to Spider-Man's powers will be almost wholly in his favor. His powers are original, different, and very interesting, to say the least. You've no problem on this point. As to art I have nothing but praise. Mr. Ditko is the perfect choice to illustrate Spider-Man. He's had much experience illustrating weird and off-beat stories as in the case of *Amazing Fantasy*. When he began to draw Spider-Man he also proved he could handle a super-hero as well. But of interest is the fact that he could inject into the Spider-Man art the weird feeling from his earlier work of unusual stories. Mr. Ditko has a knack for drawing a man so that he seems half man and half spider — the Spider-Man. His style in SM art is almost hypnotic. He draws SM in such poses as to suggest a spider and he does it so well that I find myself counting Spider-Man's limbs to assure myself that he has no more than four. But art can't make the whole comic. Story-wise I think there's room for improvement. The handling of Spider-Man's character has been well done, but otherwise the plot hasn't been as good as it could be. The first appearance in Amazing Fantasy was great, but the plot in the first issue wasn't as good. The appearance of the Fantastic Four was good but I didn't like the plot otherwise. I realize Spider-Man is just out and brand new, so I'm sure not going to give him up. With each issue I'm positive he'll improve as did your your great mag, Fantastic Four. In no time at all Spider-Man should be ranking among the very tops in the comic world.

Buddy Saunders
1605 Joyce
Arlington,Texas

Thanks — we think!

Dear Stan and Steve:

I think Spider-Man should have a secret partner to find out inside information and to help him keep his identity secret from outsiders. I just loved your first issue and hope you keep up the good work. I'm looking in the newsstands for your next issue.

Doug Arch
Box 48
Joshua Tree, California

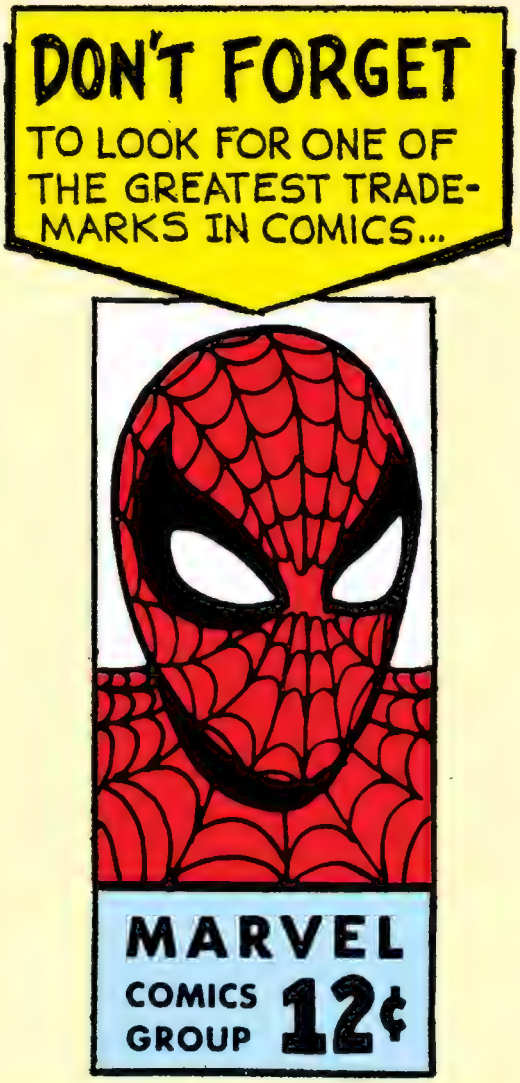
Hope you find it, Doug! As for a secret partner for S-M, well, what do the rest of you fans think? (Both of you!)

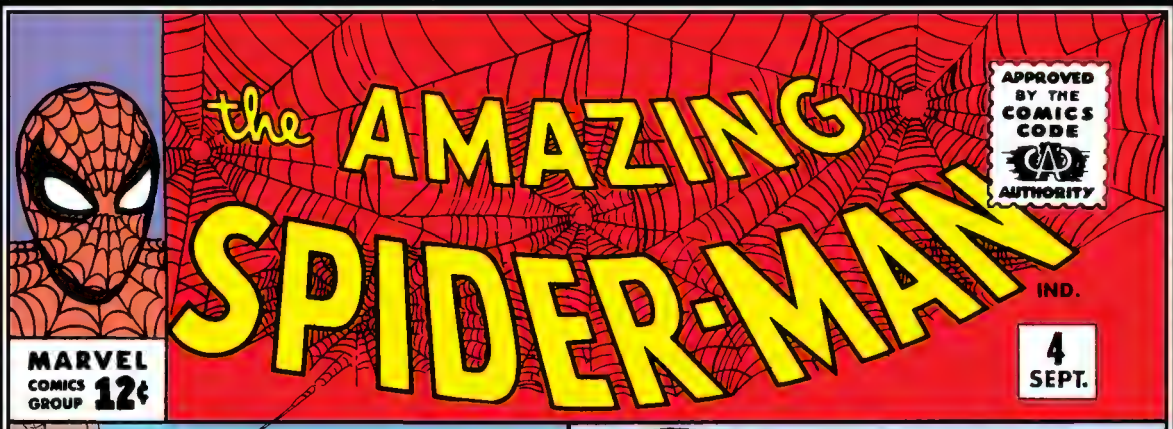
Dear Stan and Steve:

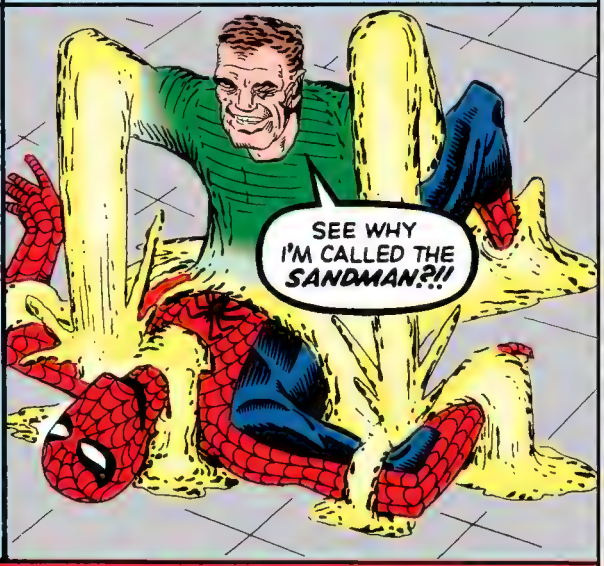
Having read almost as many stories as you have written I feel my opinion is as good as the next fellow's. Meaning to say that your startling story in #1 copy of Spider-Man was terrific. But may I ask what in the world did you do to the second part? Is he so different that nothing can go his way? Your next issue is supposed to be great, but if more of your fans such as I feel this way after reading the first issue . . . well, I don't think I'd waste my good money on another copy like the first. Having read as many of your great stories as I have, I'd just like to know which side of the bed you got up on to finish a good story such as Spider-Man the way you did?? Good luck on your next issue. I have a feeling you'll need it.

Margaret Seth
955 Preston St.
Sciotoville, Ohio

'Twas an interesting letter, Maggie, although we still can't decide whether you're for us or agin' us!







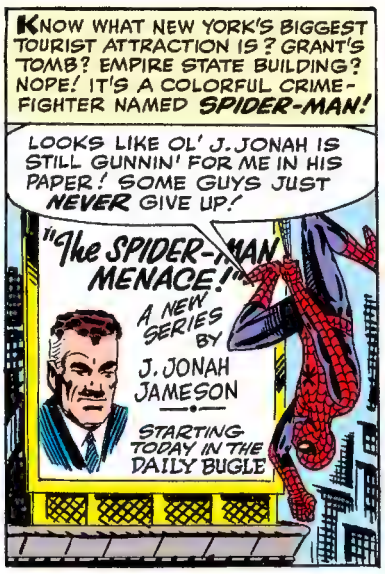
HOW CAN SPIDER-MAN DEFEAT A FOE WHO CANNOT BE INJURED?? DON'T DARE MISS.....

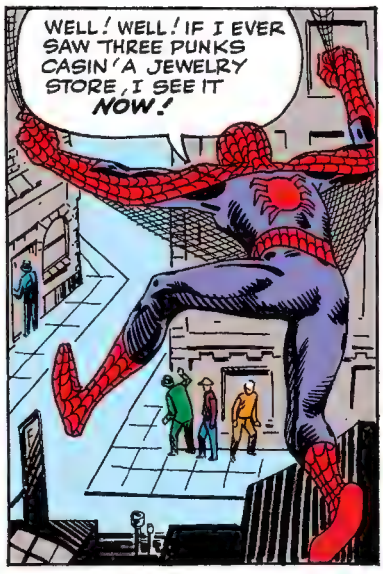
"NOTHING CAN STOP... THE SANDMAN!"

IN THE SPACE OF ONLY THE FIRST THREE ISSUES, YOU READERS HAVE MADE ***SPIDER-MAN*** ONE OF THE GREATEST, MOST PHENOMENAL SUCCESSES IN THE HISTORY OF SUPER CHARACTERS! AND NOW, WITH THIS RECORD-BREAKING FOURTH ISSUE, ***SPIDER-MAN*** SOARS TO STILL GREATER HEIGHTS AS HE BATTLES THE MOST FANTASTIC FOE OF ALL! SO, SETTLE BACK FOR THE THRILL OF YOUR LIFE--THE FATEFUL MOMENT WHEN ***SPIDER-MAN*** MEETS--THE ***SANDMAN!***

by Stan Lee + STEVE DITKO

X-362

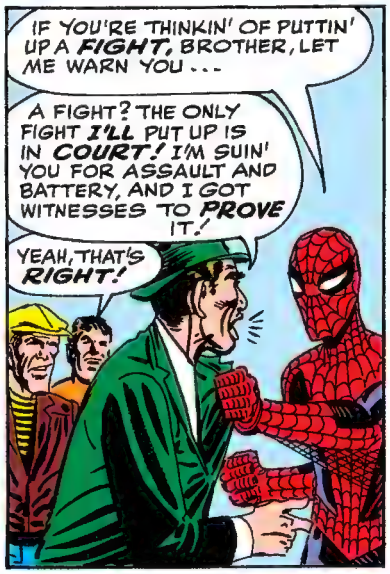

KNOW WHAT NEW YORK'S BIGGEST TOURIST ATTRACTION IS? GRANT'S TOMB? EMPIRE STATE BUILDING? NOPE! IT'S A COLORFUL CRIME-FIGHTER NAMED SPIDER-MAN!
LOOKS LIKE OL' J. JONAH IS STILL GUNNIN' FOR ME IN HIS PAPER! SOME GUYS JUST NEVER GIVE UP!
"The SPIDER-MAN MENACE!"
A NEW SERIES BY
J. JONAH JAMESON
STARTING TODAY IN THE DAILY BUGLE


WELL! WELL! IF I EVER SAW THREE PUNKS CASIN' A JEWELRY STORE, I SEE IT NOW!

I WAS RIGHT! NO SOONER DOES THE PROPRIETOR LOCK UP FOR THE NIGHT AND HEAD FOR HOME, THEN THEY START SNEAKIN' UP TO THE PLACE!

HEY! WHAT'S GOIN' ON??
WHO'S THE WISE GUY?
IT FEELS LIKE A PIECE OF WEB DROPPED DOWN ON US! BUT... WHO...?

WELL, IT'S NOT DR. KILDARE!
SPIDER-MAN! WE'RE SUNK!
SHUDDUP, STUPID! I'LL HANDLE THIS!


IF YOU'RE THINKIN' OF PUTTIN' UP A FIGHT, BROTHER, LET ME WARN YOU...
A FIGHT? THE ONLY FIGHT I'LL PUT UP IS IN COURT! I'M SUIN' YOU FOR ASSAULT AND BATTERY, AND I GOT WITNESSES TO PROVE IT!
YEAH, THAT'S RIGHT!

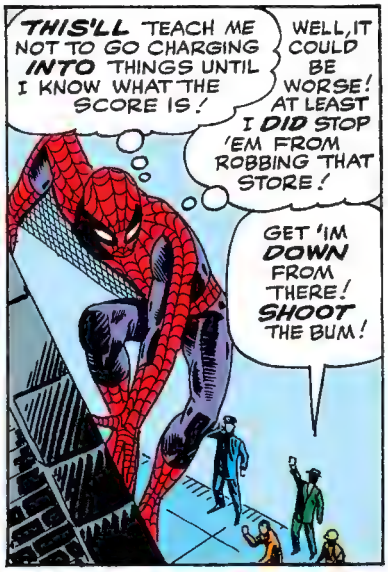
THERE'S NO LAW AGAINST THREE HONEST CITIZENS WALKIN' IN THE STREET AT NIGHT! THEN YOU COME SWOOPIN' DOWN ON US, SCARIN' US OUTTA OUR WITS! YOU'RE A MENACE... JUST LIKE J. JONAH JAMESON SAYS!
HE'S RIGHT! I WAS A FOOL! I SHOULD HAVE WAITED TILL THEY BROKE INTO THE STORE! NOW I'VE NO EVIDENCE!

DON'T YOU FEEL LIKE A JERK, PARADIN' AROUND IN PUBLIC IN THAT GET-UP??
A FINE WAY TO TALK TO A SUPER-HERO! BUT WHAT CAN I DO ABOUT IT?
HEY, LET'S SWEAR OUT A WARRANT AGAINST SPIDER-MAN! I'LL CALL A COP! HELP, POLICE!

THIS IS BATTY! THEM CALLING FOR HELP AGAINST ME!
POLICE!!
WE'LL HELP YA! HEY, POLICE!
BOY, YOU NEVER CAN GET A COP WHEN YOU WANT ONE!
I SEE ONE COMIN' NOW!
2

AWRIGHT, WHAT'S GOIN'ON HERE?
IT'S SPIDER-MAN! HE ATTACKED US FOR NO GOOD REASON!
HE'LL FIND MY WEB ON THE GROUND...AND IT'S THEIR THREE STORIES AGAINST MY ONE!

EVEN A SUPER-HERO KNOWS WHEN IT'S TIME TO CUT OUT!
HEY! COME BACK HERE, YOU! I'VE GOTTA FILL OUT A REPORT! I NEED YOUR NAME, ADDRESS...WAIT A MINUTE!

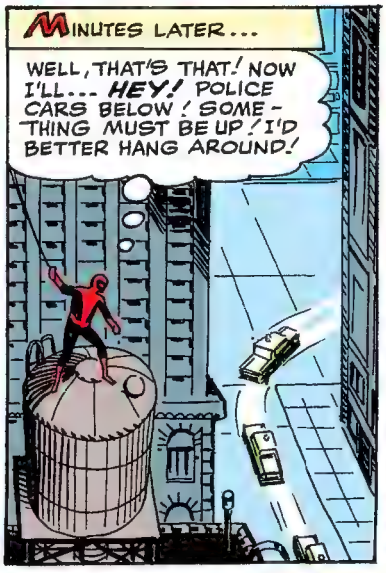

THIS'LL TEACH ME NOT TO GO CHARGING INTO THINGS UNTIL I KNOW WHAT THE SCORE IS!
WELL, IT COULD BE WORSE! AT LEAST I DID STOP 'EM FROM ROBBING THAT STORE!
GET 'IM DOWN FROM THERE! SHOOT THE BUM!

GOTTA HAND IT TO YA, CHARLIE! YOU SURE OUT-SMARTED THAT CREEP!
ALL RIGHT, YOU GUYS...MOVE ALONG! THE PARTY'S OVER!
IF I WERE SPIDER-MAN, I MIGHT HAVE TACKLED YOU MYSELF...'CAUSE YOU GOT LARCENY WRITTEN ALL OVER YOU!

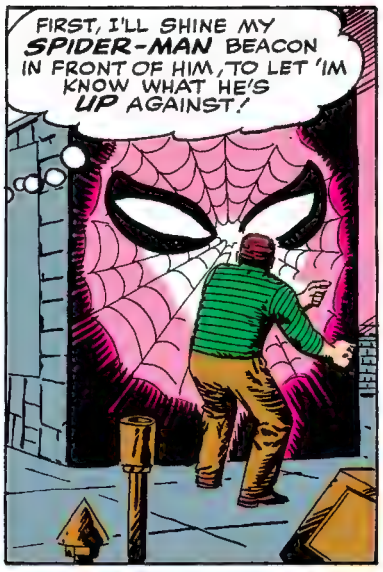
MEANWHILE, UP ABOVE...
THE SPIDER-MAN MENACE
IT'S ALL HIS FAULT! ON ACCOUNT OF JAMESON STIRRING EVERYONE UP AGAINST ME, EVEN CHEAP CROOKS NOW THINK THEY DON'T HAVE TO FEAR ME ANYMORE!

WELL, IT'S TIME I PAID J. JONAH A LITTLE VISIT...AS SPIDER-MAN!
DAILY BUGI

HECK! IT'S EMPTY! HE'S NOT IN!
BUT I'LL JUST LEAVE A LITTLE SOUVENIR FOR HIM...TO PROVE I WAS HERE!

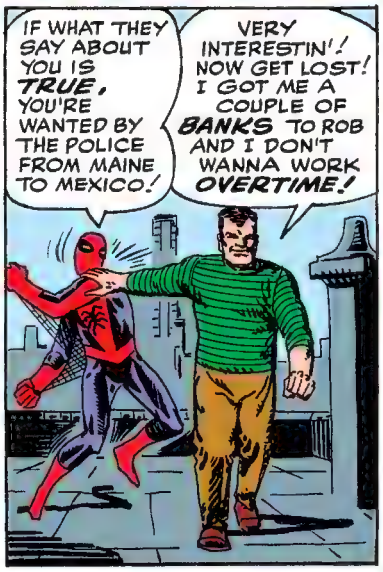

MINUTES LATER...
WELL, THAT'S THAT! NOW I'LL... HEY! POLICE CARS BELOW! SOMETHING MUST BE UP! I'D BETTER HANG AROUND!

THAT FELLA CLIMBING FRANTICALLY TO THE ROOF MUST BE THE ONE THEY'RE LOOKING FOR! IT'LL BE DUCK SOUP FOR ME TO GET 'IM!

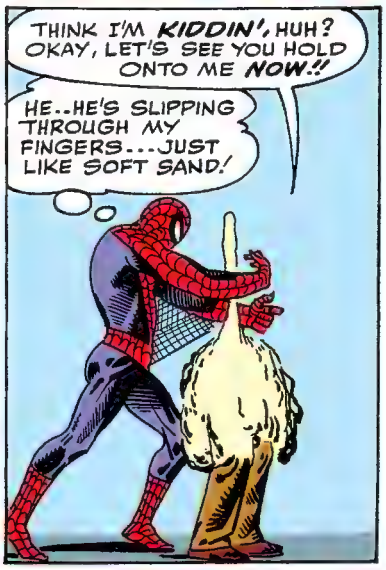

FIRST, I'LL SHINE MY SPIDER-MAN BEACON IN FRONT OF HIM, TO LET 'IM KNOW WHAT HE'S UP AGAINST!

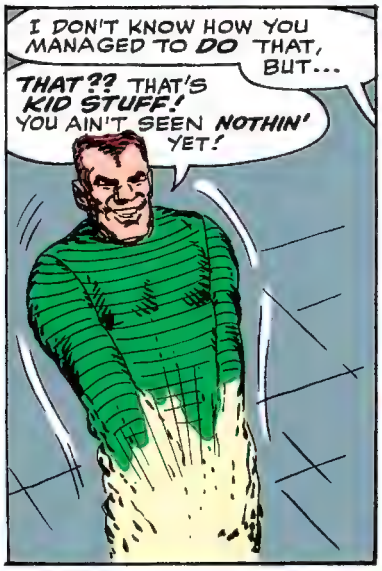
AND THEN, I'LL JUST... HOLY HANNAH! WHO ARE YOU?!!
I DIDN'T EXPECT A WELCOMING COMMITTEE, BUT, SINCE YOU ASKED...

I CALL MYSELF...THE SANDMAN! NOW, THEN, ANY OTHER DUMB QUESTIONS?
THE SANDMAN! I HEARD OF YOU... BUT I THOUGHT THE REPORTS WERE JUST A GAG!


IF WHAT THEY SAY ABOUT YOU IS TRUE, YOU'RE WANTED BY THE POLICE FROM MAINE TO MEXICO!
VERY INTERESTIN'! NOW GET LOST! I GOT ME A COUPLE OF BANKS TO ROB AND I DON'T WANNA WORK OVERTIME!

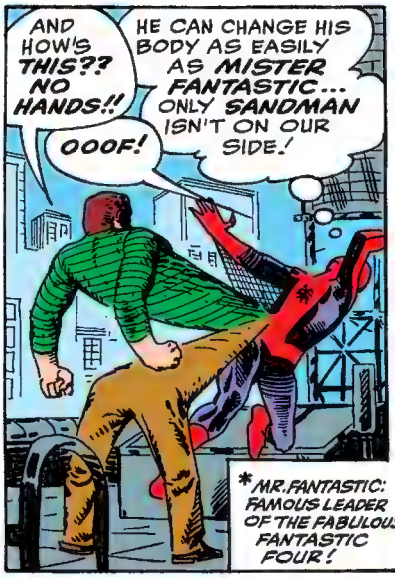
HOLD IT, GRUESOME! NOBODY GIVES SPIDER-MAN THE BUM'S RUSH!
YOU'RE GONNA GET WORSE THAN THAT IF YOU DON'T LEGGO!

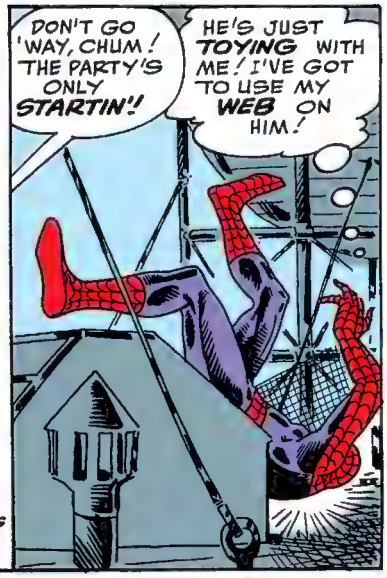

THINK I'M KIDDIN', HUH? OKAY, LET'S SEE YOU HOLD ONTO ME NOW!!
HE..HE'S SLIPPING THROUGH MY FINGERS...JUST LIKE SOFT SAND!


I DON'T KNOW HOW YOU MANAGED TO DO THAT, BUT...
THAT?? THAT'S KID STUFF! YOU AIN'T SEEN NOTHIN' YET!

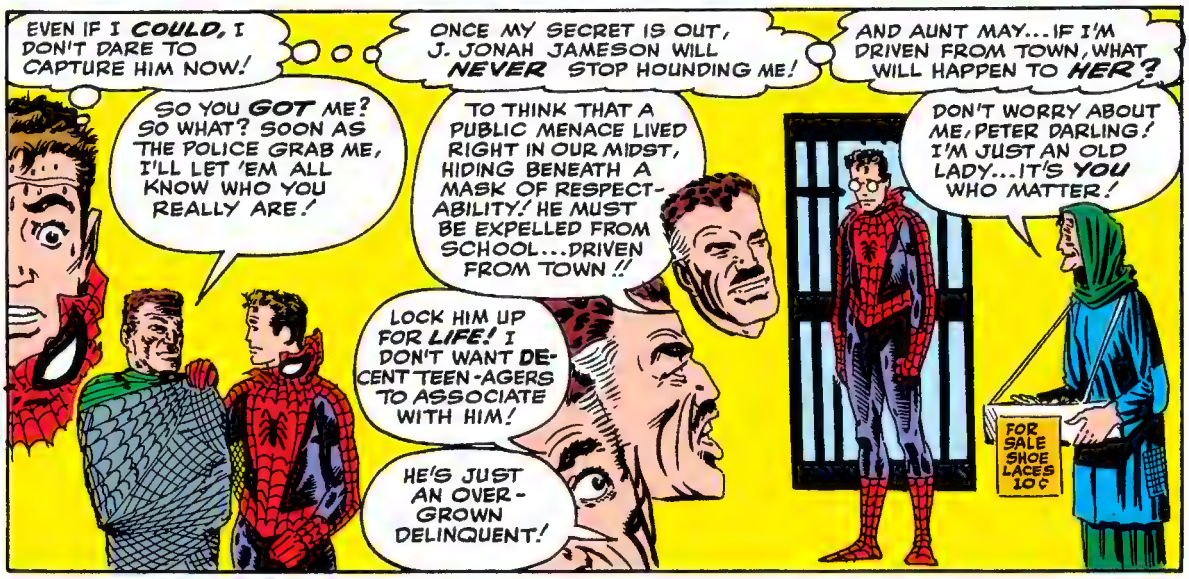
NOW DO YOU SEE WHY THEY CALL ME SAND-MAN?
IT'S UNBELIEV-ABLE! YOUR BODY ISN'T FLESH AND BLOOD...MY FIST GOES RIGHT THROUGH YOU... WITHOUT HURTING YOU!

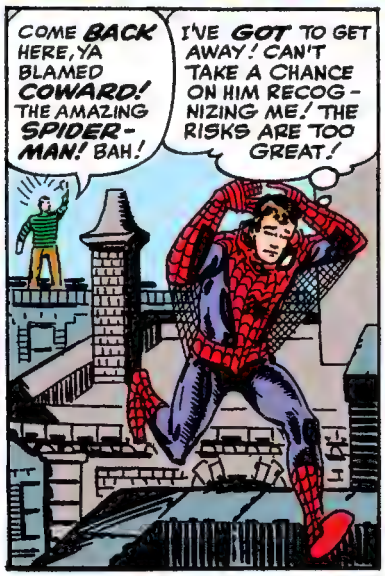
BUT I CAN HURT YOU, PAL! ALL I DO IS HARDEN ANY PART OF ME THAT I WANT TO...LIKE THIS!
UGH! YOUR JAW IS LIKE IRON!


AND HOW'S THIS?? NO HANDS!!
HE CAN CHANGE HIS BODY AS EASILY AS MISTER FANTASTIC... ONLY SANDMAN ISN'T ON OUR SIDE!
OOOF!
*MR. FANTASTIC: FAMOUS LEADER OF THE FABULOUS FANTASTIC FOUR!


DON'T GO 'WAY, CHUM! THE PARTY'S ONLY STARTIN'!
HE'S JUST TOYING WITH ME! I'VE GOT TO USE MY WEB ON HIM!

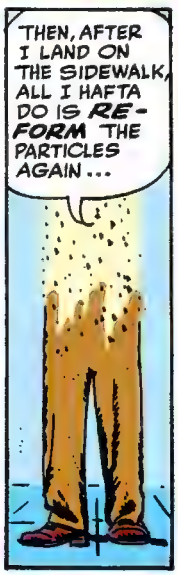
But THEN...
OH, NO!! I TORE MY FACE MASK!
CAN'T LET ANYONE SEE ME LIKE THIS! IT'LL BE THE END OF MY SECRET IDENTITY!


EVEN IF I COULD, I DON'T DARE TO CAPTURE HIM NOW!
ONCE MY SECRET IS OUT, J. JONAH JAMESON WILL NEVER STOP HOUNDING ME!
AND AUNT MAY... IF I'M DRIVEN FROM TOWN, WHAT WILL HAPPEN TO HER?
SO YOU GOT ME? SO WHAT? SOON AS THE POLICE GRAB ME, I'LL LET 'EM ALL KNOW WHO YOU REALLY ARE!
TO THINK THAT A PUBLIC MENACE LIVED RIGHT IN OUR MIDST, HIDING BENEATH A MASK OF RESPECTABILITY! HE MUST BE EXPELLED FROM SCHOOL... DRIVEN FROM TOWN!!
DON'T WORRY ABOUT ME, PETER DARLING! I'M JUST AN OLD LADY... IT'S YOU WHO MATTER!
LOCK HIM UP FOR LIFE! I DON'T WANT DECENT TEEN-AGERS TO ASSOCIATE WITH HIM!
HE'S JUST AN OVER-GROWN DELINQUENT!
FOR SALE SHOE LACES 10¢


COME BACK HERE, YA BLAMED COWARD! THE AMAZING SPIDER-MAN! BAH!
I'VE GOT TO GET AWAY! CAN'T TAKE A CHANCE ON HIM RECOGNIZING ME! THE RISKS ARE TOO GREAT!

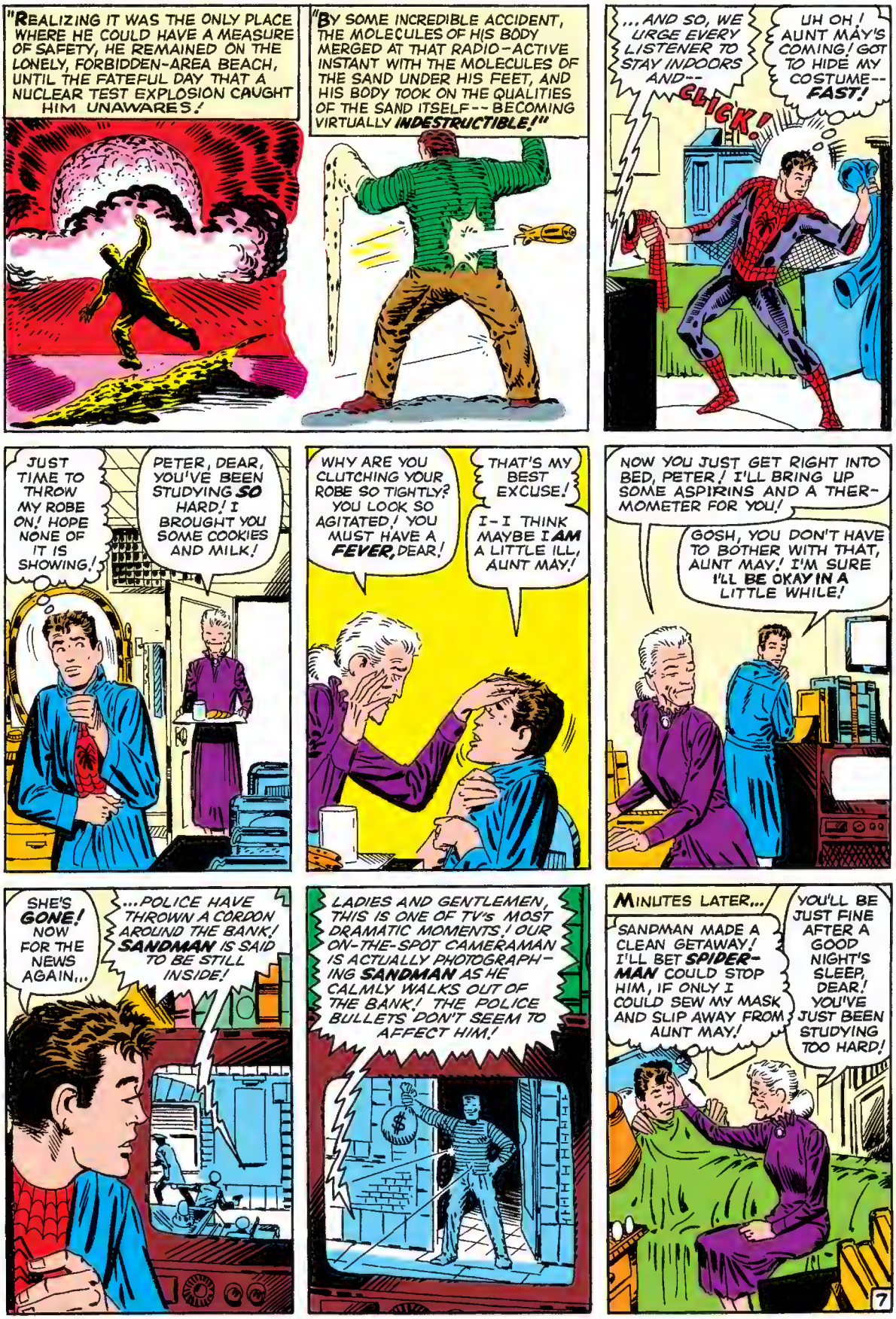
HE'S GONE! NOW I'LL JUST GET BACK TO BUSINESS!

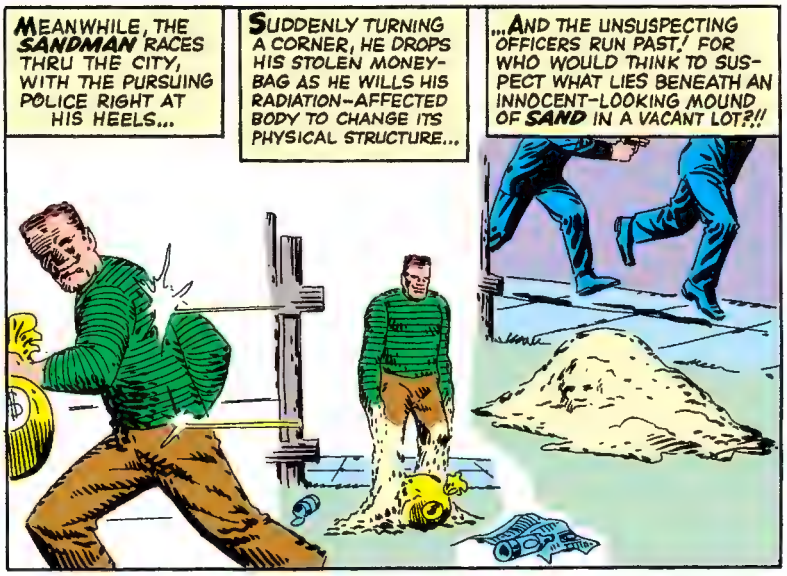
IT'S EASY FOR A GUY TO JUMP OFF THE ROOF OF A BUILDING ... IF HE CAN TURN INTO SMALL, WEIGHTLESS SAND PARTICLES!


THEN, AFTER I LAND ON THE SIDEWALK, ALL I HAFTA DO IS RE-FORM THE PARTICLES AGAIN...

AND NOW FOR THAT DATE WITH A BANK!!

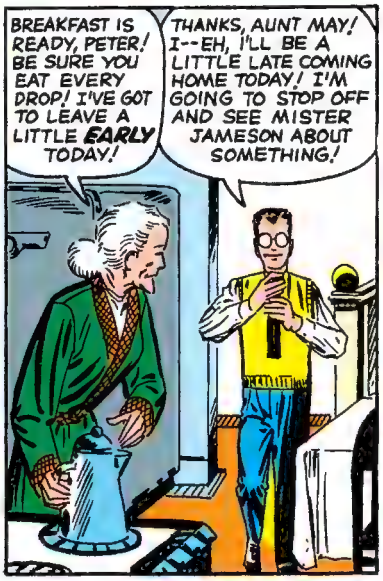
REACHING THE BANK, SANDMAN REFORMS THE PARTICLES OF HIS INDEX FINGER INTO THE SHAPE OF A BLANK KEY...
THIS IS EASIER THAN USIN' BURGLAR TOOLS!
INSERTING HIS FINGER INSIDE THE LOCK, THE "KEY" TAKES THE EXACT SHAPE OF THE LOCK ITSELF, ENABLING IT TO MOVE THE TUMBLERS, THUS OPENING THE DOOR!
CLICK!
ONCE INSIDE THE BANK, SANDMAN THEN SLIDES ALONG THE FLOOR, SLITHERING UNDER THE ELECTRIC EYE BARRIER WITHOUT SETTING OFF AN ALARM!
UNTIL...
SO FAR SO GOOD! NOW TO TACKLE THE MAIN VAULT ITSELF!
MEANWHILE, AT THE HOME OF PETER PARKER, HIGH SCHOOL SCIENCE MAJOR... WE FIND PETER, ALIAS SPIDER-MAN, WRESTLING WITH AN UNUSUAL PROBLEM FOR A SUPER-HERO...
IF THIS DOESN'T TAKE THE CAKE!! I CAN'T GO OUT IN PUBLIC AS SPIDER-MAN UNTIL MY MASK IS SEWN UP, AND WHEN IT COMES TO SEWING, I'M ALL THUMBS!
THIS IS RIDICULOUS! I'M NO COTTON-PICKIN' SEAMSTRESS!! BUT I'VE GOT TO DO IT MYSELF!
I CAN'T WALK INTO A TAILOR SHOP AND SAY "SEW UP MY SPIDER-MAN SUIT, PLEASE" WITHOUT MAKING SOMEBODY JUST A LITTLE SUSPICIOUS ABOUT WHO I AM!
OUCH! DARN NEEDLE! WISH I COULD ASK AUNT MAY, WITHOUT AROUSING HER SUSPI--HEY! WHAT'S THIS??
WE BRING YOU A SPECIAL BULLETIN! THE DREADED SANDMAN HAS BEEN REPORTED IN OUR CITY!
NEW
"FOR THOSE OF YOU WHO ARE UNFAMILIAR WITH SANDMAN'S BACKGROUND, CHANNEL 17 PRESENTS THIS BRIEF SUMMARY: A FEW MONTHS AGO HE WAS AN INMATE AT ISLAND PRISON..."
"KNOWN AS FLINT MARKO, HE WAS THE MOST INCORRIGIBLE PRISONER AT THAT MAXIMUM SECURITY JAIL! THEN, ONE NIGHT, HE ESCAPED THRU AN UNGUARDED DRAINAGE TUNNEL!"
"VOWING NEVER TO BE RECAPTURED ALIVE, HE HEADED THE F.B.I. LIST OF MOST WANTED CRIMINALS AS HE MANAGED TO REMAIN ONE STEP AHEAD OF THE PURSUING LAWMEN!"
"BUT, AS THE POLICE DRAGNET DREW EVER TIGHTER, HE HID IN THE ONE PLACE WHERE NO ONE WOULD IMAGINE A MAN WOULD HIDE--AN ATOMIC DEVICES TESTING CENTER!"
DANGER
KEEP OUT!
6


"REALIZING IT WAS THE ONLY PLACE WHERE HE COULD HAVE A MEASURE OF SAFETY, HE REMAINED ON THE LONELY, FORBIDDEN-AREA BEACH, UNTIL THE FATEFUL DAY THAT A NUCLEAR TEST EXPLOSION CAUGHT HIM UNAWARES!
"BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED AT THAT RADIO-ACTIVE INSTANT WITH THE MOLECULES OF THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE!"
...AND SO, WE URGE EVERY LISTENER TO STAY INDOORS AND--
CLICK!
UH OH! AUNT MAY'S COMING! GOT TO HIDE MY COSTUME-- FAST!
JUST TIME TO THROW MY ROBE ON! HOPE NONE OF IT IS SHOWING!
PETER, DEAR, YOU'VE BEEN STUDYING SO HARD! I BROUGHT YOU SOME COOKIES AND MILK!
WHY ARE YOU CLUTCHING YOUR ROBE SO TIGHTLY? YOU LOOK SO AGITATED! YOU MUST HAVE A FEVER, DEAR!
THAT'S MY BEST EXCUSE!
I-I THINK MAYBE I AM A LITTLE ILL, AUNT MAY!
NOW YOU JUST GET RIGHT INTO BED, PETER! I'LL BRING UP SOME ASPIRINS AND A THERMOMETER FOR YOU!
GOSH, YOU DON'T HAVE TO BOTHER WITH THAT, AUNT MAY! I'M SURE I'LL BE OKAY IN A LITTLE WHILE!
SHE'S GONE! NOW FOR THE NEWS AGAIN...
...POLICE HAVE THROWN A CORDON AROUND THE BANK! SANDMAN IS SAID TO BE STILL INSIDE!
LADIES AND GENTLEMEN, THIS IS ONE OF TV's MOST DRAMATIC MOMENTS! OUR ON-THE-SPOT CAMERAMAN IS ACTUALLY PHOTOGRAPHING SANDMAN AS HE CALMLY WALKS OUT OF THE BANK! THE POLICE BULLETS DON'T SEEM TO AFFECT HIM!
MINUTES LATER...
SANDMAN MADE A CLEAN GETAWAY! I'LL BET SPIDER-MAN COULD STOP HIM, IF ONLY I COULD SEW MY MASK AND SLIP AWAY FROM AUNT MAY!
YOU'LL BE JUST FINE AFTER A GOOD NIGHT'S SLEEP, DEAR! YOU'VE JUST BEEN STUDYING TOO HARD!


MEANWHILE, THE SANDMAN RACES THRU THE CITY, WITH THE PURSUING POLICE RIGHT AT HIS HEELS...
SUDDENLY TURNING A CORNER, HE DROPS HIS STOLEN MONEY-BAG AS HE WILLS HIS RADIATION-AFFECTED BODY TO CHANGE ITS PHYSICAL STRUCTURE...
...AND THE UNSUSPECTING OFFICERS RUN PAST! FOR WHO WOULD THINK TO SUSPECT WHAT LIES BENEATH AN INNOCENT-LOOKING MOUND OF SAND IN A VACANT LOT?!!

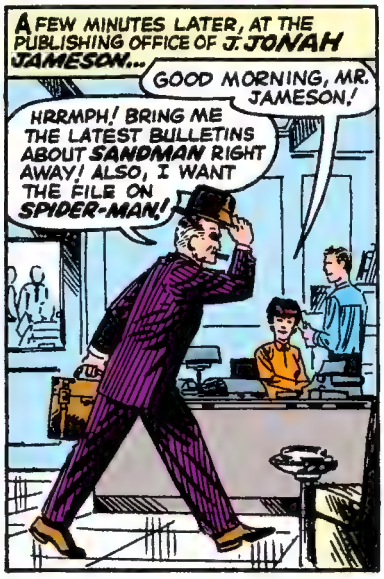
THE NEXT MORNING...
...AND, THOUGH SANDMAN HAS MADE GOOD HIS ESCAPE, THE POLICE ARE KEEPING CONSTANT VIGIL...
HMMM, YOU SEEM BETTER THIS MORNING, DEAR, AND YOUR TEMPERATURE IS PERFECTLY NORMAL! I'LL FIX YOU A NICE, WARM BREAKFAST AND YOU CAN GO TO SCHOOL!

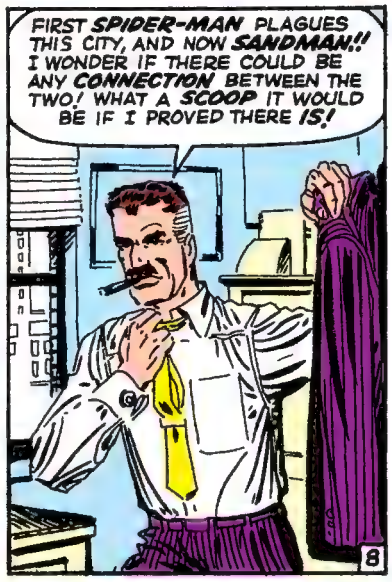
AS SOON AS HIS DOTING AUNT LEAVES THE ROOM...
WHEW! I WAS UP HALF THE NIGHT WORKIN' ON THIS, BUT AT LAST IT'S FINISHED! SO I'LL JUST WEAR MY SPIDER-MAN COSTUME UNDER MY CLOTHES TODAY...

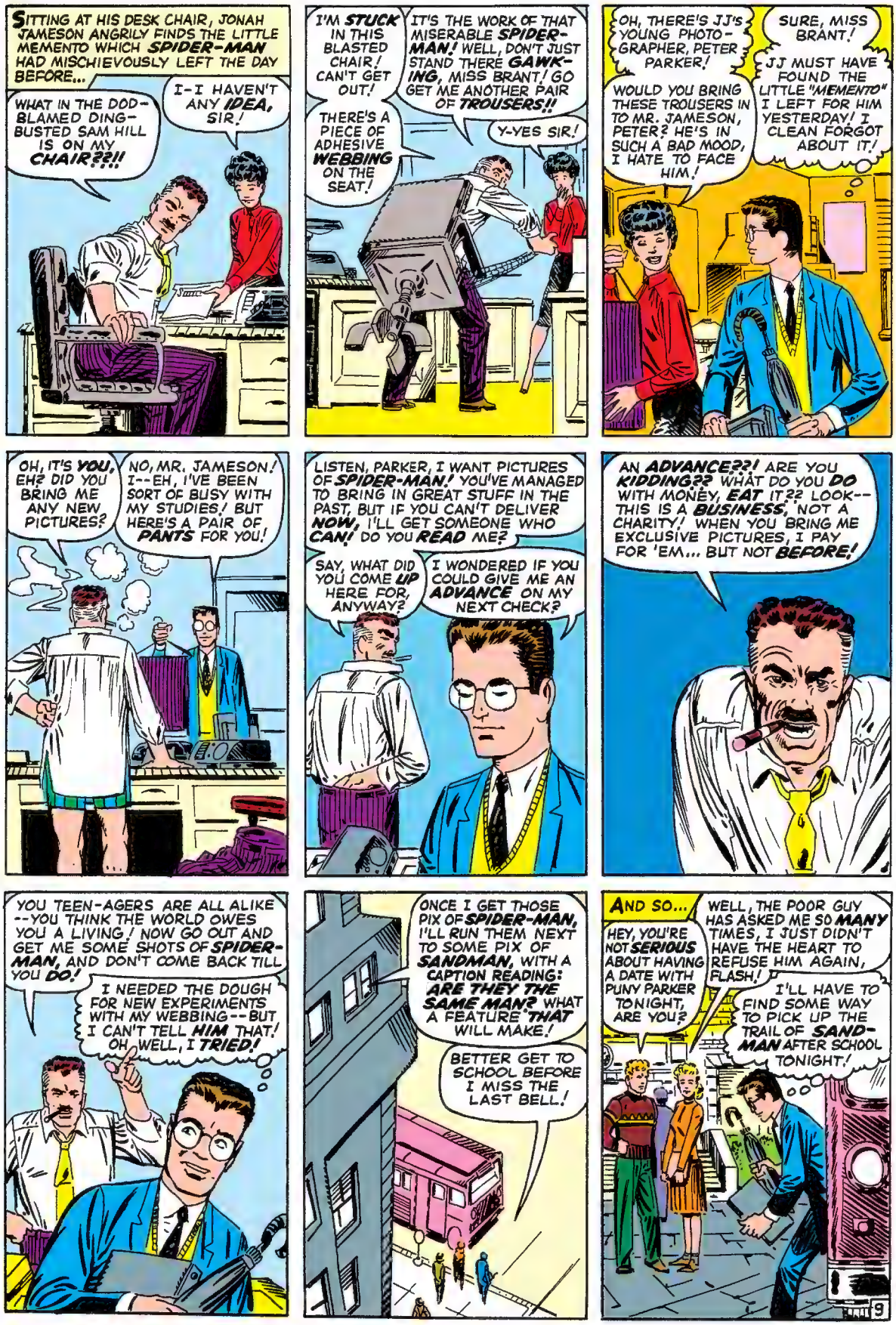

BREAKFAST IS READY, PETER! BE SURE YOU EAT EVERY DROP! I'VE GOT TO LEAVE A LITTLE EARLY TODAY!
THANKS, AUNT MAY! I--EH, I'LL BE A LITTLE LATE COMING HOME TODAY! I'M GOING TO STOP OFF AND SEE MISTER JAMESON ABOUT SOMETHING!

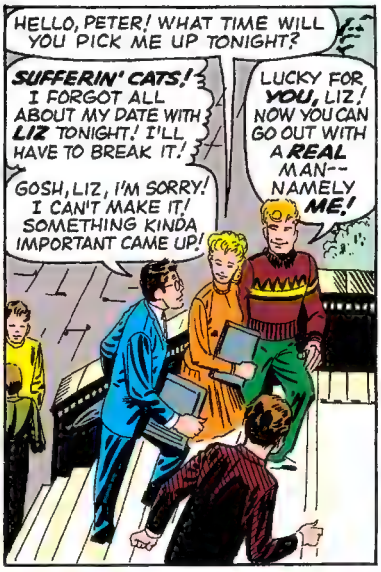
HE'S THAT NICE GENTLEMAN WHO PUBLISHES THE DAILY BUGLE, AND NOW MAGAZINE, ISN'T HE?
JUST BE SURE YOU DON'T EXERT YOURSELF, DEAR! YOU KNOW HOW EASILY YOU CATCH COLD!
AW, AUNT MAY--I WISH YOU WOULDN'T BABY ME SO! I'M PRETTY HUSKY, YOU KNOW!

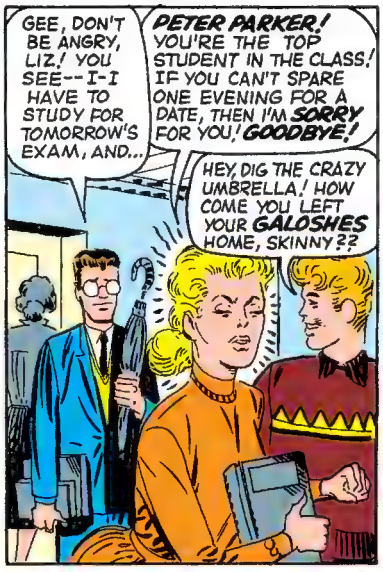
NOW, NOW, PETER, WE CAN'T BE TOO CAREFUL, CAN WE? HERE, TAKE YOUR UMBRELLA! IT MAY RAIN TODAY!
BOY, IF THE WORLD EVER FOUND OUT THAT SPIDER-MAN HAD TO CARRY AN UMBRELLA AND PROMISE NOT TO EXERT HIMSELF!!!

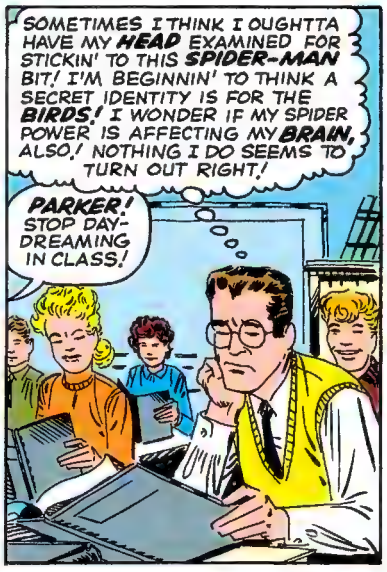

A FEW MINUTES LATER, AT THE PUBLISHING OFFICE OF J. JONAH JAMESON...
GOOD MORNING, MR. JAMESON!
HRRMPH! BRING ME THE LATEST BULLETINS ABOUT SANDMAN RIGHT AWAY! ALSO, I WANT THE FILE ON SPIDER-MAN!


FIRST SPIDER-MAN PLAGUES THIS CITY, AND NOW SANDMAN!! I WONDER IF THERE COULD BE ANY CONNECTION BETWEEN THE TWO! WHAT A SCOOP IT WOULD BE IF I PROVED THERE IS!


SITTING AT HIS DESK CHAIR, JONAH JAMESON ANGRILY FINDS THE LITTLE MEMENTO WHICH SPIDER-MAN HAD MISCHIEVOUSLY LEFT THE DAY BEFORE...
WHAT IN THE DOD-BLAMED DING-BUSTED SAM HILL IS ON MY CHAIR???!!
I-I HAVEN'T ANY IDEA, SIR!
I'M STUCK IN THIS BLASTED CHAIR! CAN'T GET OUT!
IT'S THE WORK OF THAT MISERABLE SPIDER-MAN! WELL, DON'T JUST STAND THERE GAWKING, MISS BRANT! GO GET ME ANOTHER PAIR OF TROUSERS!!
THERE'S A PIECE OF ADHESIVE WEBBING ON THE SEAT!
Y-YES SIR!
OH, THERE'S JJ'S YOUNG PHOTOGRAPHER, PETER PARKER!
WOULD YOU BRING THESE TROUSERS IN TO MR. JAMESON, PETER? HE'S IN SUCH A BAD MOOD, I HATE TO FACE HIM!
SURE, MISS BRANT!
JJ MUST HAVE FOUND THE LITTLE "MEMENTO" I LEFT FOR HIM YESTERDAY! I CLEAN FORGOT ABOUT IT!
OH, IT'S YOU, EH? DID YOU BRING ME ANY NEW PICTURES?
NO, MR. JAMESON! I--EH, I'VE BEEN SORT OF BUSY WITH MY STUDIES! BUT HERE'S A PAIR OF PANTS FOR YOU!
LISTEN, PARKER, I WANT PICTURES OF SPIDER-MAN! YOU'VE MANAGED TO BRING IN GREAT STUFF IN THE PAST, BUT IF YOU CAN'T DELIVER NOW, I'LL GET SOMEONE WHO CAN! DO YOU READ ME?
SAY, WHAT DID YOU COME UP HERE FOR, ANYWAY?
I WONDERED IF YOU COULD GIVE ME AN ADVANCE ON MY NEXT CHECK?
AN ADVANCE??! ARE YOU KIDDING?? WHAT DO YOU DO WITH MONEY, EAT IT?? LOOK--THIS IS A BUSINESS, NOT A CHARITY! WHEN YOU BRING ME EXCLUSIVE PICTURES, I PAY FOR 'EM... BUT NOT BEFORE!
YOU TEEN-AGERS ARE ALL ALIKE --YOU THINK THE WORLD OWES YOU A LIVING! NOW GO OUT AND GET ME SOME SHOTS OF SPIDER-MAN, AND DON'T COME BACK TILL YOU DO!
I NEEDED THE DOUGH FOR NEW EXPERIMENTS WITH MY WEBBING--BUT I CAN'T TELL HIM THAT! OH, WELL, I TRIED!
ONCE I GET THOSE PIX OF SPIDER-MAN, I'LL RUN THEM NEXT TO SOME PIX OF SANDMAN, WITH A CAPTION READING: ARE THEY THE SAME MAN? WHAT A FEATURE THAT WILL MAKE!
BETTER GET TO SCHOOL BEFORE I MISS THE LAST BELL!
AND SO...
HEY, YOU'RE NOT SERIOUS ABOUT HAVING A DATE WITH PUNY PARKER TONIGHT, ARE YOU?
WELL, THE POOR GUY HAS ASKED ME SO MANY TIMES, I JUST DIDN'T HAVE THE HEART TO REFUSE HIM AGAIN, FLASH!
I'LL HAVE TO FIND SOME WAY TO PICK UP THE TRAIL OF SANDMAN AFTER SCHOOL TONIGHT!
9


HELLO, PETER! WHAT TIME WILL YOU PICK ME UP TONIGHT?
SUFFERIN' CATS! I FORGOT ALL ABOUT MY DATE WITH LIZ TONIGHT! I'LL HAVE TO BREAK IT!
GOSH, LIZ, I'M SORRY! I CAN'T MAKE IT! SOMETHING KINDA IMPORTANT CAME UP!
LUCKY FOR YOU, LIZ! NOW YOU CAN GO OUT WITH A REAL MAN--NAMELY ME!

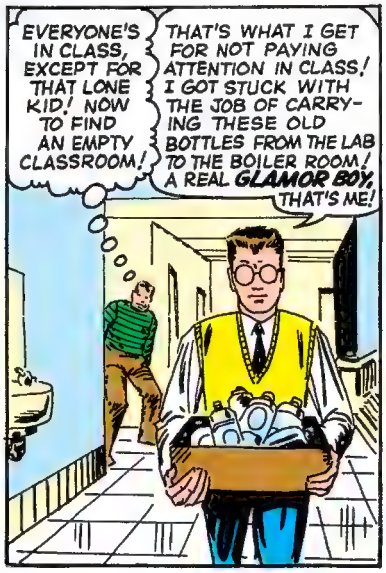

GEE, DON'T BE ANGRY, LIZ! YOU SEE--I-I HAVE TO STUDY FOR TOMORROW'S EXAM, AND...
PETER PARKER! YOU'RE THE TOP STUDENT IN THE CLASS! IF YOU CAN'T SPARE ONE EVENING FOR A DATE, THEN I'M SORRY FOR YOU! GOODBYE!
HEY, DIG THE CRAZY UMBRELLA! HOW COME YOU LEFT YOUR GALOSHES HOME, SKINNY??


SOMETIMES I THINK I OUGHTTA HAVE MY HEAD EXAMINED FOR STICKIN' TO THIS SPIDER-MAN BIT! I'M BEGINNIN' TO THINK A SECRET IDENTITY IS FOR THE BIRDS! I WONDER IF MY SPIDER POWER IS AFFECTING MY BRAIN, ALSO! NOTHING I DO SEEMS TO TURN OUT RIGHT!
PARKER! STOP DAY-DREAMING IN CLASS!

MEANWHILE, NOT TOO FAR AWAY, SANDMAN IS HAVING HIS SHARE OF TROUBLE, ALSO, AS HE REALIZES THAT EVADING THE POLICE ISN'T EASY--NOT EVEN FOR A SUPER-CRIMINAL!
I TURNED MY LEGS INTO SAND JUST IN TIME! THESE BLASTED COPS ARE ALL OVER THE PLACE!

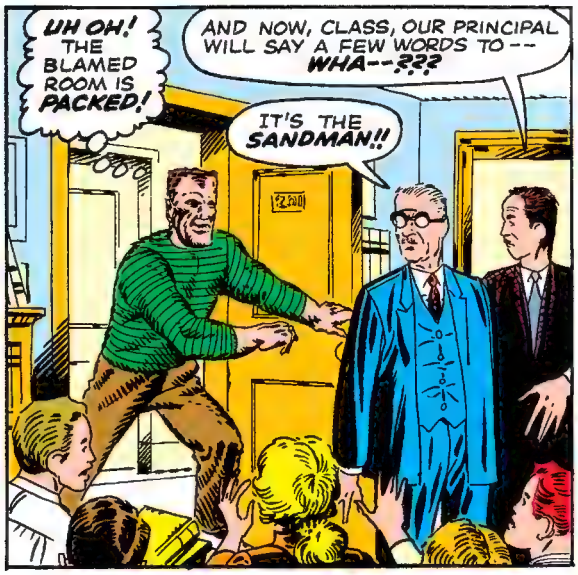
THEY MAY BE HAVIN' A TOUGH JOB HOLDIN' ME, BUT THEY SURE ARE WEARIN' ME DOWN! I'VE GOT TO FIND A PLACE WHERE I CAN HOLE UP AND REST FOR A WHILE!

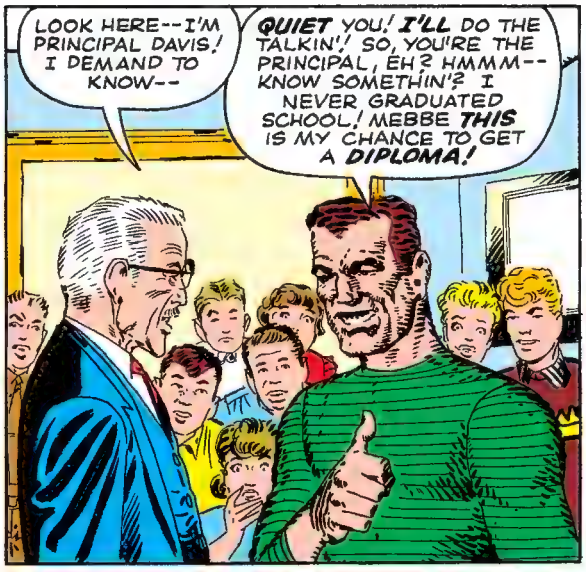
HMMM, THAT HIGH SCHOOL OVER THERE LOOKS LIKE A GOOD SPOT! NOBODY'D EVER THINK TO LOOK FOR ME IN THERE!


EVERYONE'S IN CLASS, EXCEPT FOR THAT LONE KID! NOW TO FIND AN EMPTY CLASSROOM!
THAT'S WHAT I GET FOR NOT PAYING ATTENTION IN CLASS! I GOT STUCK WITH THE JOB OF CARRYING THESE OLD BOTTLES FROM THE LAB TO THE BOILER ROOM! A REAL GLAMOR BOY, THAT'S ME!

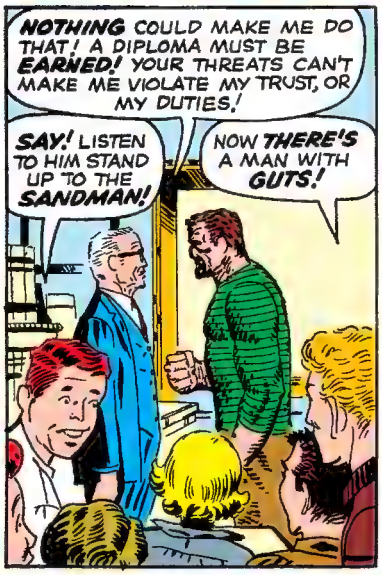
LEAVE 'EM THERE, SONNY! I'LL GET RID OF 'EM AS SOON AS I ADJUST THIS NEW KING-SIZE VACUUM CLEANER!
HE DOESN'T KNOW HOW LUCKY HE IS! NO WORRIES EXCEPT KEEPING THIS SCHOOL CLEAN! NO NUTTY VILLAINS TO CHASE, LIKE I HAVE!

AND, ON THE FLOOR ABOVE...
SOMEONE'S COMIN'! I'D BETTER DUCK INTO THIS ROOM HERE!

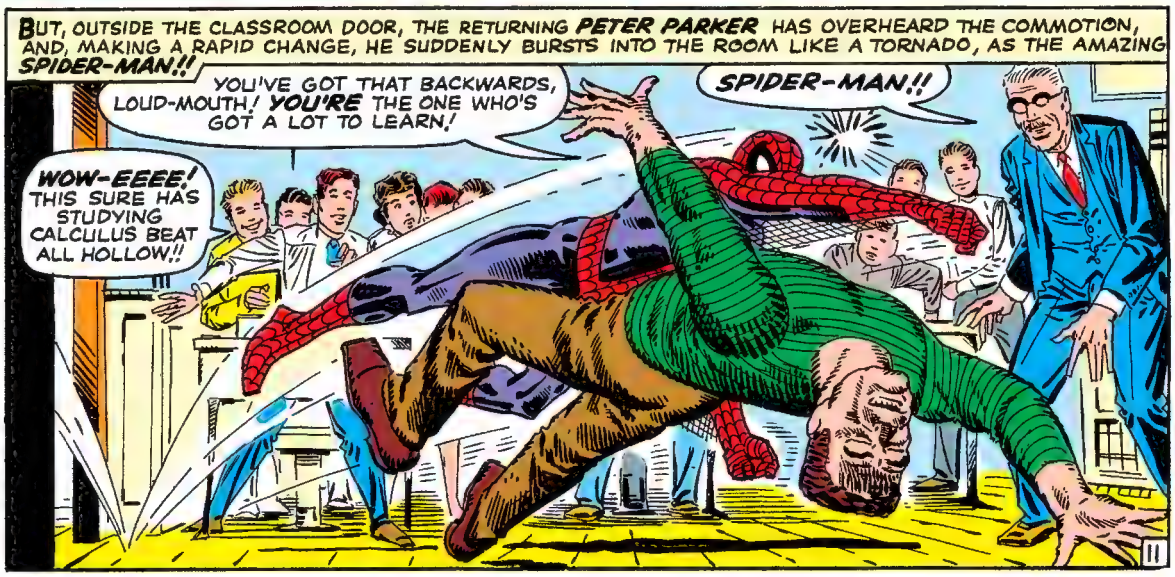

UH OH! THE BLAMED ROOM IS PACKED!
AND NOW, CLASS, OUR PRINCIPAL WILL SAY A FEW WORDS TO-- WHA--???
IT'S THE SANDMAN!!


LOOK HERE--I'M PRINCIPAL DAVIS! I DEMAND TO KNOW--
QUIET YOU! I'LL DO THE TALKIN'! SO, YOU'RE THE PRINCIPAL, EH? HMMM-- KNOW SOMETHIN'? I NEVER GRADUATED SCHOOL! MEBBE THIS IS MY CHANCE TO GET A DIPLOMA!

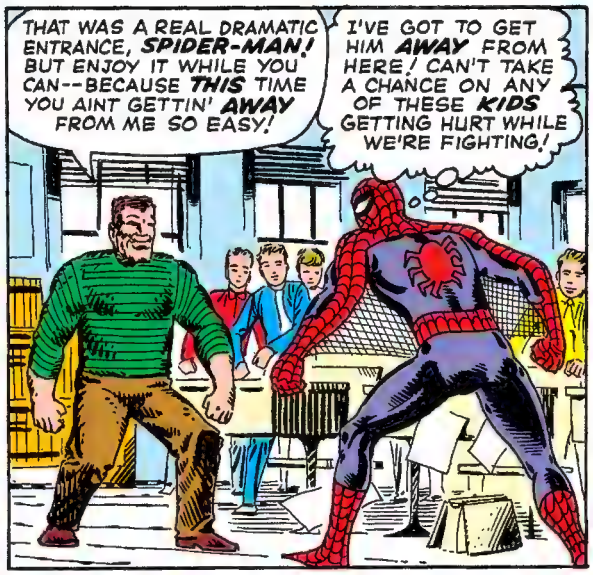
I DON'T KNOW WHAT YOU'RE TALKING ABOUT!
WELL, YOU'RE GONNA FIND OUT RIGHT NOW! I FIGURE A GUY LIKE ME DESERVES THE BEST OF EVERYTHING! SO, I WANT YA TO WRITE ME OUT A DIPLOMA--OR ELSE!


NOTHING COULD MAKE ME DO THAT! A DIPLOMA MUST BE EARNED! YOUR THREATS CAN'T MAKE ME VIOLATE MY TRUST, OR MY DUTIES!
SAY! LISTEN TO HIM STAND UP TO THE SANDMAN!
NOW THERE'S A MAN WITH GUTS!

STOP! STAY BACK! THESE STUDENTS ARE IN MY CARE! ALL OF YOU-- RUN! RUN HOME! CALL THE POLICE! I'LL HOLD HIM OFF TILL YOU GET SAFELY OUT!
THAT'S WHAT YOU THINK, MISTER! I'M GONNA TEACH YOU A LITTLE LESSON RIGHT NOW!

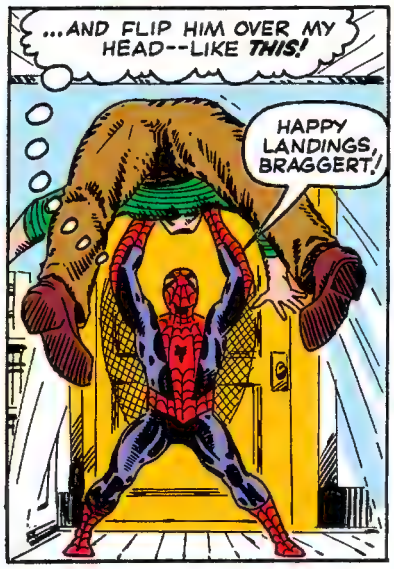

BUT, OUTSIDE THE CLASSROOM DOOR, THE RETURNING PETER PARKER HAS OVERHEARD THE COMMOTION, AND, MAKING A RAPID CHANGE, HE SUDDENLY BURSTS INTO THE ROOM LIKE A TORNADO, AS THE AMAZING SPIDER-MAN!!
YOU'VE GOT THAT BACKWARDS, LOUD-MOUTH! YOU'RE THE ONE WHO'S GOT A LOT TO LEARN!
SPIDER-MAN!!
WOW-EEEE! THIS SURE HAS STUDYING CALCULUS BEAT ALL HOLLOW!!

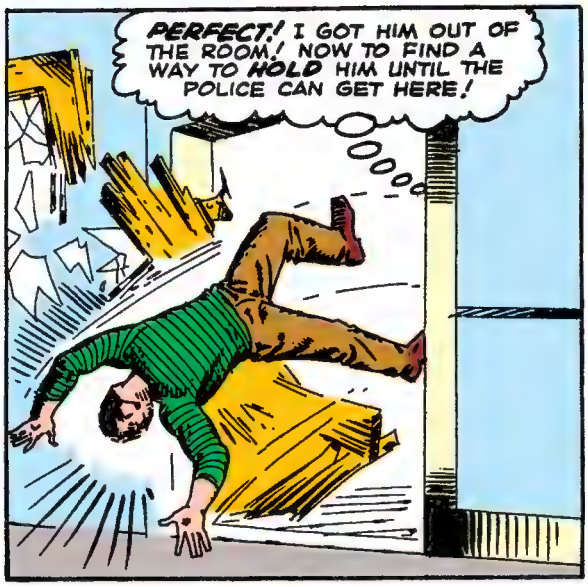
GO GET 'IM, SPIDER-MAN!
GIVE 'IM ONE FOR US, PAL!
WONDER IF THEY'D CHEER SO LOUD IF THEY KNEW IT WAS "PUNY" PETER PARKER THEY'RE CHEERING??

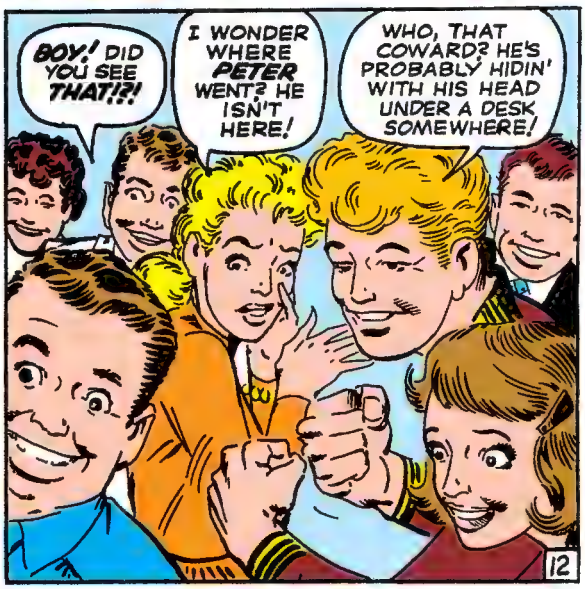

THAT WAS A REAL DRAMATIC ENTRANCE, SPIDER-MAN! BUT ENJOY IT WHILE YOU CAN--BECAUSE THIS TIME YOU AINT GETTIN' AWAY FROM ME SO EASY!
I'VE GOT TO GET HIM AWAY FROM HERE! CAN'T TAKE A CHANCE ON ANY OF THESE KIDS GETTING HURT WHILE WE'RE FIGHTING!

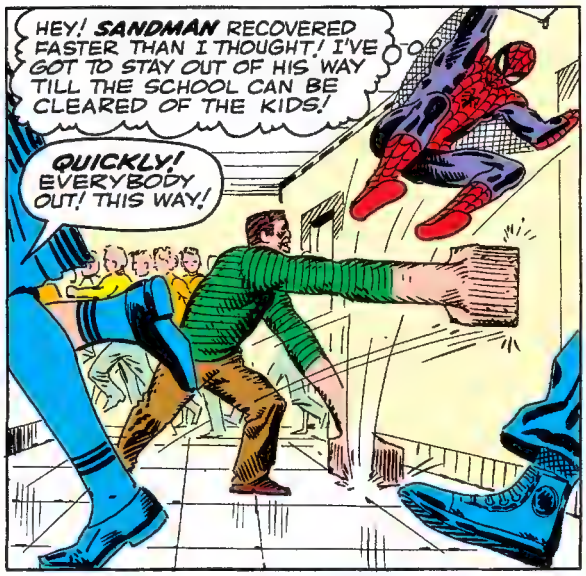
BUT MAYBE I CAN QUICKLY FLOOR HIM WITH ONE PUNCH...
UH OH! NOT A CHANCE! MY SPIDER SENSE TELLS ME HE'S MAKING HIS BODY ROCK-HARD AGAIN! I'D JUST BUST MY HAND TRYING!

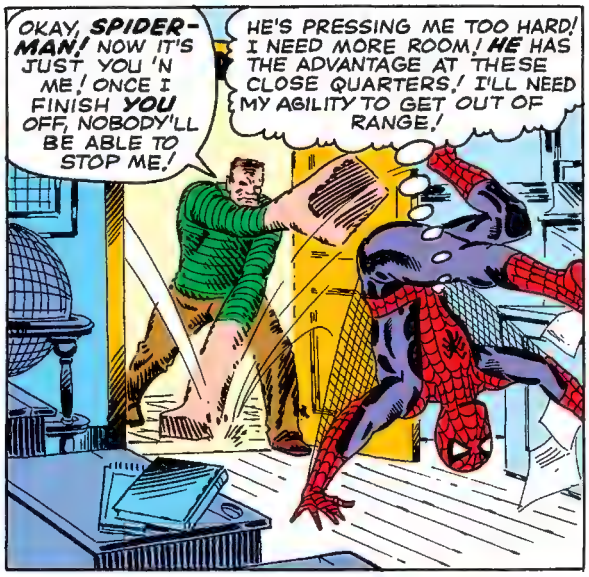
INSTEAD, I'LL DO THE UN-EXPECTED! I'LL GRAB HIM IN A WRESTLER'S HOLD BEFORE HE CAN CHANGE THE STRUCTURE OF HIS PHYSICAL MAKEUP...


...AND FLIP HIM OVER MY HEAD--LIKE THIS!
HAPPY LANDINGS, BRAGGERT!

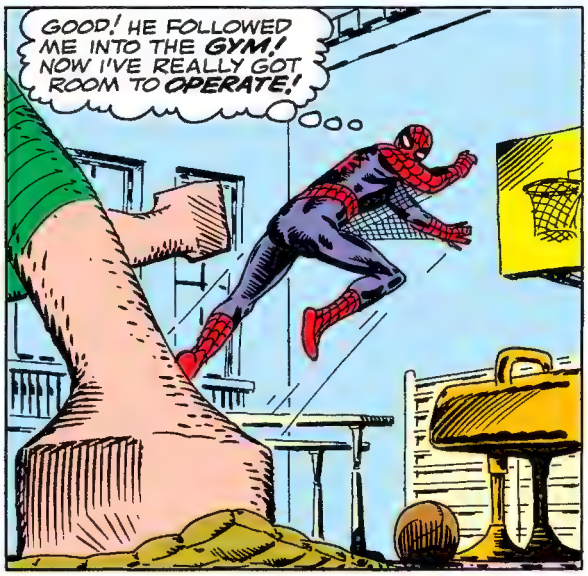

PERFECT! I GOT HIM OUT OF THE ROOM! NOW TO FIND A WAY TO HOLD HIM UNTIL THE POLICE CAN GET HERE!


BOY! DID YOU SEE THAT!?!
I WONDER WHERE PETER WENT? HE ISN'T HERE!
WHO, THAT COWARD? HE'S PROBABLY HIDIN' WITH HIS HEAD UNDER A DESK SOMEWHERE!

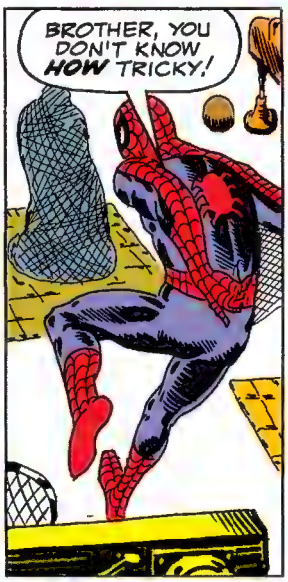

HEY! SANDMAN RECOVERED FASTER THAN I THOUGHT! I'VE GOT TO STAY OUT OF HIS WAY TILL THE SCHOOL CAN BE CLEARED OF THE KIDS!
QUICKLY! EVERYBODY OUT! THIS WAY!

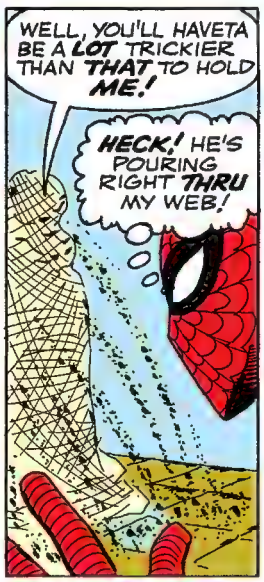

OKAY, SPIDER-MAN! NOW IT'S JUST YOU 'N ME! ONCE I FINISH YOU OFF, NOBODY'LL BE ABLE TO STOP ME!
HE'S PRESSING ME TOO HARD! I NEED MORE ROOM! HE HAS THE ADVANTAGE AT THESE CLOSE QUARTERS! I'LL NEED MY AGILITY TO GET OUT OF RANGE!

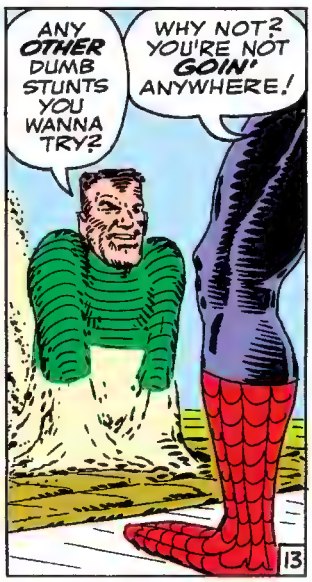
AHH, THIS IS MORE LIKE IT! NOW, I'VE GOT TO LURE HIM OUT OF HERE, INTO A BIGGER AREA! I KNOW JUST THE PLACE!

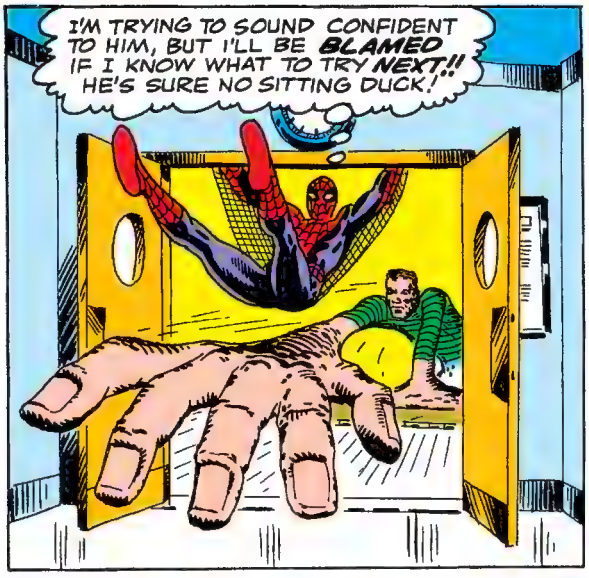

GOOD! HE FOLLOWED ME INTO THE GYM! NOW I'VE REALLY GOT ROOM TO OPERATE!

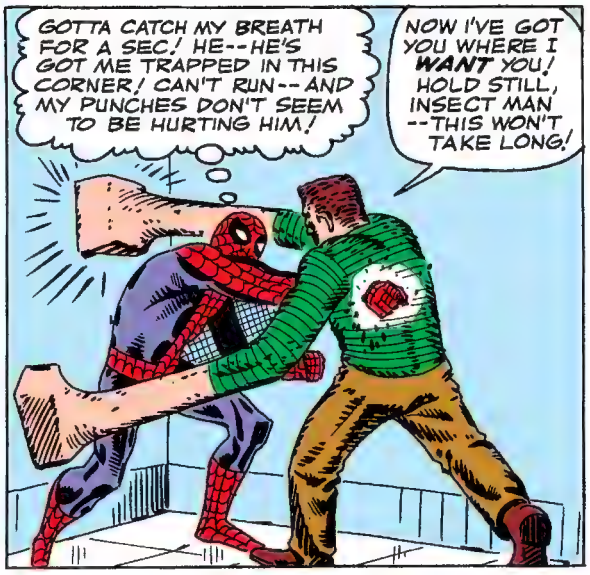
I'LL COVER HIM WITH MY WEB FROM UP HERE!
TRICKY LITTLE CLOWN, AINTCHA?

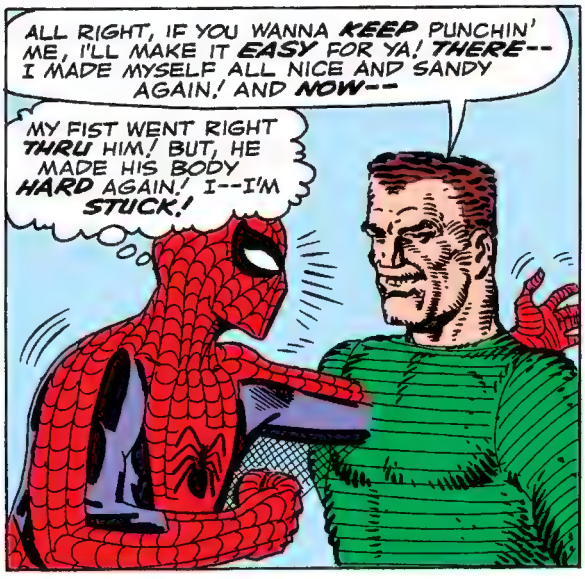

BROTHER, YOU DON'T KNOW HOW TRICKY!

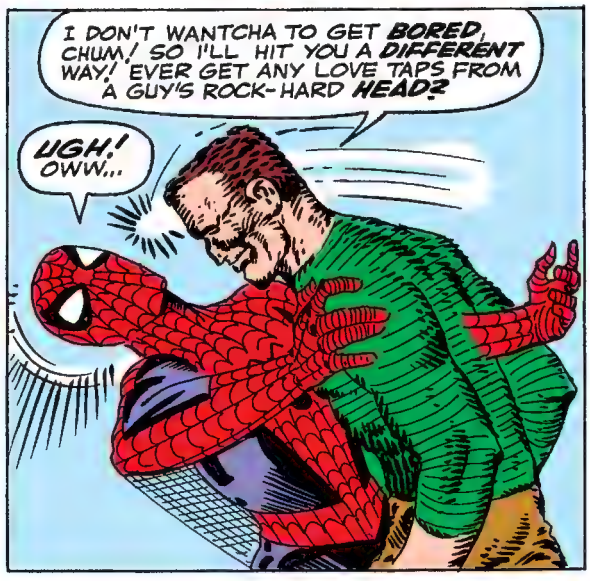

WELL, YOU'LL HAVETA BE A LOT TRICKIER THAN THAT TO HOLD ME!
HECK! HE'S POURING RIGHT THRU MY WEB!


ANY OTHER DUMB STUNTS YOU WANNA TRY?
WHY NOT? YOU'RE NOT GOIN' ANYWHERE!

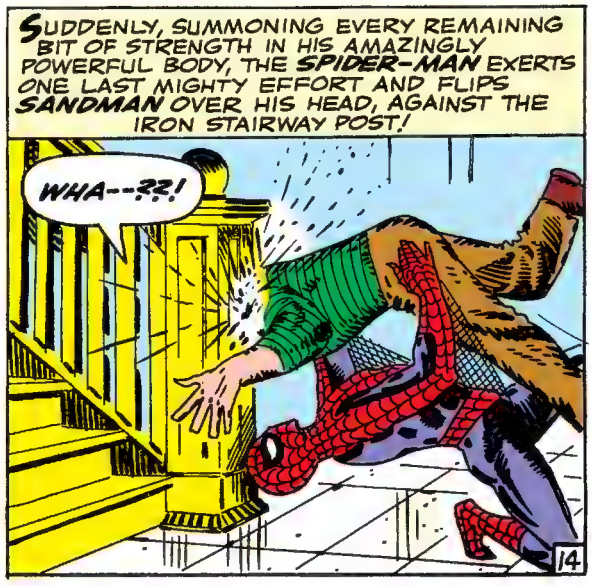

I'M TRYING TO SOUND CONFIDENT TO HIM, BUT I'LL BE BLAMED IF I KNOW WHAT TO TRY NEXT!! HE'S SURE NO SITTING DUCK!

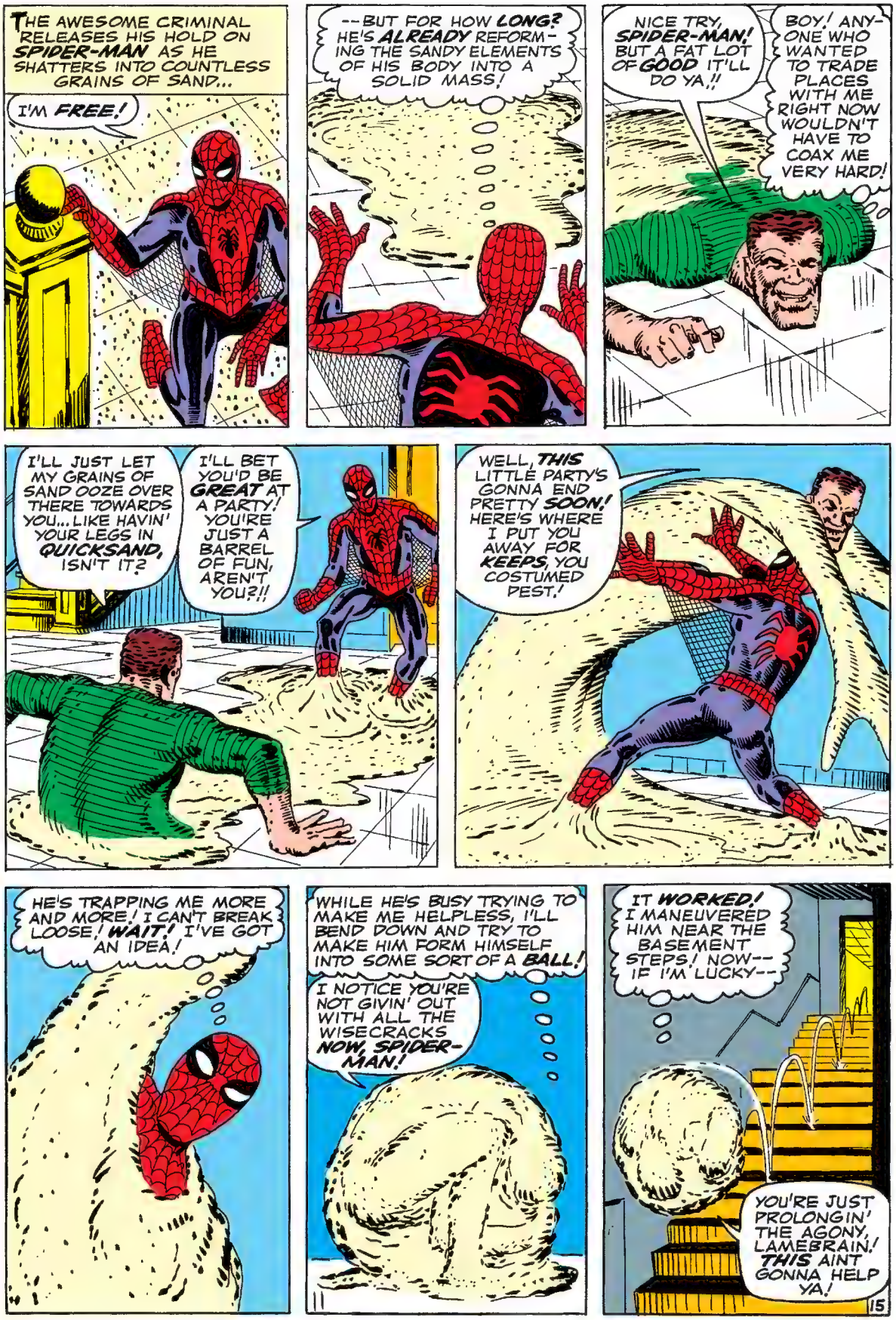

GOTTA CATCH MY BREATH FOR A SEC! HE--HE'S GOT ME TRAPPED IN THIS CORNER! CAN'T RUN--AND MY PUNCHES DON'T SEEM TO BE HURTING HIM!
NOW I'VE GOT YOU WHERE I WANT YOU! HOLD STILL, INSECT MAN --THIS WON'T TAKE LONG!

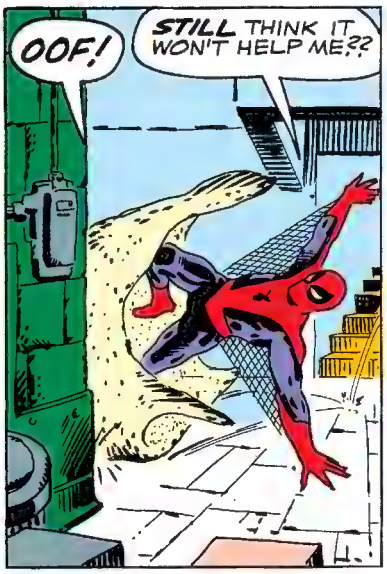

ALL RIGHT, IF YOU WANNA KEEP PUNCHIN' ME, I'LL MAKE IT EASY FOR YA! THERE-- I MADE MYSELF ALL NICE AND SANDY AGAIN! AND NOW--
MY FIST WENT RIGHT THRU HIM! BUT, HE MADE HIS BODY HARD AGAIN! I--I'M STUCK!

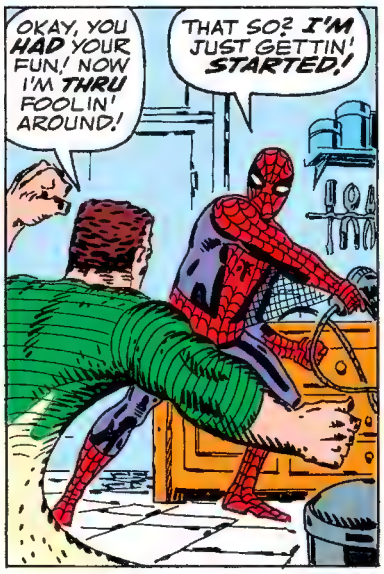

I DON'T WANTCHA TO GET BORED, CHUM! SO I'LL HIT YOU A DIFFERENT WAY! EVER GET ANY LOVE TAPS FROM A GUY'S ROCK-HARD HEAD?
UGH! OWW...

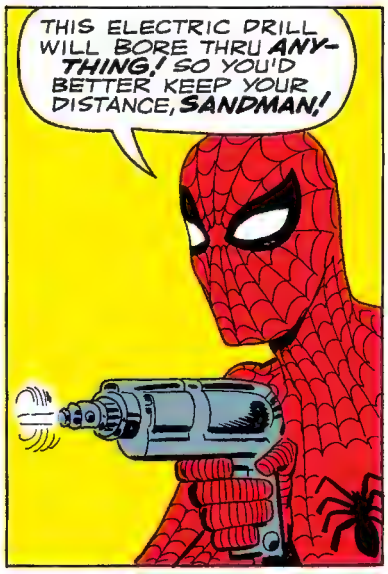
IF--IF I DIDN'T HAVE MY SPIDER STRENGTH, I'D BE OUT FOR THE COUNT NOW! CAN'T TAKE MUCH MORE OF THIS! GOTTA DO SOMETHING!!


SUDDENLY, SUMMONING EVERY REMAINING BIT OF STRENGTH IN HIS AMAZINGLY POWERFUL BODY, THE SPIDER-MAN EXERTS ONE LAST MIGHTY EFFORT AND FLIPS SANDMAN OVER HIS HEAD, AGAINST THE IRON STAIRWAY POST!
WHA--??!

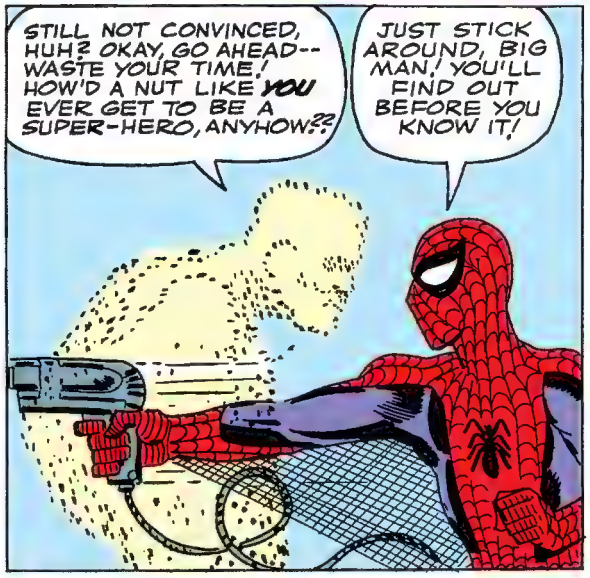

THE AWESOME CRIMINAL RELEASES HIS HOLD ON SPIDER-MAN AS HE SHATTERS INTO COUNTLESS GRAINS OF SAND...
I'M FREE!
--BUT FOR HOW LONG? HE'S ALREADY REFORMING THE SANDY ELEMENTS OF HIS BODY INTO A SOLID MASS!
NICE TRY, SPIDER-MAN! BUT A FAT LOT OF GOOD IT'LL DO YA!!
BOY! ANYONE WHO WANTED TO TRADE PLACES WITH ME RIGHT NOW WOULDN'T HAVE TO COAX ME VERY HARD!
I'LL JUST LET MY GRAINS OF SAND OOZE OVER THERE TOWARDS YOU... LIKE HAVIN' YOUR LEGS IN QUICKSAND, ISN'T IT?
I'LL BET YOU'D BE GREAT AT A PARTY! YOU'RE JUST A BARREL OF FUN, AREN'T YOU?!!
WELL, THIS LITTLE PARTY'S GONNA END PRETTY SOON! HERE'S WHERE I PUT YOU AWAY FOR KEEPS, YOU COSTUMED PEST!
HE'S TRAPPING ME MORE AND MORE! I CAN'T BREAK LOOSE! WAIT! I'VE GOT AN IDEA!
WHILE HE'S BUSY TRYING TO MAKE ME HELPLESS, I'LL BEND DOWN AND TRY TO MAKE HIM FORM HIMSELF INTO SOME SORT OF A BALL!
I NOTICE YOU'RE NOT GIVIN' OUT WITH ALL THE WISECRACKS NOW, SPIDER-MAN!
IT WORKED! I MANEUVERED HIM NEAR THE BASEMENT STEPS! NOW-- IF I'M LUCKY--
YOU'RE JUST PROLONGIN' THE AGONY, LAMEBRAIN! THIS AINT GONNA HELP YA!

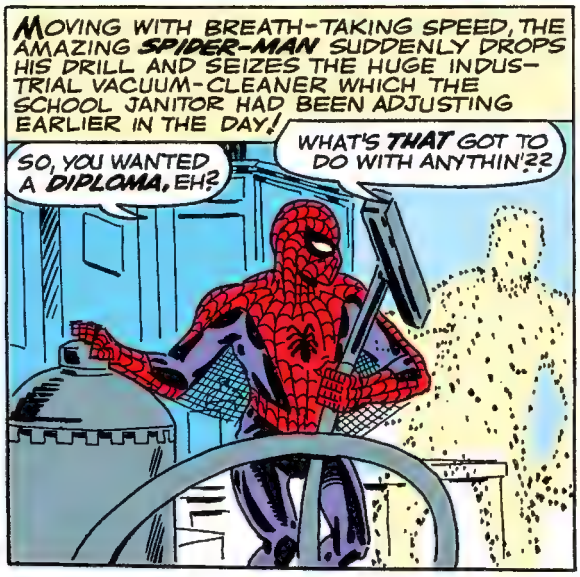

OOF!
STILL THINK IT WON'T HELP ME??

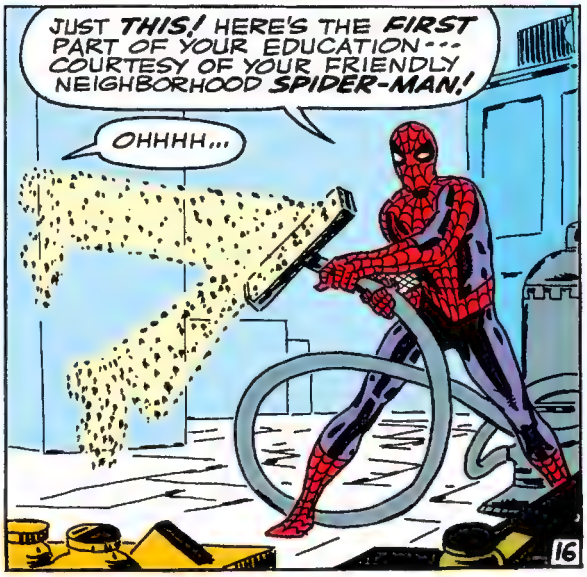

OKAY, YOU HAD YOUR FUN! NOW I'M THRU FOOLIN' AROUND!
THAT SO? I'M JUST GETTIN' STARTED!

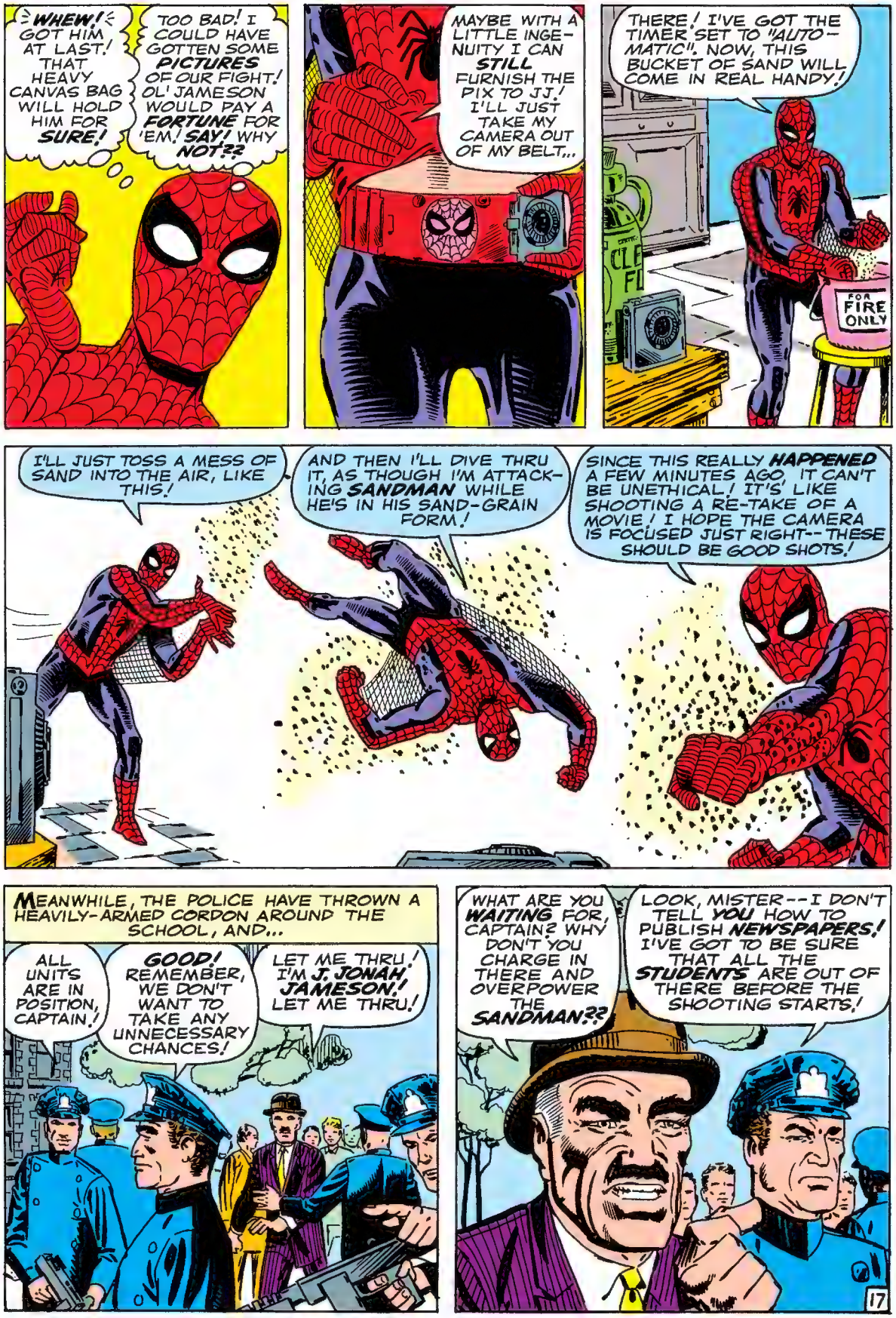

THIS ELECTRIC DRILL WILL BORE THRU ANYTHING! SO YOU'D BETTER KEEP YOUR DISTANCE, SANDMAN!

DON'T YOU EVER LEARN?? ALL I GOTTA DO IS MAKE MY BODY LIKE SAND AGAIN! THAT DUMB THING CAN'T HURT ME!
SO FAR, SO GOOD! HE DOESN'T SUSPECT THAT THAT'S JUST WHAT I WANT HIM TO DO!

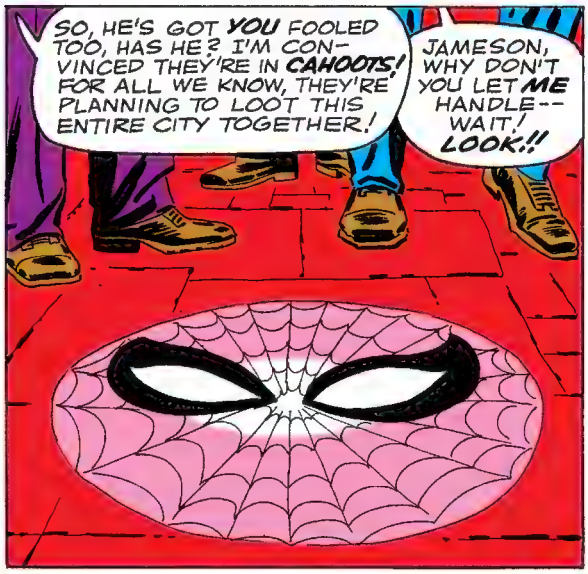

STILL NOT CONVINCED, HUH? OKAY, GO AHEAD--WASTE YOUR TIME! HOW'D A NUT LIKE YOU EVER GET TO BE A SUPER-HERO, ANYHOW??
JUST STICK AROUND, BIG MAN! YOU'LL FIND OUT BEFORE YOU KNOW IT!

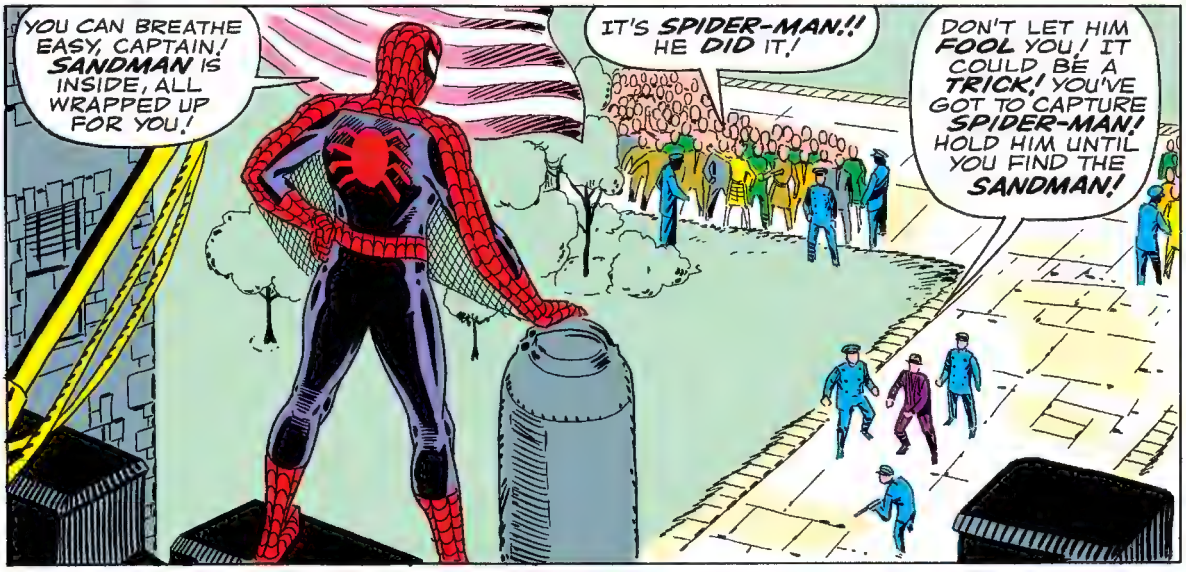

MOVING WITH BREATH-TAKING SPEED, THE AMAZING SPIDER-MAN SUDDENLY DROPS HIS DRILL AND SEIZES THE HUGE INDUSTRIAL VACUUM-CLEANER WHICH THE SCHOOL JANITOR HAD BEEN ADJUSTING EARLIER IN THE DAY!
SO, YOU WANTED A DIPLOMA, EH?
WHAT'S THAT GOT TO DO WITH ANYTHIN'??


JUST THIS! HERE'S THE FIRST PART OF YOUR EDUCATION--- COURTESY OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!
OHHHH...


WHEW! GOT HIM AT LAST! THAT HEAVY CANVAS BAG WILL HOLD HIM FOR SURE!
TOO BAD! I COULD HAVE GOTTEN SOME PICTURES OF OUR FIGHT! OL' JAMESON WOULD PAY A FORTUNE FOR 'EM! SAY! WHY NOT??
MAYBE WITH A LITTLE INGENUITY I CAN STILL FURNISH THE PIX TO JJ.! I'LL JUST TAKE MY CAMERA OUT OF MY BELT...
THERE! I'VE GOT THE TIMER SET TO "AUTOMATIC". NOW, THIS BUCKET OF SAND WILL COME IN REAL HANDY!
FOR FIRE ONLY
I'LL JUST TOSS A MESS OF SAND INTO THE AIR, LIKE THIS!
AND THEN I'LL DIVE THRU IT, AS THOUGH I'M ATTACKING SANDMAN WHILE HE'S IN HIS SAND-GRAIN FORM!
SINCE THIS REALLY HAPPENED A FEW MINUTES AGO, IT CAN'T BE UNETHICAL! IT'S LIKE SHOOTING A RE-TAKE OF A MOVIE! I HOPE THE CAMERA IS FOCUSED JUST RIGHT--THESE SHOULD BE GOOD SHOTS!
MEANWHILE, THE POLICE HAVE THROWN A HEAVILY-ARMED CORDON AROUND THE SCHOOL, AND...
ALL UNITS ARE IN POSITION, CAPTAIN!
GOOD! REMEMBER, WE DON'T WANT TO TAKE ANY UNNECESSARY CHANCES!
LET ME THRU! I'M J. JONAH JAMESON! LET ME THRU!
WHAT ARE YOU WAITING FOR, CAPTAIN? WHY DON'T YOU CHARGE IN THERE AND OVERPOWER THE SANDMAN??
LOOK, MISTER--I DON'T TELL YOU HOW TO PUBLISH NEWSPAPERS! I'VE GOT TO BE SURE THAT ALL THE STUDENTS ARE OUT OF THERE BEFORE THE SHOOTING STARTS!

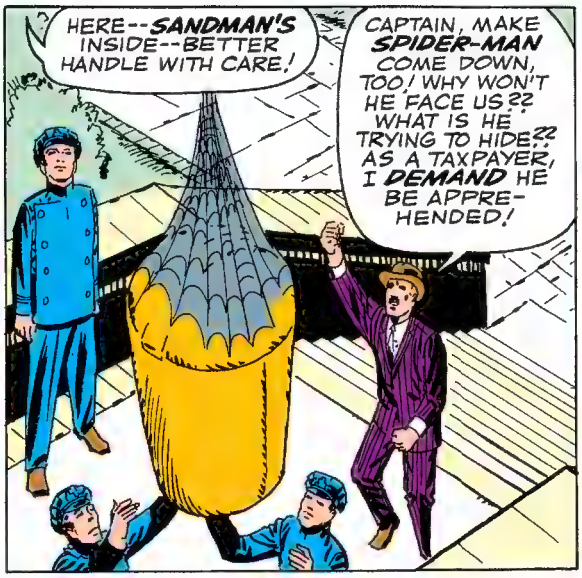
LATER...
ALL RIGHT, THE SCHOOL IS CLEARED OUT, EXCEPT FOR SANDMAN! NOW GET HIM BEFORE HE AND SPIDER-MAN ESCAPE!
YOU'RE OFF BASE THERE, JAMESON! WE'RE NOT AFTER SPIDER-MAN! FAR AS WE KNOW, HE'S HELPING US TO BATTLE SANDMAN!

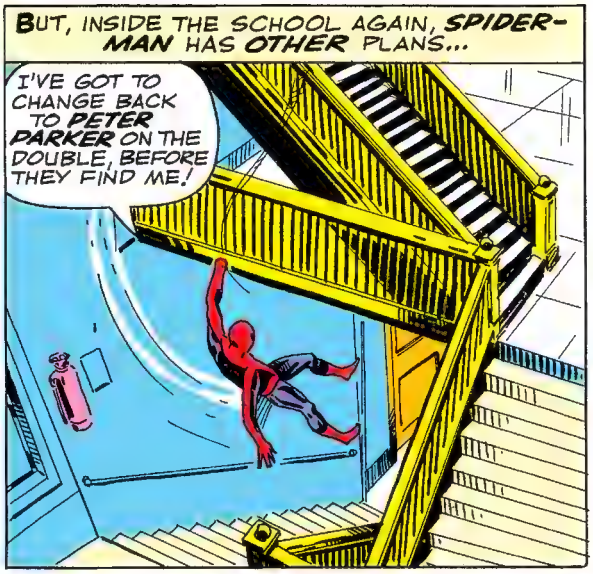

SO, HE'S GOT YOU FOOLED TOO, HAS HE? I'M CONVINCED THEY'RE IN CAHOOTS! FOR ALL WE KNOW, THEY'RE PLANNING TO LOOT THIS ENTIRE CITY TOGETHER!
JAMESON, WHY DON'T YOU LET ME HANDLE--WAIT! LOOK!!

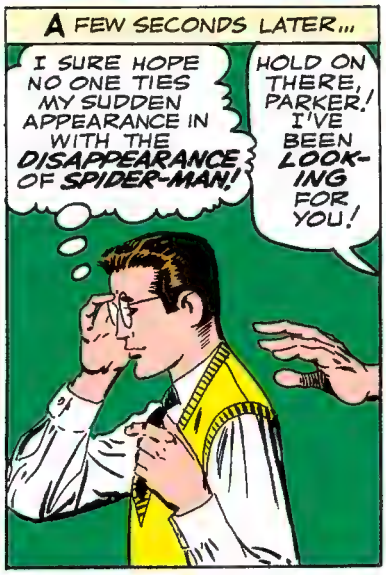

YOU CAN BREATHE EASY, CAPTAIN! SANDMAN IS INSIDE, ALL WRAPPED UP FOR YOU!
IT'S SPIDER-MAN!! HE DID IT!
DON'T LET HIM FOOL YOU! IT COULD BE A TRICK! YOU'VE GOT TO CAPTURE SPIDER-MAN! HOLD HIM UNTIL YOU FIND THE SANDMAN!

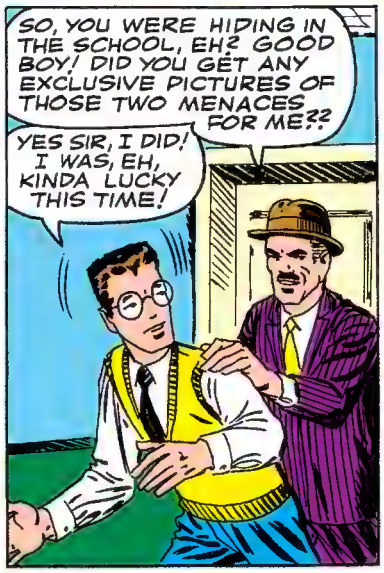
BETTER COME DOWN FROM THERE, SPIDER-MAN! YOU'LL HAVE TO GIVE US A FULL REPORT!
AND I'VE GOT A FEW QUESTIONS TO ASK HIM, TOO! MY PAPERS WANT TO KNOW MORE ABOUT HIM! WHY IS SPIDER-MAN ALLOWED TO ROAM THE CITY AT WILL--TAKING THE LAW INTO HIS OWN HANDS??

BOY, NOTHING I DO CAN SATISFY JAMESON! I'D BETTER WATCH MY STEP--HE HAS A WAY OF INFLAMING THE CROWD, TURNING EVERYTHING I SAY AND DO AGAINST ME! IF THE POLICE LISTEN TO HIM, I'M LIABLE TO BE LOCKED UP, TOO!


HERE--SANDMAN'S INSIDE--BETTER HANDLE WITH CARE!
CAPTAIN, MAKE SPIDER-MAN COME DOWN, TOO! WHY WON'T HE FACE US?? WHAT IS HE TRYING TO HIDE?? AS A TAXPAYER, I DEMAND HE BE APPREHENDED!


BUT, INSIDE THE SCHOOL AGAIN, SPIDER-MAN HAS OTHER PLANS...
I'VE GOT TO CHANGE BACK TO PETER PARKER ON THE DOUBLE, BEFORE THEY FIND ME!

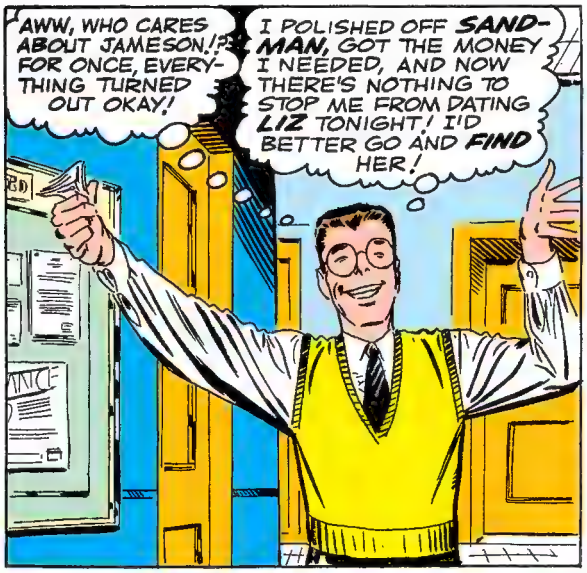

A FEW SECONDS LATER...
I SURE HOPE NO ONE TIES MY SUDDEN APPEARANCE IN WITH THE DISAPPEARANCE OF SPIDER-MAN!
HOLD ON THERE, PARKER! I'VE BEEN LOOKING FOR YOU!

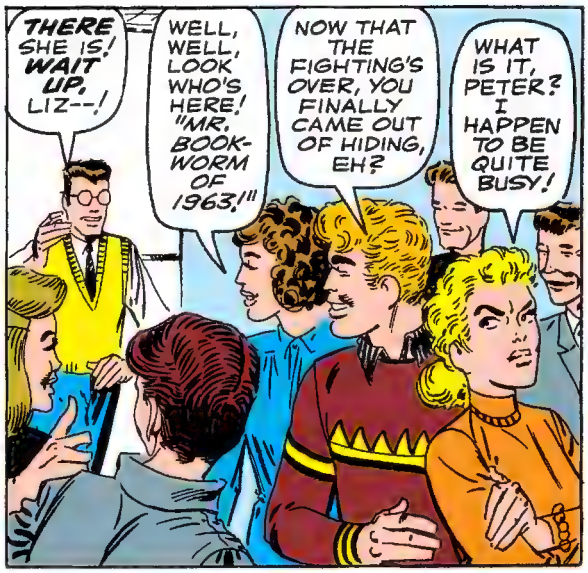

SO, YOU WERE HIDING IN THE SCHOOL, EH? GOOD BOY! DID YOU GET ANY EXCLUSIVE PICTURES OF THOSE TWO MENACES FOR ME??
YES SIR, I DID! I WAS, EH, KINDA LUCKY THIS TIME!

HERE'S THE FILM, MISTER JAMESON! I DIDN'T HAVE TIME TO HAVE IT DEVELOPED!
THAT'S ALL RIGHT! DON'T WORRY ABOUT IT! I'LL TAKE THE COST OF DEVELOPING OUT OF YOUR PAY!

NOT A SIGN OF SPIDER-MAN, CHIEF!
WELL, WE'VE NOTHING AGAINST HIM ANYWAY! AND WE DO HAVE SANDMAN UNDER WRAPS!
NOTHING AGAINST SPIDER-MAN??!! WHAT ABOUT THE DAMAGE DONE TO THE INSIDE OF THE SCHOOL?? WAIT TILL MY PAPERS WRITE AN EDITORIAL ABOUT HIM WRECKING PUBLIC PROPERTY!

IF SPIDER-MAN HAD LET THE POLICE HANDLE THIS, SANDMAN COULD HAVE BEEN STARVED OUT OF THERE AND CAPTURED WITH NO FUSS, NO DAMAGE! BUT ONCE AGAIN SPIDER-MAN TRIED TO STEAL THE GLORY!
MR. JAMESON, THE POLICE APPRECIATE SPIDER-MAN'S HELP! YOU CAN PRINT WHAT YOU WANT TO IN YOUR PAPERS, BUT SOONER OR LATER PEOPLE WILL REALIZE YOU'RE JUST AIRING A PRIVATE GRUDGE OF YOUR OWN!

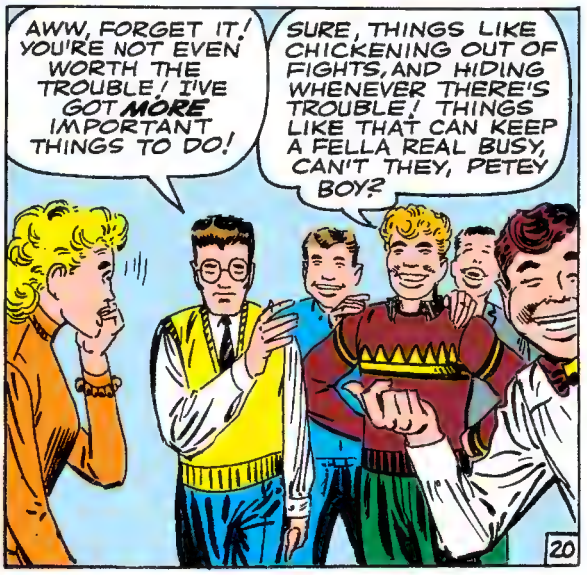

AWW, WHO CARES ABOUT JAMESON!? FOR ONCE, EVERYTHING TURNED OUT OKAY!
I POLISHED OFF SANDMAN, GOT THE MONEY I NEEDED, AND NOW THERE'S NOTHING TO STOP ME FROM DATING LIZ TONIGHT! I'D BETTER GO AND FIND HER!

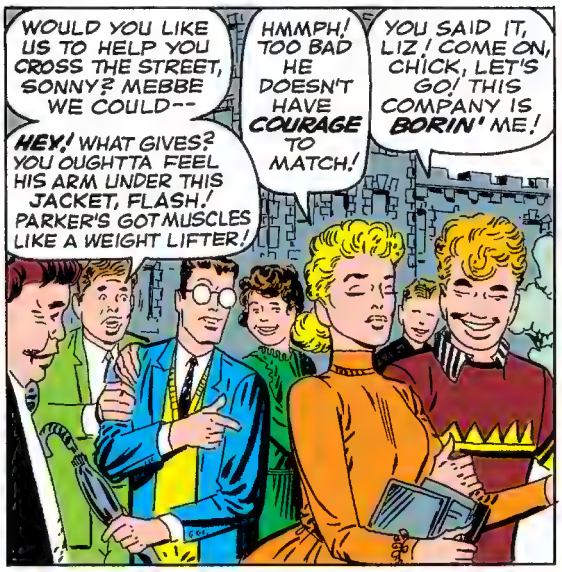

THERE SHE IS! WAIT UP, LIZ--!
WELL, WELL, LOOK WHO'S HERE! "MR. BOOKWORM OF 1963!"
NOW THAT THE FIGHTING'S OVER, YOU FINALLY CAME OUT OF HIDING, EH?
WHAT IS IT, PETER? I HAPPEN TO BE QUITE BUSY!

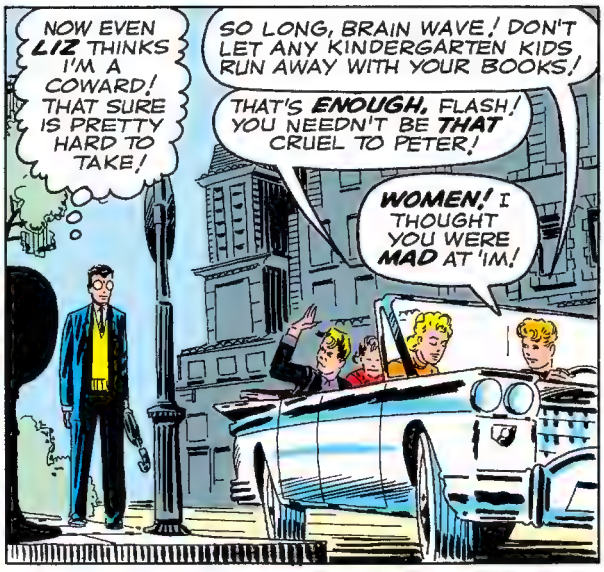
GEE, DON'T BE ANGRY, LIZ! I JUST WANTED TO TELL YOU THAT I CAN TAKE YOU OUT TONIGHT, AFTER ALL!
REALLY? PERHAPS WE SHOULD DECLARE THIS A NATIONAL HOLIDAY! SORRY, MR. PARKER, BUT I HAVE MADE OTHER PLANS!
MEANING YOURS TRULY, PUNK! NOW RUN ALONG AND FIND YOUR UMBRELLA!

YOU BRAINLESS LOUDMOUTH! YOU'VE INSULTED ME FOR THE LAST TIME! I'M GONNA WIPE THAT STUPID LEER OFF YOUR FACE RIGHT NOW!
WELL, WELL! SO THE WORM FINALLY TURNED, EH? OKAY, WORM, I'VE BEEN WAITING FOR THIS!

WAIT! WHAT AM I DOING?? I CAN'T AFFORD TO LOSE MY TEMPER LIKE THIS! WITH THE STRENGTH OF SPIDER-MAN, IF I GET INTO A FIGHT WITH A NORMAL GUY, I COULD PULVERIZE HIM!

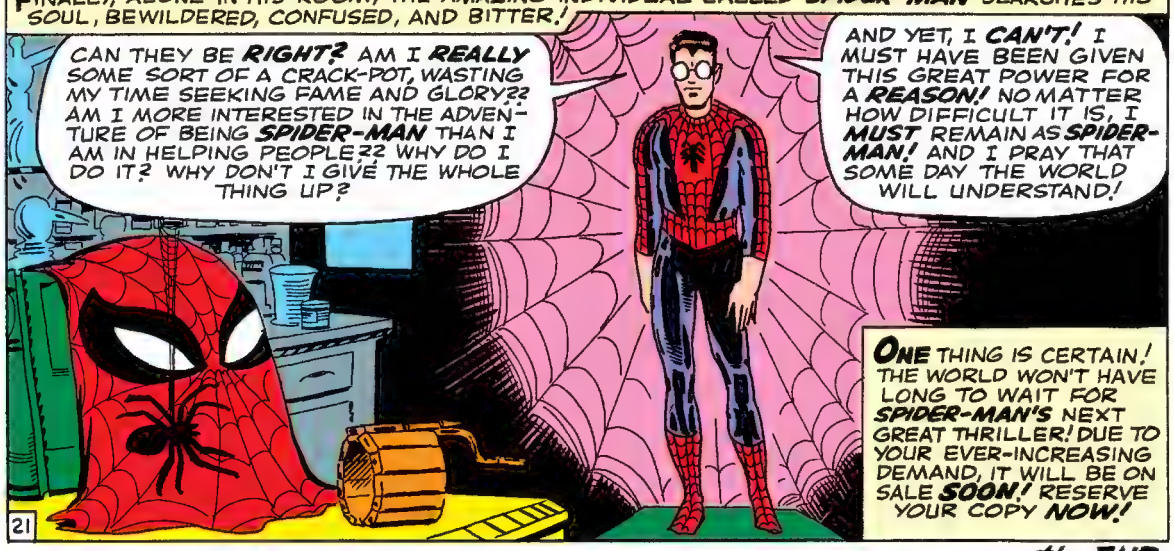

AWW, FORGET IT! YOU'RE NOT EVEN WORTH THE TROUBLE! I'VE GOT MORE IMPORTANT THINGS TO DO!
SURE, THINGS LIKE CHICKENING OUT OF FIGHTS, AND HIDING WHENEVER THERE'S TROUBLE! THINGS LIKE THAT CAN KEEP A FELLA REAL BUSY, CAN'T THEY, PETEY BOY?





LATER, WALKING HOME FROM SCHOOL, A THOUGHTFUL PETER PARKER OVERHEARS THE COMMENTS OF HIS NEIGHBORS...

FINALLY, ALONE IN HIS ROOM, THE AMAZING INDIVIDUAL CALLED SPIDER-MAN SEARCHES HIS SOUL, BEWILDERED, CONFUSED, AND BITTER!



the END

SPIDER'S WEB

Dear Stan and Steve:

Amazing Spider-Man #2 was again very good. I enjoyed this issue somewhat more than the first issue, probably because there was more action this time. Your two stories, "Duel to the Death with the Vulture," and "The Terrible Tinkerer," were both very good. I wish Spider-Man had gotten due credit for his capture of the Vulture (not to mention the prevention of the conquering of the Earth), and I'm still waiting to see the day when Jameson will swallow his nasty remarks about our hero. The picture of Spider-Man on page 9, panel 6 was one of the best pictures yet of our hero. By the way, thanks for the picture of Spider-Man in the corner of your cover. I'm glad that the Marvel group has received this custom. It adds an extra little touch to the cover. Well, I'll be looking forward to your next issue.

Dave Bibby
40 Hillside Ave.
Verona, N. J.

Thanks, Dave. Glad you like our cover trademark. We've received many nice comments from readers about it, and appreciate them all.

Dear Stan and Steve:

I have just read a terrific new comic that is worthy of reading over and over again. It's name: THE AMAZING SPIDER-MAN, and it is great. No question about it. Well, mebbe just one. In the first half of the book, Spider-Man's secret identity is Peter *Parker*, but in the second half, his secret identity is Peter *Palmer!* Which name is right?

Gary Anderson
East Northport, N. Y.

Gary, literally hundreds of puzzled fans have called our attention to that king-sized error! We don't know how it happened, but to set the record straight, SPIDER-MAN'S real name is Peter PARKER, and we're gonna do our best to see that it STAYS that way!

Dear Stan and Steve:

Stan, you have struck again. If I thought the first SPIDER-MAN tale was good, I should have waited till the second and third. WOW! and a few more for flavor! The only thing I truly regret is that Steve Ditko's art distorted the Four to the point where it was agony to this dyed-in-the-wool FF fan to see them. SPIDER-MAN he can do well — I honestly can't picture him any other way — but the others . . . I suggest any more feature appearances be made by S-M (Sub-Mariner's initials?) in other magazines.

Paul Moslander
Editor of *Jeddak*
1206 31 Ave.
San Mateo, California

You're about to get your wish, Paul! Lately, it seems that SPIDER-MAN is all over the place! He has a brief guest appearance in the great FANTASTIC FOUR ANNUAL, on sale this summer . . . and he shares top billing with the HUMAN TORCH in the 72-page STRANGE TALES ANNUAL, also out this summer. We couldn't think of any excuse to squeeze him into the MILLIE THE MODEL ANNUAL, but we tried!

Dear Stan and Steve:

WOW! You really did it! *Amazing Spider-Man* #2 was spectacular! It was colossal! It was even better than your first great issue. You gave us new, new villains, both of whom are good. I think, however, that the Vulture was the best; he was terrific! I think he's even better than Dr. Doom, villain in *Fantastic Four*. The way the Vulture keeps looping around behind Spider-Man made me wonder if Spider-Man would defeat the Vulture at all! One of the things that makes the Spider-Man more believable and real is the fact that he does make mistakes at times. He wasn't very careful, at times, in his battle with the Vulture, and consequently, the Vulture was able to knock him out and dump him in a water-tower. Another time, Spider-Man was careless, and the Vulture almost sent him plunging to his death! But it's things like this that make the Spider-Man so great! I have some comments to make about the belt that Spider-Man now wears. As long as he uses it to keep web-fluid capsules in, it's all right with me. Just don't start having him keep a whole lot of scientific gadgets and other things in it! If you do, POW! Spider-Man is supposed to depend on his spider-like powers; he doesn't need a lot of other things in his battle against crime. Keep up the good work. Spider-Man is your best super-hero by a long shot!!! Why don't you drop the word, 'Amazing' from your title? It doesn't sound quite right.

Larry Brown
506 Handy Drive
Bay City, Michigan

We kept the word AMAZING out of sentiment, because it was part of the title of the magazine which SPIDER-MAN replaced. Also, it seemed to fit Peter Parker to a T! But, as usual, we'll let our fans be the final judge. What do you say, friends? Do we drop the word AMAZING from our title, or does it remain?

Dear Stan and Steve:

At last! Spider-Man has his own mag!!! I love your art, and the plots are terrific. His costume is the most glamourous and colorful in comic history and I think his mag will be the most liked throughout all of North America within six months. Don't get Spider-Man to join the FF though; he's the greatest by himself. He's the only super-hero I know who doesn't have money or live in luxury. I think that you should give him his own headquarters and maybe a Spider-jet with his insignia on it.

Waiting for the next issue,
Bill Schmuck
1140 Rock Street
Victoria, B.C., Canada

We're all for it, Bill, but where is a super hero without any dough gonna get his own Spider-jet?? Last we heard, he was trying to raise the down-payment on a bike!

CONTINUED . . .

Dear Editor,

I thought *Fantastic Four* was great, but the amazing *Spider-Man* is superb, excellent! Glad to see S. Lee and S. Ditko together on such a great mag. In my opinion *Spider-Man's* adventures are superb, great fantasy, plots, and artwork. If future issues are as good or better as No. 1, they'll be excellent. About *Amazing Adult Fantasy* (where SPIDER-MAN first appeared), what ever happened to it? I thought it was a great mag. The first issue of amazing *Spider-Man* was truly superb. Thanks for a great mag.

Arthur Davis Jr.
2809 Avenham Ave.
Roanoke 14, Virginia

You're more than welcome, Art! As for AMAZING ADULT FANTASY, we're glad of this opportunity to explain its demise to all those who've asked about it. Judging by your mail, those who read the mag LOVED it . . . but, judging by our sales, not enough readers BOUGHT A.A.F.! So, just for kicks, we decided to create a new super character (SPIDER-MAN) and throw away all the rules, making him as original and as different as we could. We planned to present him in the final issue of AMAZING ADULT FANTASY, just to satisfy ourselves. But, the rest is history! His surprise appearance jolted readers everywhere, and we were deluged with letters demanding that he be given his own magazine. So there you are . . . AMAZING ADULT FANTASY has now become AMAZING SPIDER-MAN, and a new super hero sensation has joined the Marvel galaxy of stars!

Dear Stan and Steve:

I can tell already that the SPIDER-MAN letter column will contain fantastic rave letters, claiming that you have the art of Dali, the writing of Shakespeare, and the greatest character since Ellery Queen. Probably you will also print one crank letter, saying, "SPIDER-MAN stinks because he is a real weirdo, so why don't you give him some more powers and a romantic interest, and have him talk to spiders and befriend them, and square him with the law so as he can be a fighter for crime." Even if you won't be as good or as bad as any of the letters you print, there is certainly no denying that you have something going for you. The cover was the best ever used on any magazine you edit, the interior art of Human Torch was especially outstanding, the best treatment he has had since the "good old days," the plots were sound, and the personal touches that make your stories what they are abounded. The way SPIDER-MAN "flies" by swinging from web to web, may displease the window cleaners who have to clear the webs away, but I hope you keep it, rather than have him jump or catapult himself until he is effectively flying under his own power. The scenes in the second story, on page seven, were especially effective. One gripe, and I will bring this letter to a close. Such quotes as, "My spider instincts sense danger behind me!", "That tingle I feel, my quarry is close," "I can still sense him in the dark" – all imply some vague power which has no reasonable explanation, and which is unnecessary to the story. Most super-heroes have such unexplained instincts which save the writer the trouble of thinking up a more reasonable and clever way out of plot difficulties, but I just hope you keep SPIDER-MAN out of this rut!

Rick Wood
Bellingrath, Southwestern
Memphis 12, Tennessee

Aw, come on now, Rick! WHAT rut? How many OTHER super heroes do you know with spider instincts?

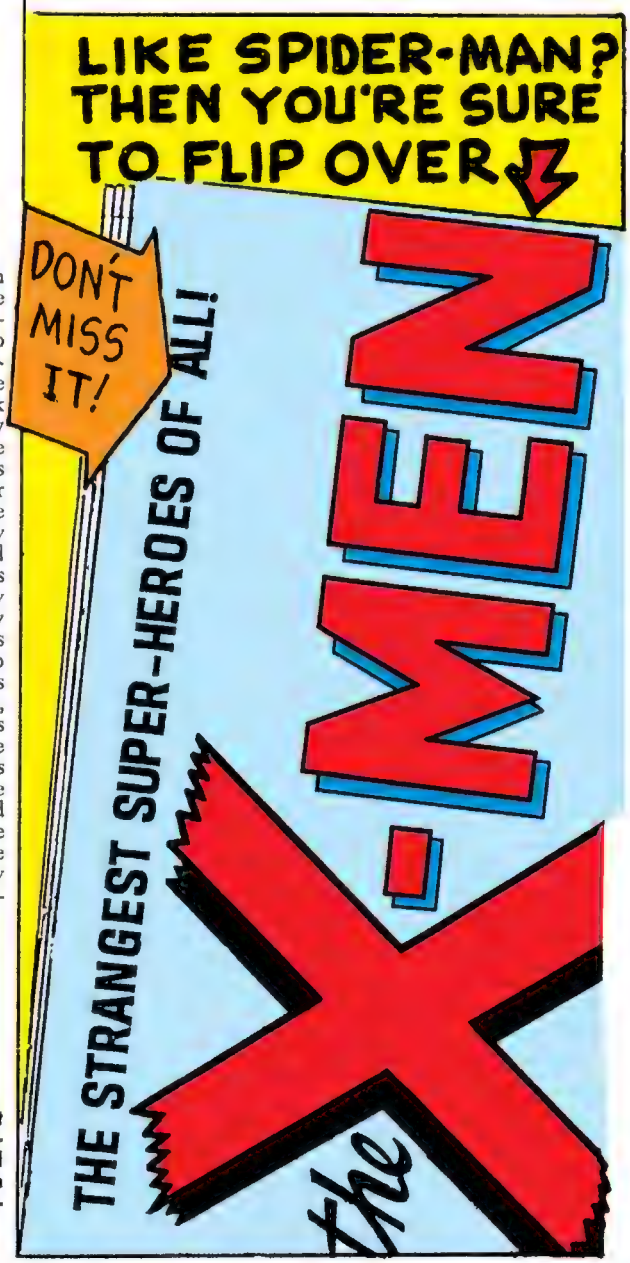
SPECIAL ANNOUNCEMENTS SECTION:

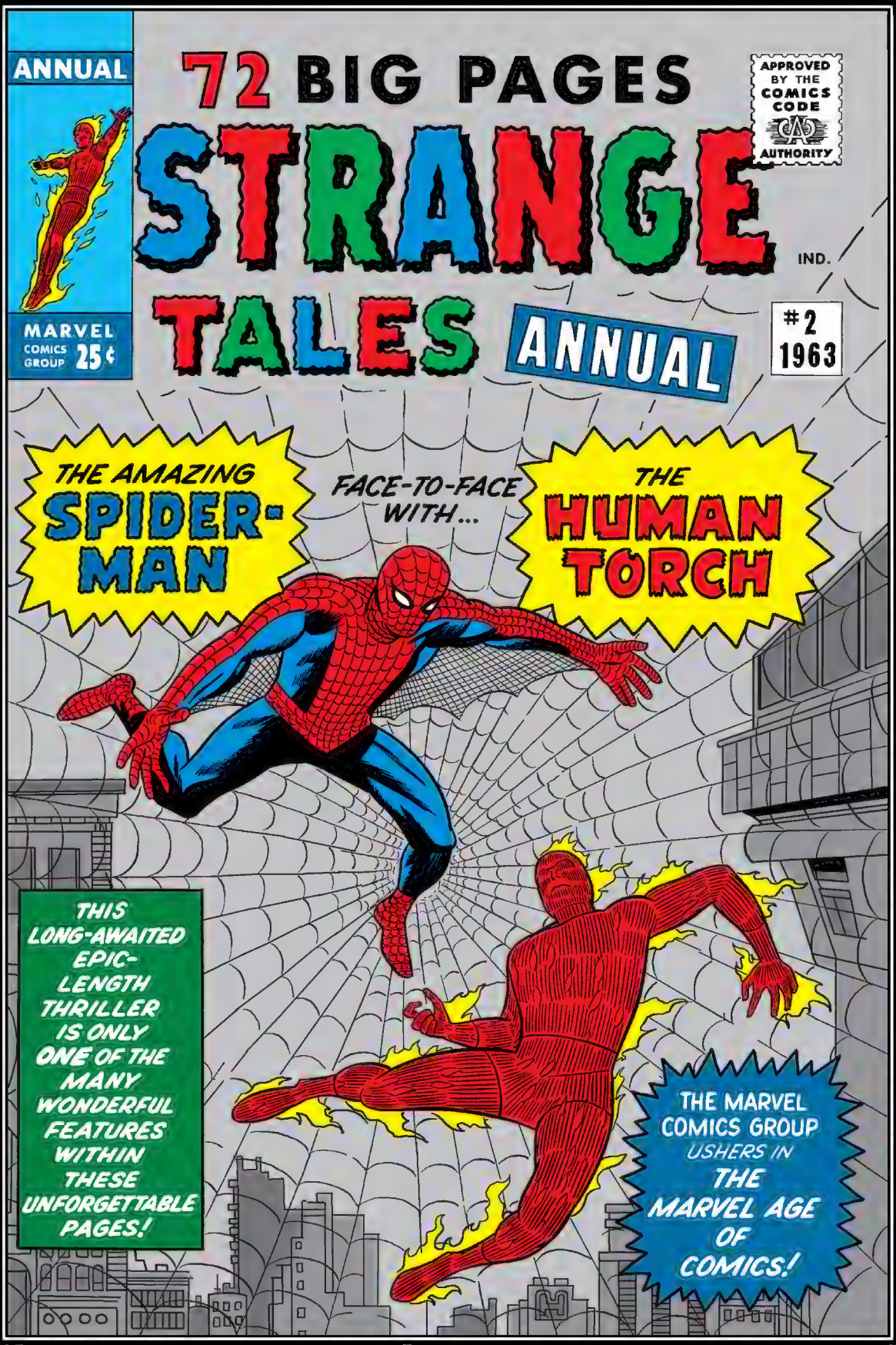
Forgive us if we sound boastful, but we just can't help it. In the space of only three issues, SPIDER-MAN has become a comic magazine sensation! And so, we are proud to announce that, effective with this issue, the AMAZING SPIDER-MAN will be published MONTHLY!

- **Many readers have written to request that SPIDER-MAN join the FANTASTIC FOUR, or team up with the HUMAN TORCH, or SUB-MARINER, or THOR, or almost any and every super character in our ever-growing lineup. However, for the time being, we would like to limit him to a few occasional guest appearances with our other heroes (which will be announced, when space permits). Stan and Steve have so many wonderful, unusual ideas for future SPIDER-MAN tales, that we don't want to do anything to interfere with them.**

- **Due to the unusually large demand for SPIDER-MAN, we hear that some fans have been missing issues because their dealers were sold out. May we suggest that you avoid disappointment by asking your dealer to RESERVE a copy for you in advance. Okay? Then we'll see you next month!**

- **Yours till Peter Parker picks a peck of pickled peppers!**




ANNUAL
MARVEL COMICS GROUP 25¢
72 BIG PAGES
STRANGE TALES ANNUAL
APPROVED BY THE COMICS CODE AUTHORITY
IND.
#2 1963
THE AMAZING SPIDER-MAN
FACE-TO-FACE WITH...
THE HUMAN TORCH
THIS LONG-AWAITED EPIC-LENGTH THRILLER IS ONLY ONE OF THE MANY WONDERFUL FEATURES WITHIN THESE UNFORGETTABLE PAGES!
THE MARVEL COMICS GROUP USHERS IN THE MARVEL AGE OF COMICS!

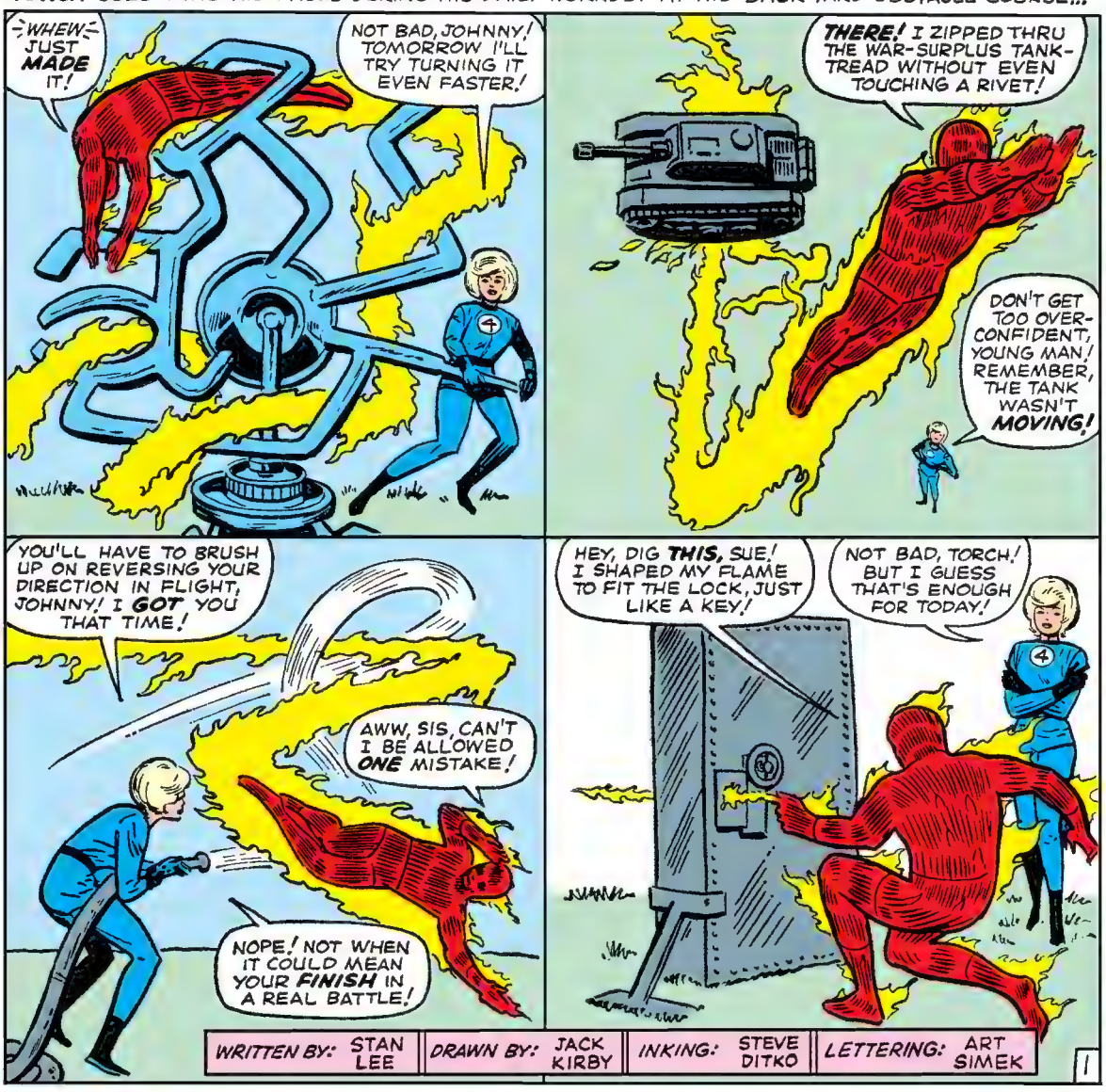
STRANGE TALES ANNUAL PRESENTS ONE OF THE MOST EPIC THRILLERS OF ALL TIME!! THE DAZZLING

HUMAN TORCH,

ON THE TRAIL OF THE AMAZING

SPIDER-MAN!

AIDED BY HIS SISTER, SUE STORM (KNOWN PROFESSIONALLY AS **THE INVISIBLE GIRL**), THE **HUMAN TORCH** GOES THRU HIS PACES DURING HIS DAILY WORKOUT AT HIS BACK YARD OBSTACLE COURSE...



WRITTEN BY: STAN LEE | DRAWN BY: JACK KIRBY | INKING: STEVE DITKO | LETTERING: ART SIMEK

RETURNING TO THE LIVING-DINING AREA OF THEIR MODERN SPLIT-LEVEL HOME IN GLENVILLE, LONG ISLAND, THE TORCH AND HIS SISTER PREPARE FOR A LAZY, LEISURELY SATURDAY AFTERNOON...

IT'S RATHER NICE TO SPEND A QUIET DAY AT HOME, WITH NO DANGEROUS **FANTASTIC FOUR** MISSIONS TO WORRY ABOUT!

YOU CAN SAY **THAT** AGAIN, SIS! BOY, THAT WORKOUT WAS A GASSER! I'M **POOPED!** LOOK OUT, COUCH--HERE I COME!

FLAMIN' FIREBALLS! LOOKA **THIS!**

ALMOST THE WHOLE BLAMED ISSUE OF **LIVE** IS DEVOTED TO THAT SWELL-HEADED **SPIDER-MAN!**

LIVE

TWO BIG SECTIONS ON SPIDER-MAN

WHERE DOES **HE** COME OFF GETTIN' ALL THAT PUBLICITY?? WHAT CAN **HE** DO THAT **I** CAN'T DO **BETTER??**

WELL, HE CAN GET MORE **HEADLINES,** FOR ONE THING!

SPIDER-MAN NETS BURGLARY RING

BOY! THAT REALLY **BUGS** ME!

WHEN **I** DO SOMETHIN' SENSATIONAL, THE **FANTASTIC FOUR** GETS THE CREDIT! BUT WHEN **THAT** CORNY CREEP DOES ANYTHING, EVERY PAPER AND MAG GIVES HIM A WRITE-UP!

IF YOU INTEND TO CONTINUE THAT CHILDISH TANTRUM, I'LL SIMPLY FADE AWAY!

YEAH? **YOU** WOULDN'T BE SO CALM IF THERE WAS A SPIDER-**GIRL** SOMEWHERE, STEALIN' YOUR THUNDER!

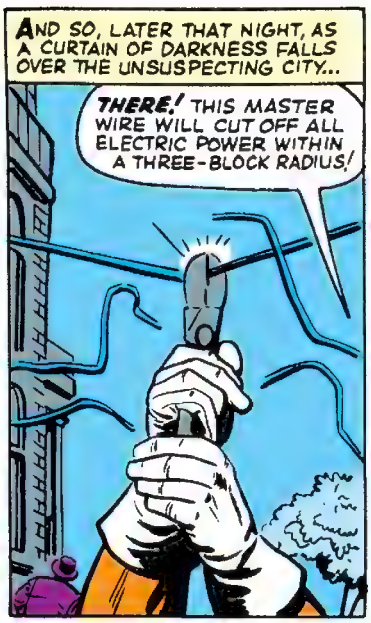
EVERY TIME I PICK UP A PAPER, IT'S "**SPIDER-MAN** THIS--" AND "**SPIDER-MAN** THAT--"!! BOY, THAT GUY MAKES ME **SIZZLE!** I'D GIVE **ANYTHING** FOR A CHANCE TO PROVE HE AINT SO HOT!

ALTHOUGH HE DOESN'T SUSPECT IT, THE **TORCH** IS CLOSER TO THAT CHANCE THAN HE KNOWS! LET US NOW VISIT THE MUSEUM OF ART, WHERE A NEWLY-DISCOVERED DA VINCI MASTERPIECE IS ON EXHIBITION...

YOU'LL **NEVER** BE ABLE TO PULL THIS JOB OFF, **FOX!** THERE'S TOO MANY **GUARDS** AROUND!

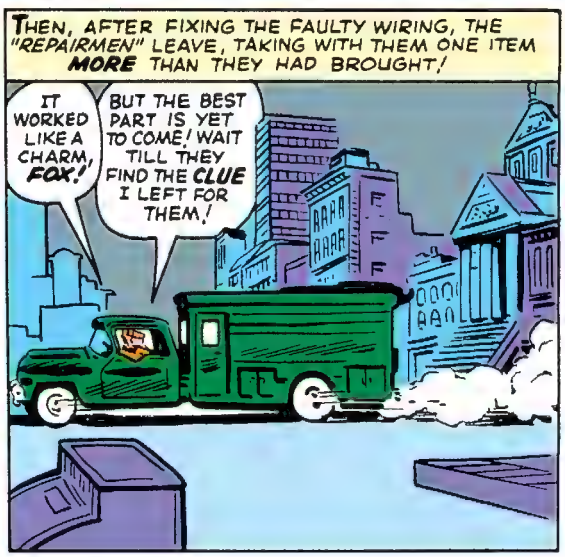
DON'T BE A **FOOL!** MY PLANS ARE ALL MADE! THAT PAINTING WILL BELONG TO THE **FOX** BEFORE MORNING!

I STILL DON'T LIKE IT! EVEN IF THE COPS DON'T STOP YA, YOU'VE STILL GOT THE FANTASTIC FOUR TO WORRY ABOUT--AND MAYBE EVEN SPIDER-MAN!!
EXACTLY THE OPPOSITE, MY FRIEND! I'VE ARRANGED THINGS SO THAT SPIDER-MAN WILL HELP ME! JUST WAIT AND SEE!


AND SO, LATER THAT NIGHT, AS A CURTAIN OF DARKNESS FALLS OVER THE UNSUSPECTING CITY...
THERE! THIS MASTER WIRE WILL CUT OFF ALL ELECTRIC POWER WITHIN A THREE-BLOCK RADIUS!

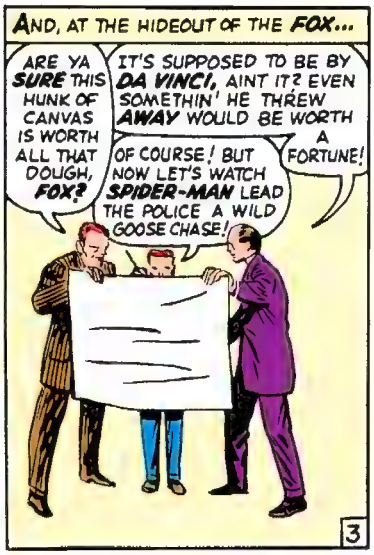
I DON'T LIKE IT, CHARLIE! ALL THE ELECTRICITY WENT OFF!
THAT MEANS THE BURGLAR ALARMS WON'T WORK! BETTER GET THE ELECTRIC COMPANY REPAIR TRUCK HERE ON THE DOUBLE!
HELLO! HELLO! OPERATOR, THIS IS AN EMERGENCY!

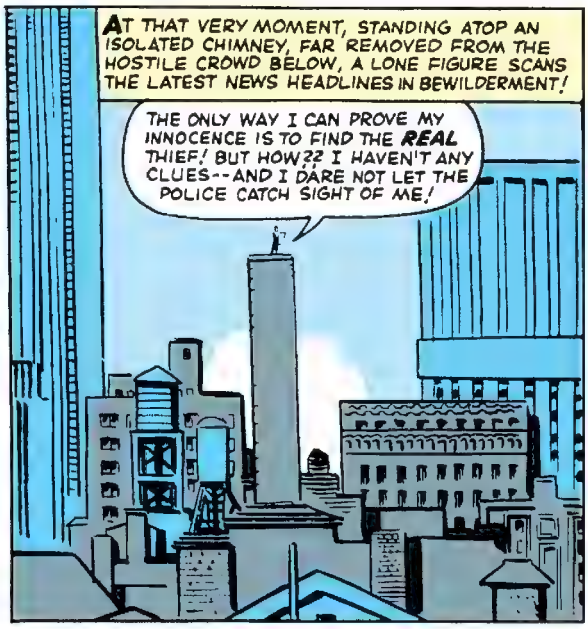
MINUTES LATER...
YOU SHOW THE BOYS WHERE THE MAIN FUSE BOX IS! I'LL WAIT HERE FOR ADDITIONAL EQUIPMENT TO ARRIVE!


THEN, AFTER FIXING THE FAULTY WIRING, THE "REPAIRMEN" LEAVE, TAKING WITH THEM ONE ITEM MORE THAN THEY HAD BROUGHT!
IT WORKED LIKE A CHARM, FOX!
BUT THE BEST PART IS YET TO COME! WAIT TILL THEY FIND THE CLUE I LEFT FOR THEM!

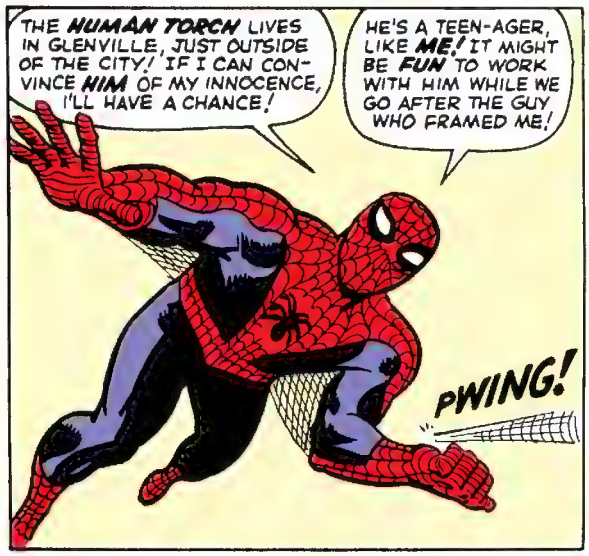
IT'S GONE!! WHILE THEY WERE FIXIN' THE WIRES...
LOOK WHAT I FOUND UNDER THE FRAME--LOOKS LIKE PART OF A GIANT SPIDER'S WEB! HEY, THAT'S IT! IT MUSTA BEEN SPIDER-MAN!

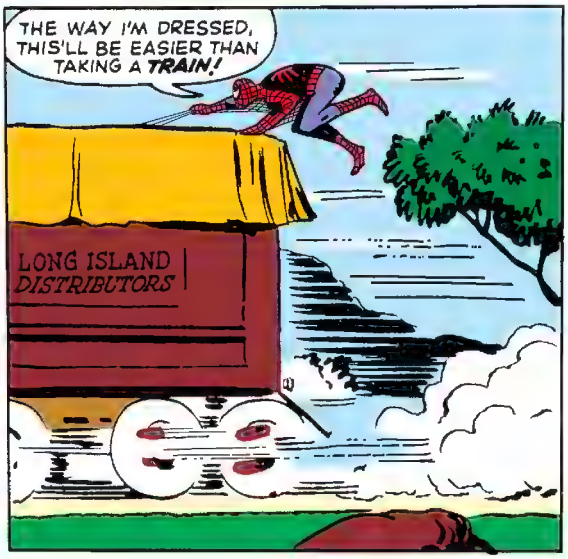
WITHIN AN HOUR, THE NEWS IS OUT--
SO SPIDER-MAN FINALLY TURNED CRIMINAL! WELL, THEY'LL CATCH HIM!
I NEVER DID TRUST THAT GUY-- ALWAYS KEEPING HIS REAL IDENTITY A SECRET!
DAILY CHRONICLE
SPIDER-MAN STEALS PRICELESS PAINTING!

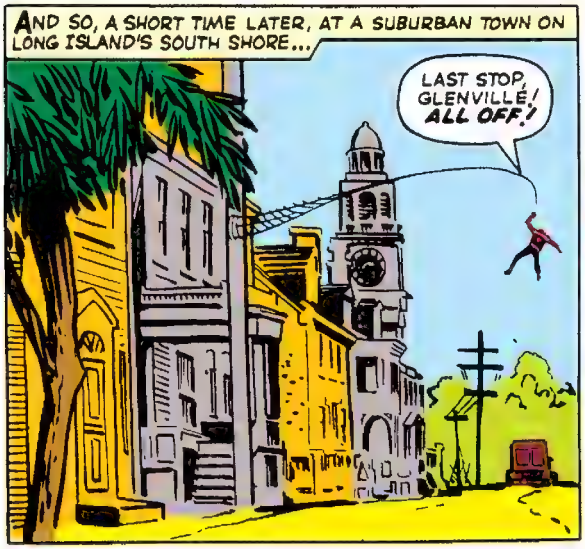

AND, AT THE HIDEOUT OF THE FOX...
ARE YA SURE THIS HUNK OF CANVAS IS WORTH ALL THAT DOUGH, FOX?
IT'S SUPPOSED TO BE BY DA VINCI, AINT IT? EVEN SOMETHIN' HE THREW AWAY WOULD BE WORTH A FORTUNE!
OF COURSE! BUT NOW LET'S WATCH SPIDER-MAN LEAD THE POLICE A WILD GOOSE CHASE!

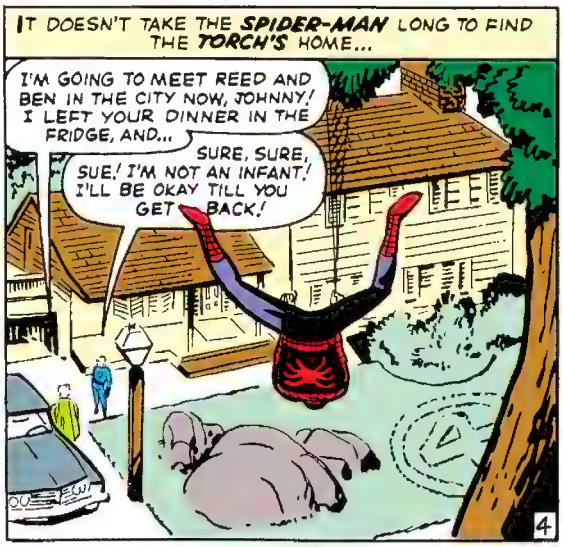

AT THAT VERY MOMENT, STANDING ATOP AN ISOLATED CHIMNEY, FAR REMOVED FROM THE HOSTILE CROWD BELOW, A LONE FIGURE SCANS THE LATEST NEWS HEADLINES IN BEWILDERMENT!
THE ONLY WAY I CAN PROVE MY INNOCENCE IS TO FIND THE REAL THIEF! BUT HOW?? I HAVEN'T ANY CLUES--AND I DARE NOT LET THE POLICE CATCH SIGHT OF ME!

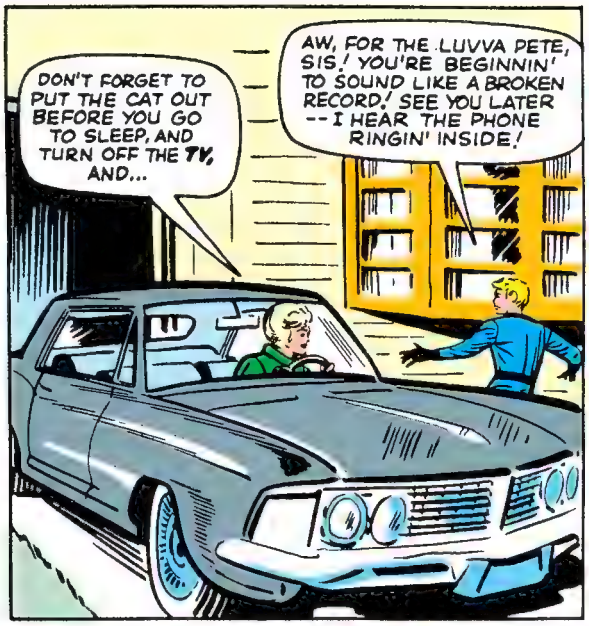
THIS IS ONE TIME WHEN EVEN SPIDER-MAN CAN USE SOME HELP!


THE HUMAN TORCH LIVES IN GLENVILLE, JUST OUTSIDE OF THE CITY! IF I CAN CONVINCE HIM OF MY INNOCENCE, I'LL HAVE A CHANCE!
HE'S A TEEN-AGER, LIKE ME! IT MIGHT BE FUN TO WORK WITH HIM WHILE WE GO AFTER THE GUY WHO FRAMED ME!
PWING!

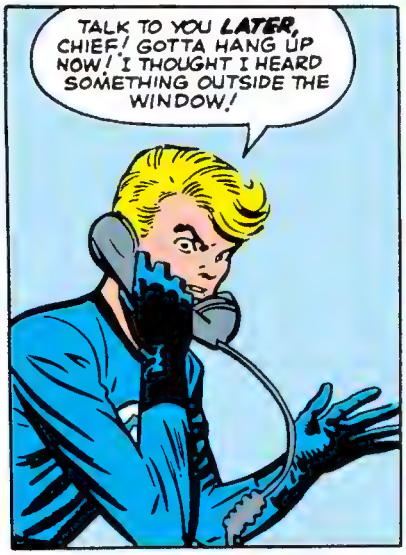

THE WAY I'M DRESSED, THIS'LL BE EASIER THAN TAKING A TRAIN!
LONG ISLAND DISTRIBUTORS


AND SO, A SHORT TIME LATER, AT A SUBURBAN TOWN ON LONG ISLAND'S SOUTH SHORE...
LAST STOP, GLENVILLE! ALL OFF!


IT DOESN'T TAKE THE SPIDER-MAN LONG TO FIND THE TORCH'S HOME...
I'M GOING TO MEET REED AND BEN IN THE CITY NOW, JOHNNY! I LEFT YOUR DINNER IN THE FRIDGE, AND...
SURE, SURE, SUE! I'M NOT AN INFANT! I'LL BE OKAY TILL YOU GET BACK!

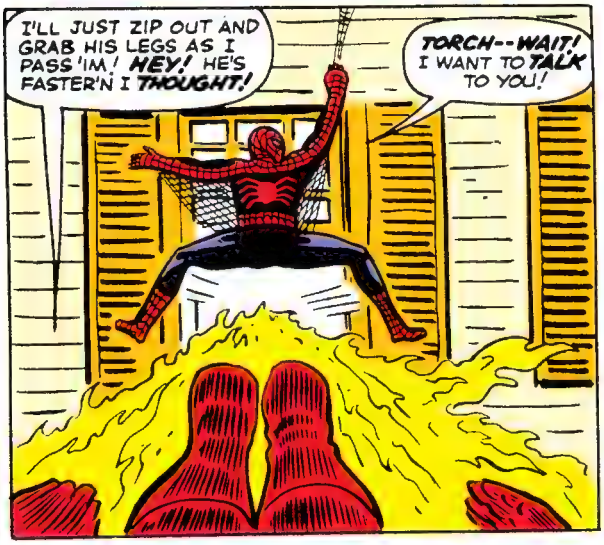

DON'T FORGET TO PUT THE CAT OUT BEFORE YOU GO TO SLEEP, AND TURN OFF THE TV, AND...
AW, FOR THE LUVVA PETE, SIS! YOU'RE BEGINNIN' TO SOUND LIKE A BROKEN RECORD! SEE YOU LATER --I HEAR THE PHONE RINGIN' INSIDE!

HI, CHIEF! NO, I HAVEN'T HEARD THE RADIO--WHAT-?! SPIDER-MAN??! YOU'RE KIDDIN'!! SURE--I'LL BE GLAD TO HELP YOU FIND 'IM!!

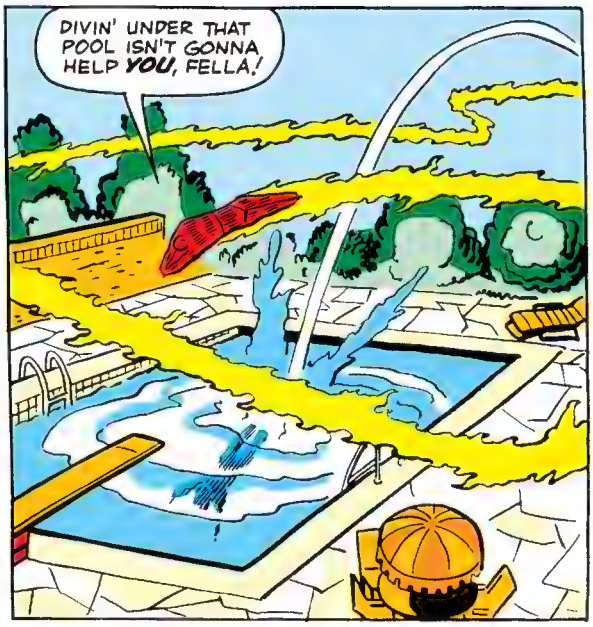

TALK TO YOU LATER, CHIEF! GOTTA HANG UP NOW! I THOUGHT I HEARD SOMETHING OUTSIDE THE WINDOW!

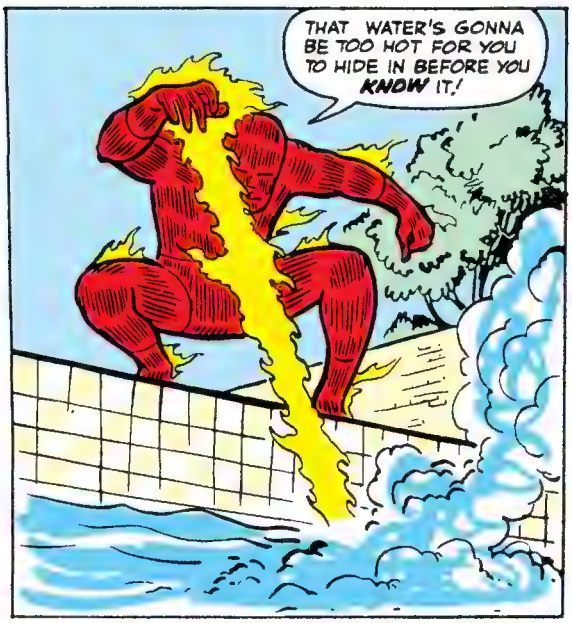
THAT SHADOW ON THE PANE!! THERE IS SOMEONE OUT THERE!
FLAME ON!

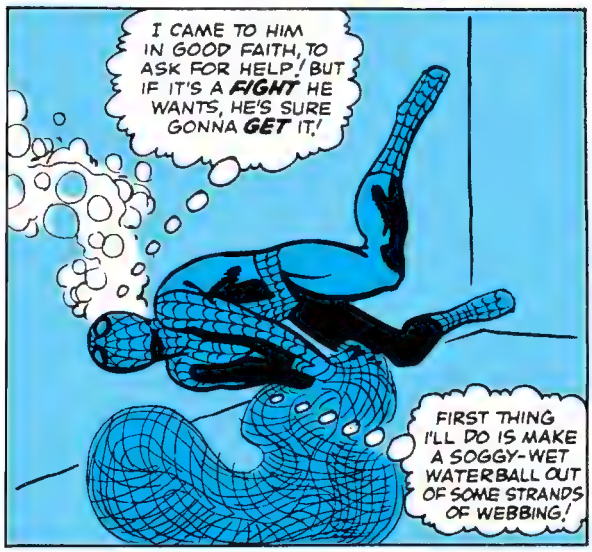
WHOEVER IT IS, HE HAS MORE NERVE THAN BRAINS! HE'S OPENIN' THE WINDOW FROM THE OUTSIDE!!

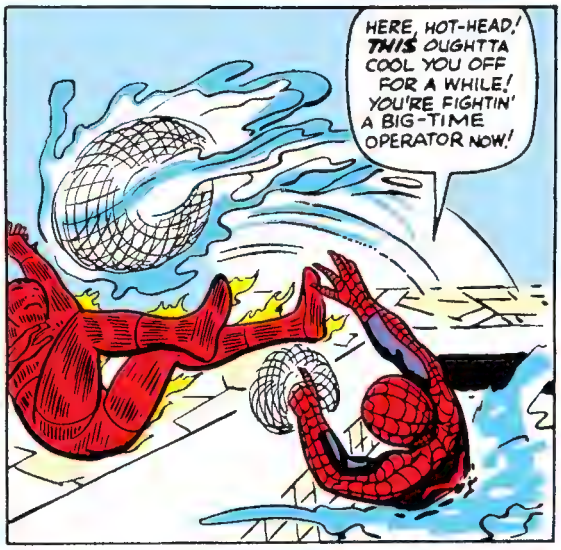

I'LL JUST ZIP OUT AND GRAB HIS LEGS AS I PASS 'IM! HEY! HE'S FASTER'N I THOUGHT!
TORCH--WAIT! I WANT TO TALK TO YOU!

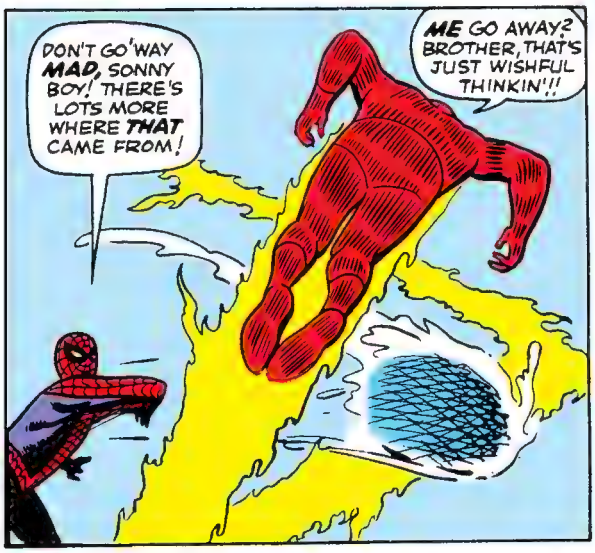
HOLD IT! CUT IT OUT! WHAT'S WRONG WITH YOU?? YOU SOME KINDA NUT OR SOMETHIN'!
I'LL SHOW YA THE KIND OF NUT I AM! YOU THOUGHT YOU'D SNEAK UP ON ME, DID YA?!!


DIVIN' UNDER THAT POOL ISN'T GONNA HELP YOU, FELLA!


THAT WATER'S GONNA BE TOO HOT FOR YOU TO HIDE IN BEFORE YOU KNOW IT!

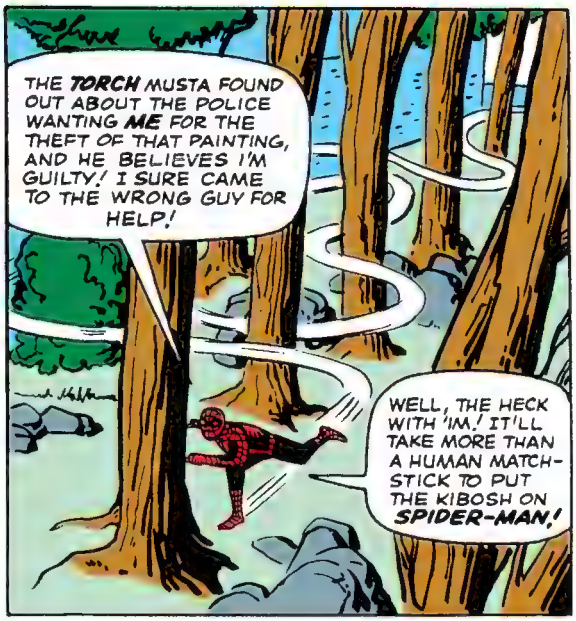

I CAME TO HIM IN GOOD FAITH, TO ASK FOR HELP! BUT IF IT'S A FIGHT HE WANTS, HE'S SURE GONNA GET IT!
FIRST THING I'LL DO IS MAKE A SOGGY-WET WATERBALL OUT OF SOME STRANDS OF WEBBING!

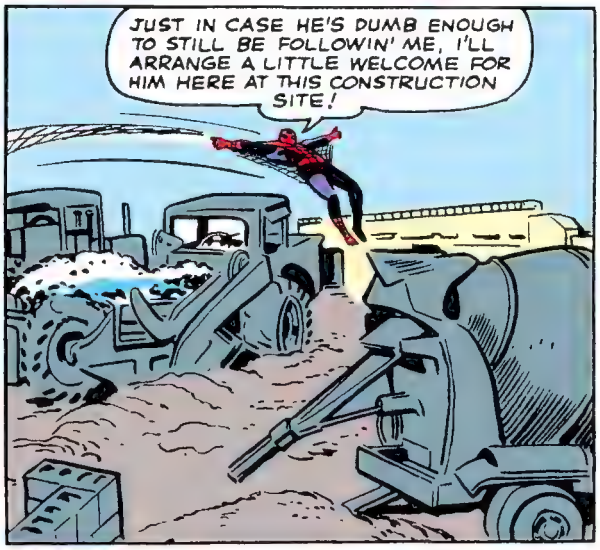

HERE, HOT-HEAD! THIS OUGHTTA COOL YOU OFF FOR A WHILE! YOU'RE FIGHTIN' A BIG-TIME OPERATOR NOW!

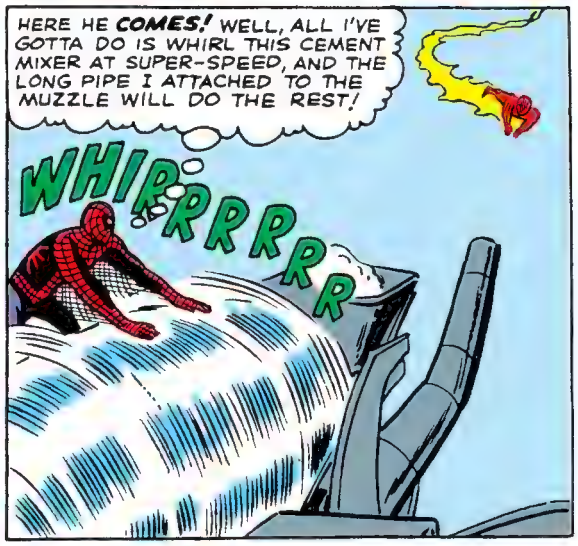

DON'T GO WAY MAD, SONNY BOY! THERE'S LOTS MORE WHERE THAT CAME FROM!
ME GO AWAY? BROTHER, THAT'S JUST WISHFUL THINKIN'!!

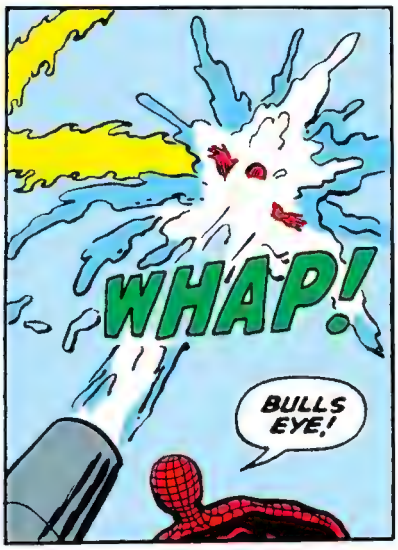
I'LL JUST MAKE A FEW FIRE IMAGES OF ME, AND THEN WE'LL MIX OURSELVES UP A LITTLE BIT! IT'LL BE FUN WATCHIN' YOU KNOCK YOURSELF OUT TRYIN' TO STOP THE RIGHT ONE!

ZZ!!!!PPP
I TOLD YOU, JUNIOR--THIS IS THE BIG TIME! YOUR CORNBALL TRICKS DON'T BOTHER ME!
HOLY HEAT WAVES!! I NEVER SAW ANYONE MOVE SO FAST!


THE TORCH MUSTA FOUND OUT ABOUT THE POLICE WANTING ME FOR THE THEFT OF THAT PAINTING, AND HE BELIEVES I'M GUILTY! I SURE CAME TO THE WRONG GUY FOR HELP!
WELL, THE HECK WITH 'IM! IT'LL TAKE MORE THAN A HUMAN MATCH-STICK TO PUT THE KIBOSH ON SPIDER-MAN!


JUST IN CASE HE'S DUMB ENOUGH TO STILL BE FOLLOWIN' ME, I'LL ARRANGE A LITTLE WELCOME FOR HIM HERE AT THIS CONSTRUCTION SITE!


HERE HE COMES! WELL, ALL I'VE GOTTA DO IS WHIRL THIS CEMENT MIXER AT SUPER-SPEED, AND THE LONG PIPE I ATTACHED TO THE MUZZLE WILL DO THE REST!
WHIRRRRRR

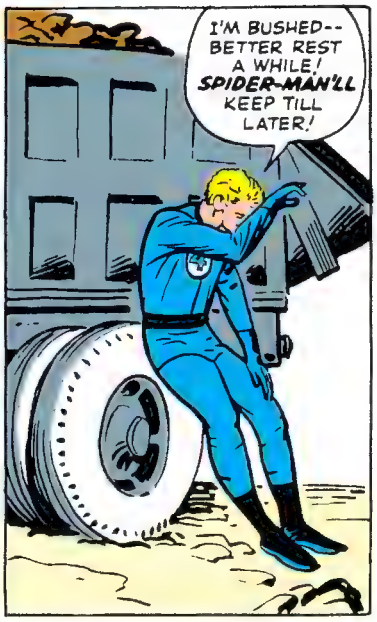

WHAP!
BULLS EYE!

SO LONG, STUPID! BY THE TIME YOU GET OUTTA THAT, MAYBE YOU'LL HAVE LEARNED BETTER THAN TO FIGHT WITH SPIDER-MAN!!

DRAT THE CHICKEN-SCRATCHIN' LUCK!! IT'S MY OWN BLAMED FAULT!! WHEN WILL I EVER LEARN TO STOP UNDER-ESTIMATING MY OPPONENTS??!

WELL, FIRST THING I GOTTA DO IS GET OUT OF THIS CEMENT STRAIT-JACKET! I'LL JUST INCREASE THE HEAT OF MY BODY AS MUCH AS POSSIBLE, AND...

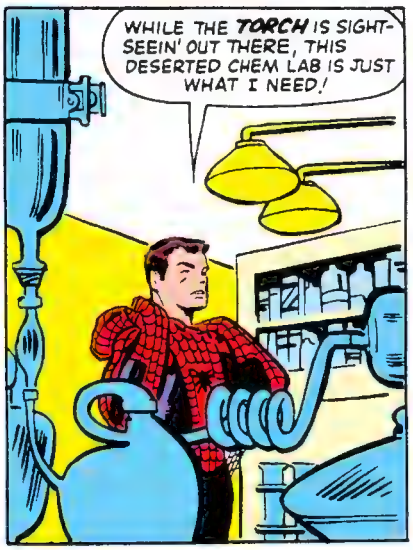
PRESTO! I GUESS I'M THE ONLY GUY WHO EVER BAKED HIMSELF OUT OF A FIX LIKE THAT!


I'M BUSHED-- BETTER REST A WHILE! SPIDER-MAN'LL KEEP TILL LATER!

MINUTES LATER, AS JOHNNY WEARILY HEADS FOR HOME...
IT'S A SPOOKY FEELING-- KNOWING THAT HE COULD BE ANYWHERE, WATCHIN' ME WITH THAT BLASTED SPIDER VISION OF HIS!!
4
FOX BROS.

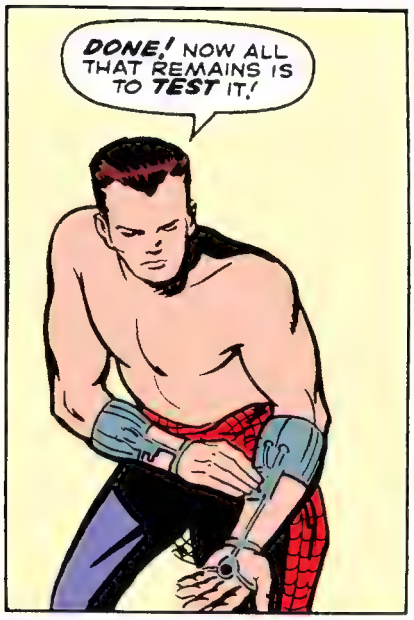
WELL, GUESS I RESTED ENOUGH! I'M FLAME ON AND TAKE TO THE AIR AGAIN!

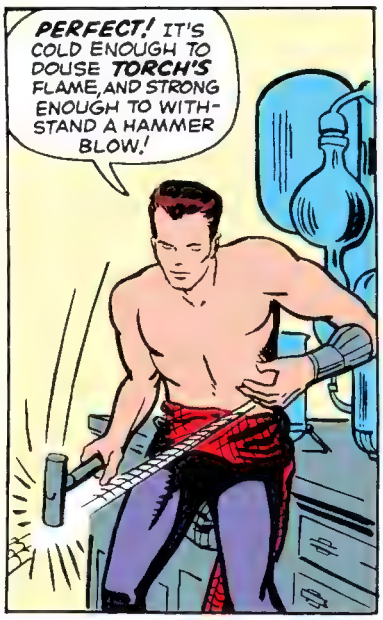
HE'LL BE A LOT EASIER TO FIND FROM UP HERE! AND NEXT TIME I WON'T BE SUCH A LUNKHEAD! I'LL BE EXTRA CAREFUL!
CARSON CHEMICAL LABORATORIES

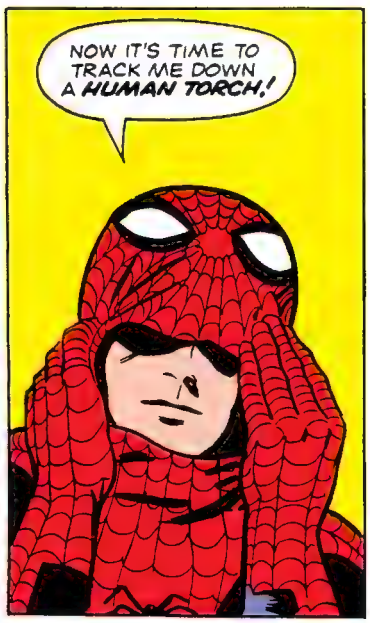

WHILE THE TORCH IS SIGHT-SEEIN' OUT THERE, THIS DESERTED CHEM LAB IS JUST WHAT I NEED!

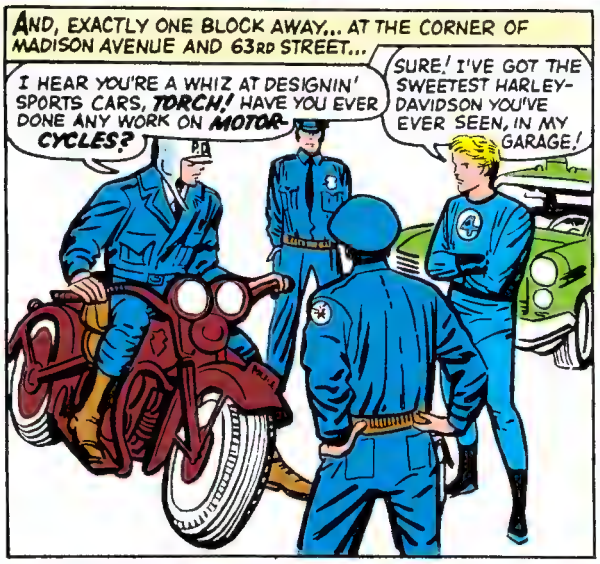
EXPERTLY, THE CLEVER SCIENCE STUDENT SETS TO WORK...
I'VE GOT TO MAKE A WEB WHICH WILL HOLD THE TORCH LONG ENOUGH FOR ME TO REASON WITH HIM!

THE ADDITION OF THESE ICE-COLD SILICONE CRYSTALS, WHICH I CAN MANIPULATE UNDER THE MICROSCOPE, ARE JUST WHAT I NEED!

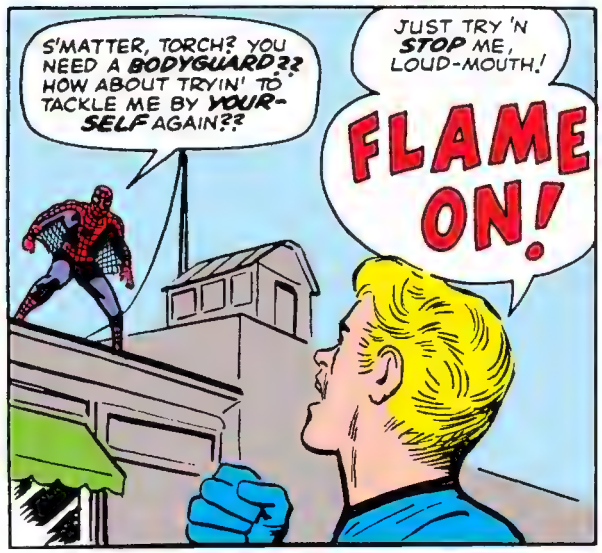

DONE! NOW ALL THAT REMAINS IS TO TEST IT!

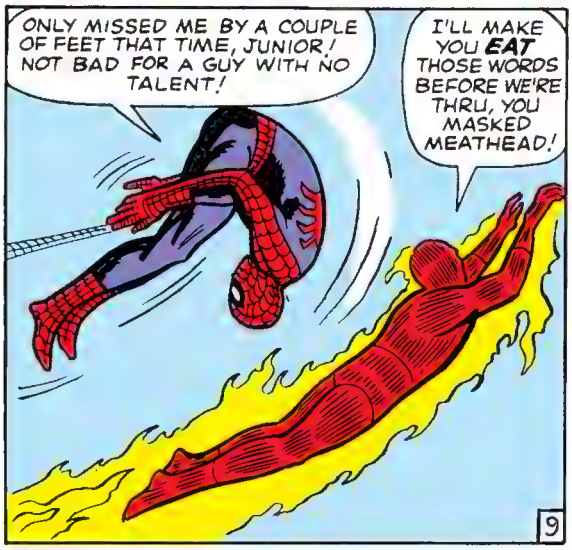

PERFECT! IT'S COLD ENOUGH TO DOUSE TORCH'S FLAME, AND STRONG ENOUGH TO WITHSTAND A HAMMER BLOW!


NOW IT'S TIME TO TRACK ME DOWN A HUMAN TORCH!


AND, EXACTLY ONE BLOCK AWAY... AT THE CORNER OF MADISON AVENUE AND 63RD STREET...
I HEAR YOU'RE A WHIZ AT DESIGNIN' SPORTS CARS, TORCH! HAVE YOU EVER DONE ANY WORK ON MOTORCYCLES?
SURE! I'VE GOT THE SWEETEST HARLEY-DAVIDSON YOU'VE EVER SEEN, IN MY GARAGE!

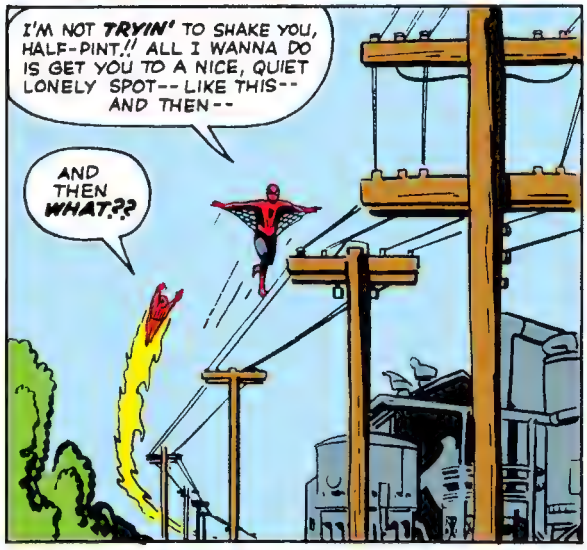
AS SOON AS WE GET SPIDER-MAN UNDER WRAPS, TAKE A RIDE OUT TO MY PLACE, PETE, AND WE'LL-- HEY! WHAT IS IT?
LOOK! IT'S HIM!!


S'MATTER, TORCH? YOU NEED A BODYGUARD?? HOW ABOUT TRYIN' TO TACKLE ME BY YOURSELF AGAIN??
JUST TRY 'N STOP ME, LOUD-MOUTH!
FLAME ON!

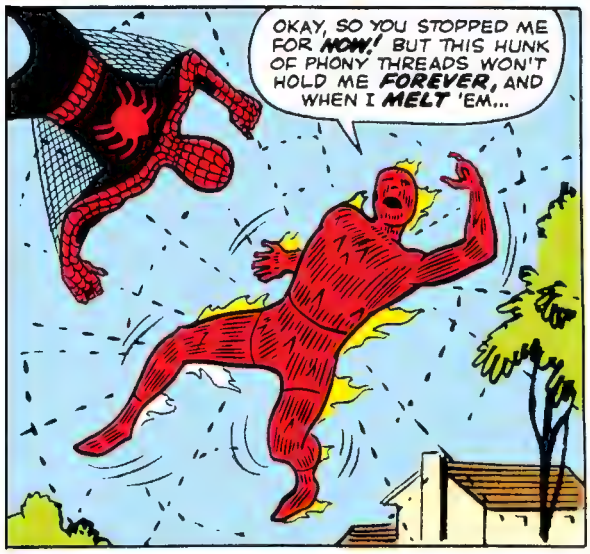

ONLY MISSED ME BY A COUPLE OF FEET THAT TIME, JUNIOR! NOT BAD FOR A GUY WITH NO TALENT!
I'LL MAKE YOU EAT THOSE WORDS BEFORE WE'RE THRU, YOU MASKED MEATHEAD!

IF I STAY CLOSE ENOUGH TO THE PEOPLE BELOW, HE'LL BE UNABLE TO USE HIS FIREBALLS FOR FEAR OF HURTING SOMEONE!

TELL ME SOMETHING, TORCHY-- HOW CAN SOMEONE AS SLOW AS YOU MANAGE TO KEEP UP WITH THE FANTASTIC FOUR???
VER-RY FUNNY, CHUM! LOOK, RUNNIN' UP THE SIDE OF A BUILDING IS JUST A CORNY SHOW-OFF TRICK! IT'S NOT GONNA SHAKE ME OFF YOUR TRAIL!


I'M NOT TRYIN' TO SHAKE YOU, HALF-PINT!! ALL I WANNA DO IS GET YOU TO A NICE, QUIET LONELY SPOT-- LIKE THIS-- AND THEN--
AND THEN WHAT??

I'M GLAD YOU ASKED ME, TORCH! HERE-- THIS ICE-SILICONE WEB OUGHT TO ANSWER YOUR QUESTION REAL NEAT!

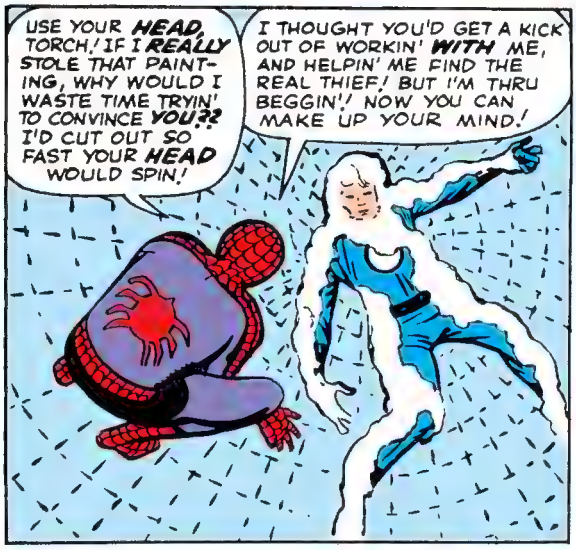

OKAY, SO YOU STOPPED ME FOR NOW! BUT THIS HUNK OF PHONY THREADS WON'T HOLD ME FOREVER, AND WHEN I MELT 'EM...

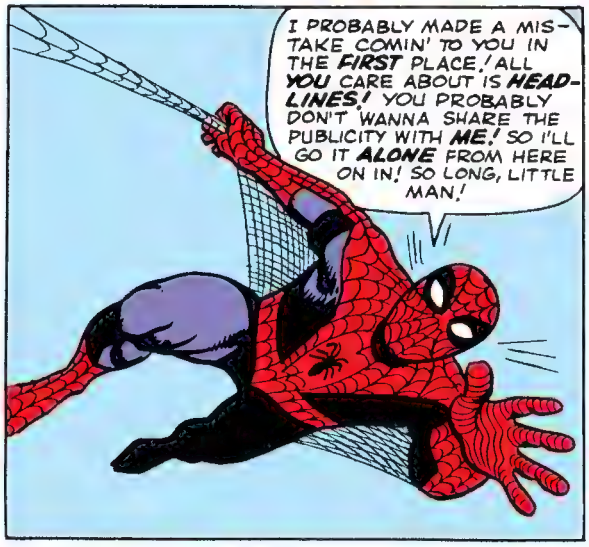
LOOK HOT-HEAD-- GIVE YOUR TONSILS A REST AND LISTEN TO ME, WILL-YA??
I JUST WANTED A CHANCE TO TELL YOU THAT I DIDN'T TAKE THAT DA VINCI PAINTING!! SOMEBODY FRAMED ME-- AND NO PUN INTENDED! THE ONLY REASON I CAME TO YOUR PAD WAS TO ASK YOU TO HELP ME!
YOU KIDDIN'? DO YA THINK I WAS BORN YESTERDAY ??

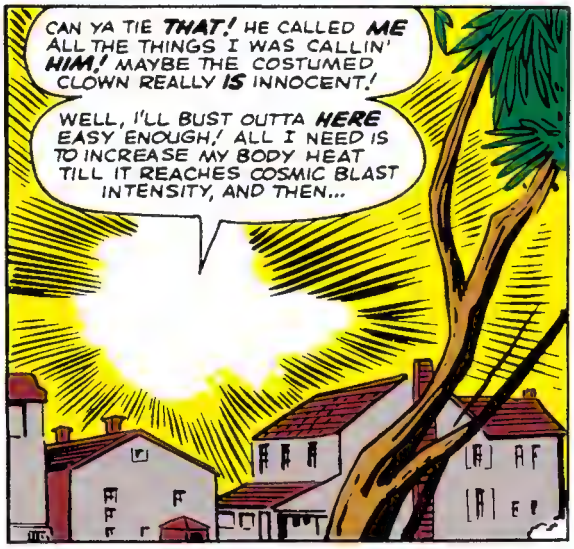
DIDN'T I TELL YOU TO CLAM UP AND LISTEN?? THAT WEB IS SO ICY IT'LL MAKE YOU COUGH WHEN YOU OPEN YOUR MOUTH.!
UGH--YOU'RE TELLIN' ME!!

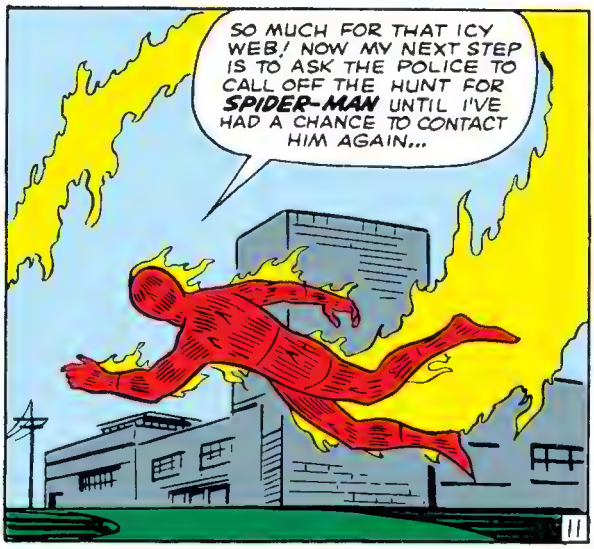
HEY, NOW WHAT?? MY FLAME DIED OUT SO FAST IT TURNED TO VAPOR! AND THE FRIGID WEB IS CHANGIN' THE VAPOR--

--FOR CRYIN' OUT LOUD! I'M COVERED WITH SNOW!
IT'LL SOON MELT AND YOU'LL BE ABLE TO FLAME ON AGAIN, SO I'VE GOT TO TALK FAST--
4


USE YOUR HEAD, TORCH! IF I REALLY STOLE THAT PAINTING, WHY WOULD I WASTE TIME TRYIN' TO CONVINCE YOU?? I'D CUT OUT SO FAST YOUR HEAD WOULD SPIN!
I THOUGHT YOU'D GET A KICK OUT OF WORKIN' WITH ME, AND HELPIN' ME FIND THE REAL THIEF! BUT I'M THRU BEGGIN'! NOW YOU CAN MAKE UP YOUR MIND!


I PROBABLY MADE A MISTAKE COMIN' TO YOU IN THE FIRST PLACE! ALL YOU CARE ABOUT IS HEADLINES! YOU PROBABLY DON'T WANNA SHARE THE PUBLICITY WITH ME! SO I'LL GO IT ALONE FROM HERE ON IN! SO LONG, LITTLE MAN!


CAN YA TIE THAT! HE CALLED ME ALL THE THINGS I WAS CALLIN' HIM! MAYBE THE COSTUMED CLOWN REALLY IS INNOCENT!
WELL, I'LL BUST OUTTA HERE EASY ENOUGH! ALL I NEED IS TO INCREASE MY BODY HEAT TILL IT REACHES COSMIC BLAST INTENSITY, AND THEN...


SO MUCH FOR THAT ICY WEB! NOW MY NEXT STEP IS TO ASK THE POLICE TO CALL OFF THE HUNT FOR SPIDER-MAN UNTIL I'VE HAD A CHANCE TO CONTACT HIM AGAIN...

A FEW MINUTES LATER, IN THE OFFICE OF DEPUTY POLICE INSPECTOR RUDD...
YES, CHIEF! SURE, CHIEF! I KNOW, CHIEF! WE'RE BOUND TO GET A LEAD ON SPIDER-MAN SOONER OR LATER!

CAN YOU USE A LIGHT, INSPECTOR?
I CAN USE A MIRACLE TORCH! IF I DON'T FIND THAT SPIDER-MAN, THE CHIEF'LL HAVE MY SCALP!
HE STOLE ANOTHER PAINTING A HALF HOUR AGO -- THEY FOUND ANOTHER PIECE OF HIS WEB RIGHT AT THE SCENE OF THE CRIME!

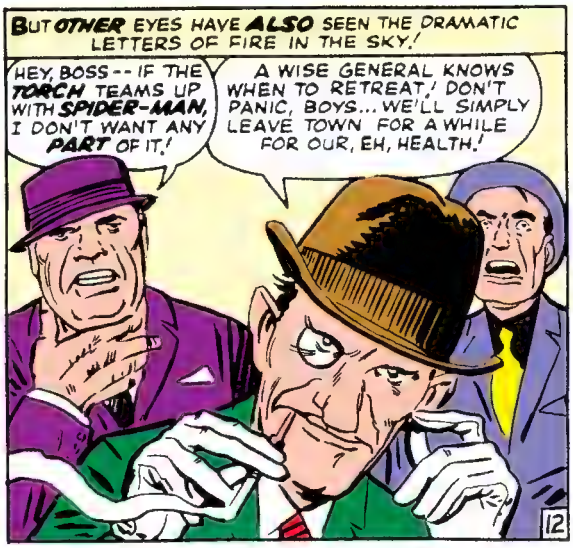
THAT CLINCHES IT, PAL! HE CAN'T BE GUILTY, BECAUSE HE WAS PLAYIN' FOOTSIE WITH ME A HALF-HOUR AGO!
SOMEONE'S TRYIN' TO FRAME SPIDER-MAN, AND WE'D BETTER FIND OUT WHO!
HMMM... COULD BE!

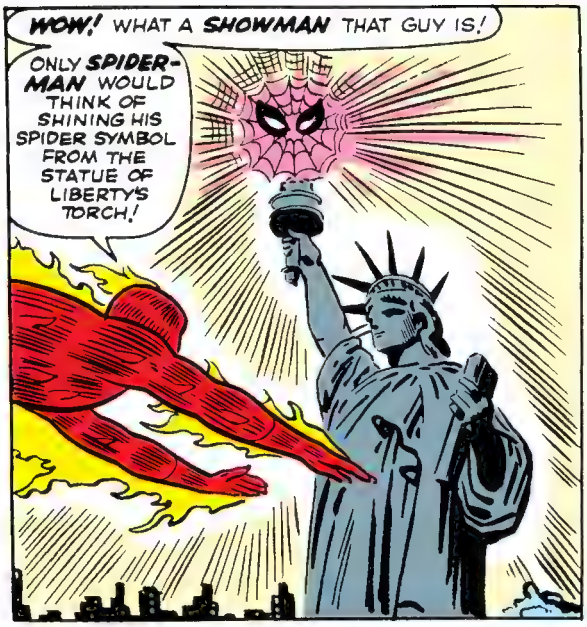
MAYBE I CAN FLY OVER THE CITY AND TRY TO FIND...
RELAX, TORCH! SOMETIMES THE LESS-GLAMOROUS, BUT TRIED-AND-TRUE POLICE METHODS WILL GET THE BEST RESULTS! LET ME GO THRU MY MUG SHOTS AND SEE WHAT I COME UP WITH!

AFTER LONG MINUTES OF PAINSTAKING SCRUTINY...
THE FOX! WHY DIDN'T I THINK OF HIM BEFORE?!! THIS HAS ALL THE TRADEMARKS OF ONE OF HIS CAPERS!
563419
REYNARD SLINKER (ALIAS) THE FOX
HEIGHT..... 5'3"
WEIGHT..... 165
CAUCASIAN-MALE
METHOD OF OPERATION
563500

THAT'S ALL I NEED, CHIEF! AT LEAST IT'S A LEAD!
HAVE YOUR MEN BLOCK ALL THE ARTERIES TO AND FROM THE CITY AND WAIT TILL YOU HEAR FROM ME! I'LL DO THE REST!

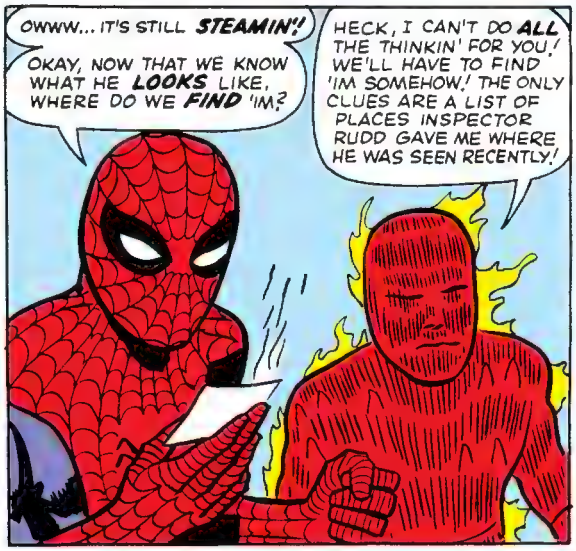
SPIDER-MAN... LET'S WORK TOGETHER
FIRST THING TO DO IS CONTACT SPIDER-MAN!

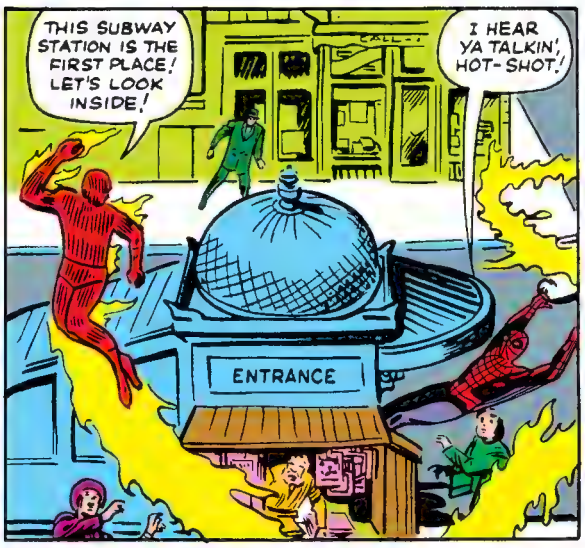

BUT OTHER EYES HAVE ALSO SEEN THE DRAMATIC LETTERS OF FIRE IN THE SKY!
HEY, BOSS -- IF THE TORCH TEAMS UP WITH SPIDER-MAN, I DON'T WANT ANY PART OF IT!
A WISE GENERAL KNOWS WHEN TO RETREAT! DON'T PANIC, BOYS... WE'LL SIMPLY LEAVE TOWN FOR A WHILE FOR OUR, EH, HEALTH!


WOW! WHAT A SHOWMAN THAT GUY IS!
ONLY SPIDER-MAN WOULD THINK OF SHINING HIS SPIDER SYMBOL FROM THE STATUE OF LIBERTY'S TORCH!

HI, TORCHY! I HAD A HUNCH YOU'D BE ALONG SOONER OR LATER!
DON'T LET IT GO TO YOUR HEAD, LAUGHING BOY! WE'VE STILL GOT A LITTLE ROBBERY TO SOLVE!

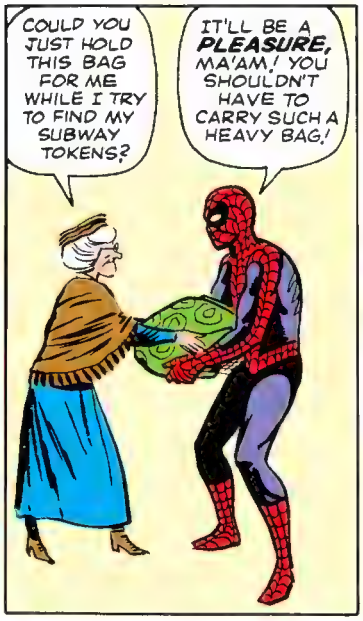
DON'T TRY TO KID ME! I'LL BET YOU'VE GOT SOME PLAN OF ACTION MAPPED OUT!
NATCH! I PRACTICALLY DOPED OUT THE WHOLE THING -- WITH A LITTLE HELP FROM INSPECTOR RUDD! THE CROOK WE'RE LOOKIN' FOR IS PROBABLY A BOZO KNOWN AS THE FOX! I BROUGHT YOU A PHOTO OF HIM...

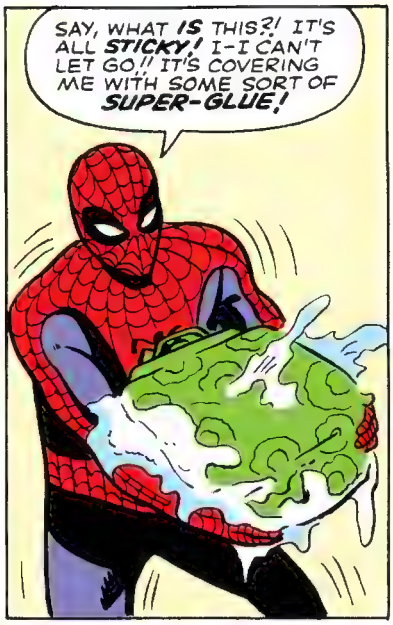

OWWW... IT'S STILL STEAMIN'!
OKAY, NOW THAT WE KNOW WHAT HE LOOKS LIKE, WHERE DO WE FIND 'IM?
HECK, I CAN'T DO ALL THE THINKIN' FOR YOU! WE'LL HAVE TO FIND 'IM SOMEHOW! THE ONLY CLUES ARE A LIST OF PLACES INSPECTOR RUDD GAVE ME WHERE HE WAS SEEN RECENTLY!


THIS SUBWAY STATION IS THE FIRST PLACE! LET'S LOOK INSIDE!
I HEAR YA TALKIN', HOT-SHOT!
ENTRANCE

I SURE GET A KICK OUTTA THE WAY PEOPLE GAPE AT ME WHEN I SWING BY ON MY WEB!
WHATCHA STARIN' AT, FELLA? DIDN'T YOU EVER SEE A SPIDER-MAN SWINGIN' DOWN A SUBWAY TUNNEL BEFORE?

YOO HOO, YOUNG MAN! WOULD YOU HELP A LITTLE OLD LADY, PLEASE?
I'M BUSY RIGHT NOW, MA'AM... BUT, SURE! WHAT CAN I DO FOR YOU?

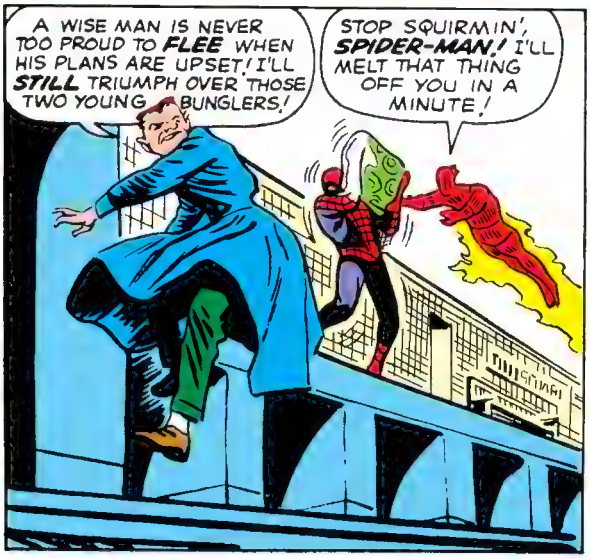

COULD YOU JUST HOLD THIS BAG FOR ME WHILE I TRY TO FIND MY SUBWAY TOKENS?
IT'LL BE A PLEASURE, MA'AM! YOU SHOULDN'T HAVE TO CARRY SUCH A HEAVY BAG!

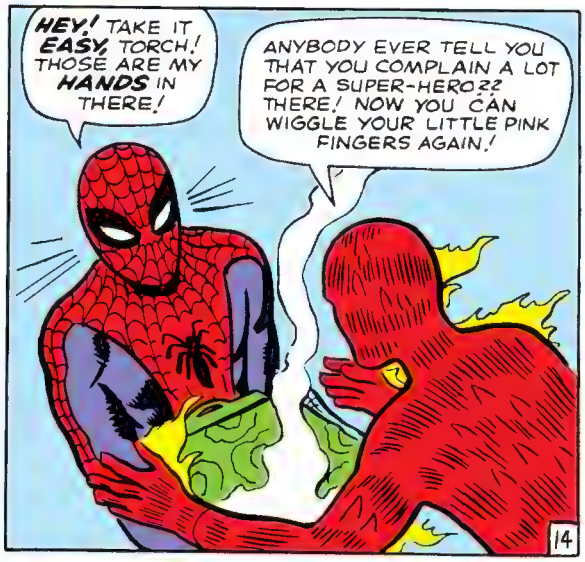

SAY, WHAT IS THIS?! IT'S ALL STICKY! I-I CAN'T LET GO!! IT'S COVERING ME WITH SOME SORT OF SUPER-GLUE!

AH, YOU CATCH ON QUICKLY, DON'T YOU? WELL, NOW THAT YOUR HANDS ARE OCCUPIED, I'LL JUST MAKE SURE THAT I PUT THE REST OF YOU OUT OF ACTION, TOO!

--FOR, NOW THAT YOU'VE OUTLIVED YOUR USEFULNESS TO THE FOX, I MUST REGRETFULLY BID YOU ADIEU!

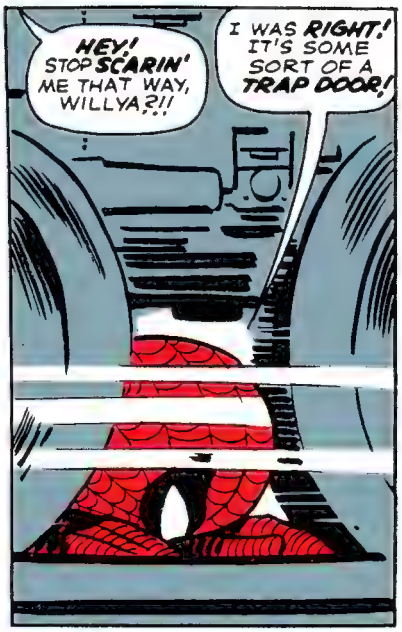
BUT, AT THAT SPLIT-SECOND, A SUDDEN STREAK OF FLAME DARTS OUT, STRIKING THE FOX'S WEAPON, AND MELTING IT INSTANTLY!
TH-THE TORCH!

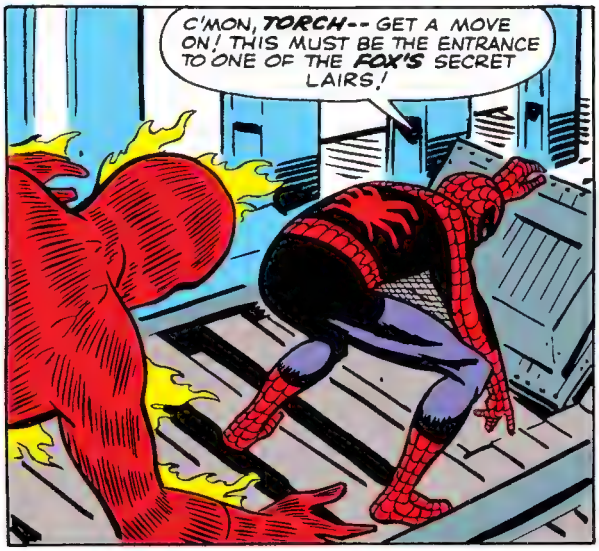

A WISE MAN IS NEVER TOO PROUD TO FLEE WHEN HIS PLANS ARE UPSET! I'LL STILL TRIUMPH OVER THOSE TWO YOUNG BUNGLERS!
STOP SQUIRMIN', SPIDER-MAN! I'LL MELT THAT THING OFF YOU IN A MINUTE!

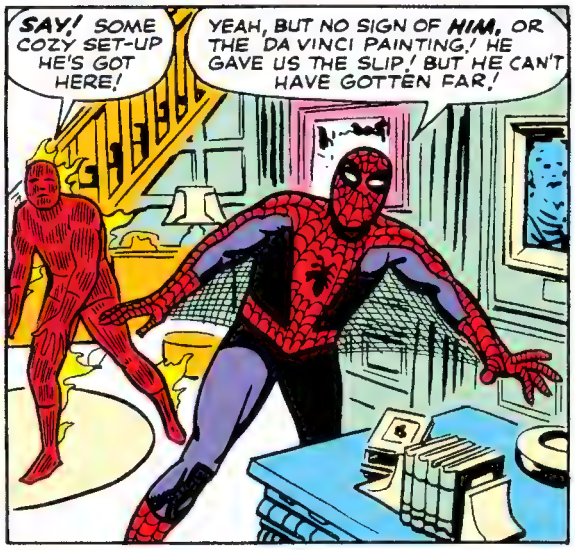

HEY! TAKE IT EASY, TORCH! THOSE ARE MY HANDS IN THERE!
ANYBODY EVER TELL YOU THAT YOU COMPLAIN A LOT FOR A SUPER-HERO?? THERE! NOW YOU CAN WIGGLE YOUR LITTLE PINK FINGERS AGAIN!

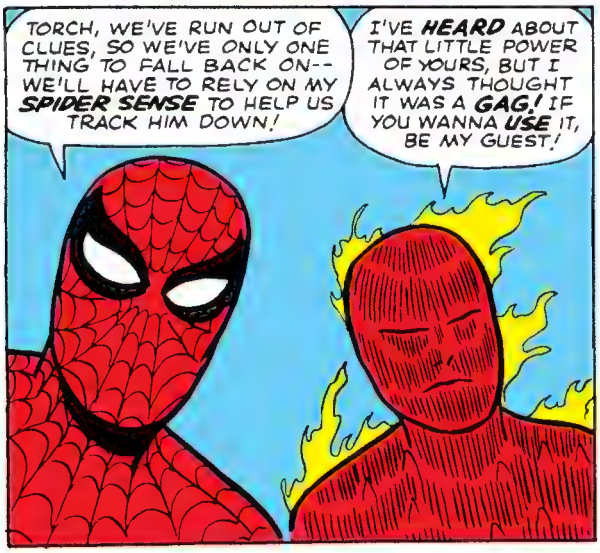
OKAY, HOT STUFF, LET'S GO! THE FOX HEADED THIS WAY!

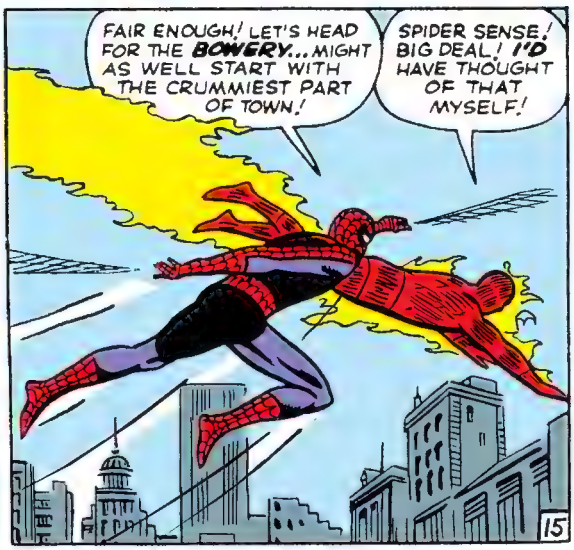
MOVE, CHOWDERHEAD!! THERE'S A TRAIN BEHIND YOU!
WAIT! WHAT WAS THAT THING I JUST RAN PAST--ON THE TRACKS BELOW??

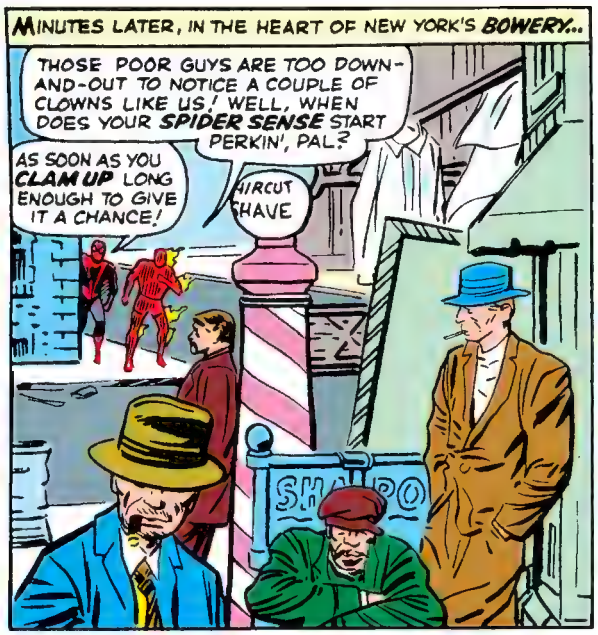

HEY! STOP SCARIN' ME THAT WAY, WILLYA?!!
I WAS RIGHT! IT'S SOME SORT OF A TRAP DOOR!


C'MON, TORCH-- GET A MOVE ON! THIS MUST BE THE ENTRANCE TO ONE OF THE FOX'S SECRET LAIRS!

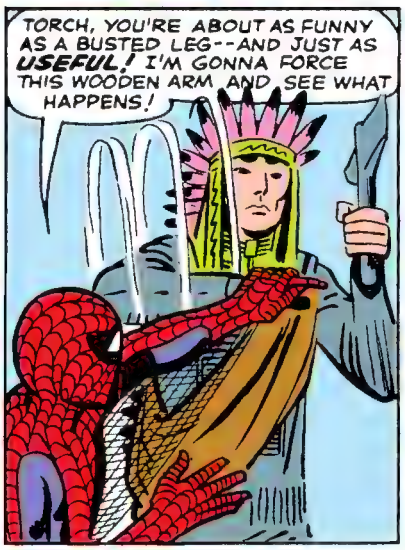

SAY! SOME COZY SET-UP HE'S GOT HERE!
YEAH, BUT NO SIGN OF HIM, OR THE DA VINCI PAINTING! HE GAVE US THE SLIP! BUT HE CAN'T HAVE GOTTEN FAR!

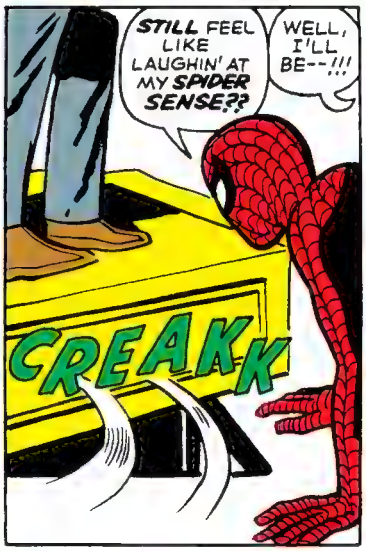

TORCH, WE'VE RUN OUT OF CLUES, SO WE'VE ONLY ONE THING TO FALL BACK ON-- WE'LL HAVE TO RELY ON MY SPIDER SENSE TO HELP US TRACK HIM DOWN!
I'VE HEARD ABOUT THAT LITTLE POWER OF YOURS, BUT I ALWAYS THOUGHT IT WAS A GAG! IF YOU WANNA USE IT, BE MY GUEST!

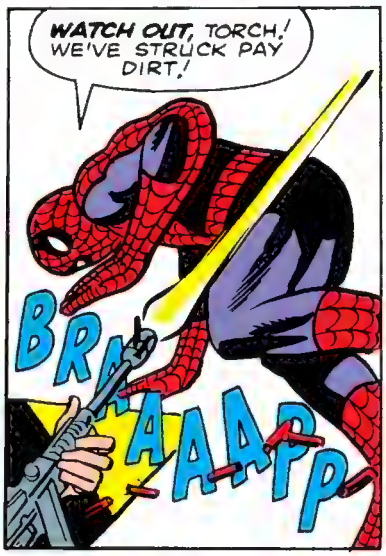

FAIR ENOUGH! LET'S HEAD FOR THE BOWERY... MIGHT AS WELL START WITH THE CRUMMIEST PART OF TOWN!
SPIDER SENSE! BIG DEAL! I'D HAVE THOUGHT OF THAT MYSELF!

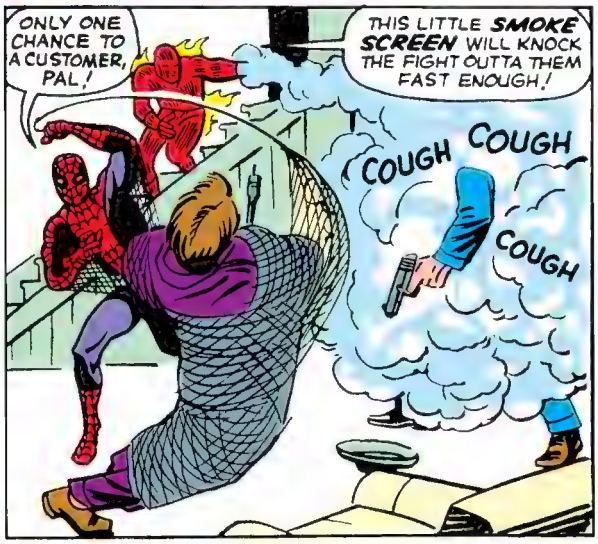

MINUTES LATER, IN THE HEART OF NEW YORK'S BOWERY...
THOSE POOR GUYS ARE TOO DOWN-AND-OUT TO NOTICE A COUPLE OF CLOWNS LIKE US! WELL, WHEN DOES YOUR SPIDER SENSE START PERKIN', PAL?
AS SOON AS YOU CLAM UP LONG ENOUGH TO GIVE IT A CHANCE!
HAIRCUT SHAVE
SHAMPO

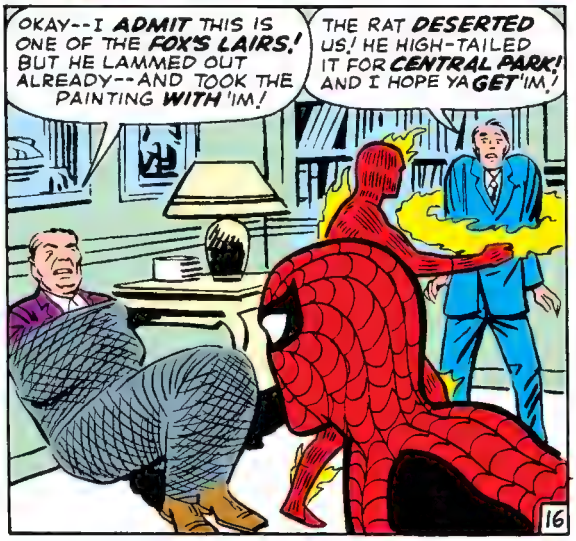
FINALLY, AFTER A HALF-HOUR OF TEDIOUS WALKING AND SEARCHING...
HOLD IT, TORCH! I SENSE SOMETHING! IT'S COMING FROM THAT WOODEN INDIAN!
ARE YOU KIDDIN'? THE ONLY THING THAT JOKER'S GOT IS ... TERMITES!
EL HEMPO CIGARS

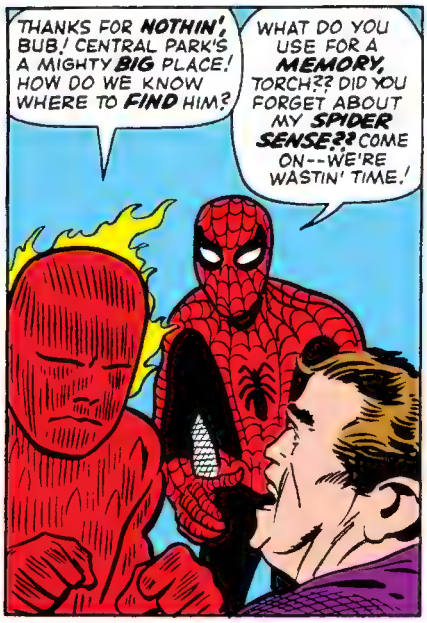

TORCH, YOU'RE ABOUT AS FUNNY AS A BUSTED LEG--AND JUST AS USEFUL! I'M GONNA FORCE THIS WOODEN ARM AND SEE WHAT HAPPENS!

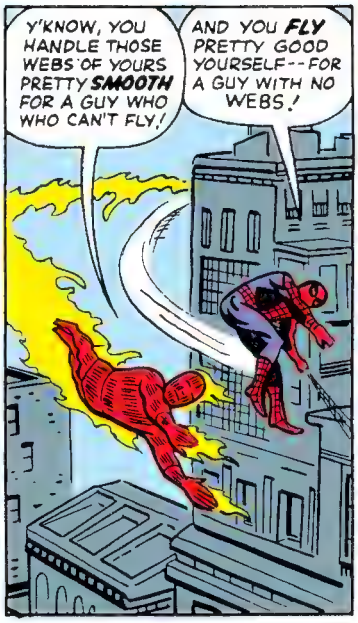

STILL FEEL LIKE LAUGHIN' AT MY SPIDER SENSE??
WELL, I'LL BE--!!!
CREAKK

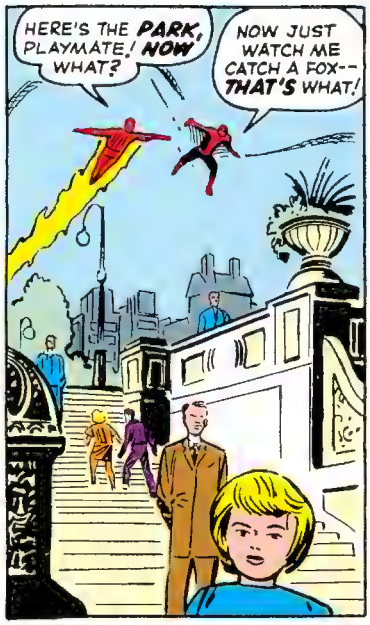

WATCH OUT, TORCH! WE'VE STRUCK PAY DIRT!
BRAAAPP


ONLY ONE CHANCE TO A CUSTOMER, PAL!
THIS LITTLE SMOKE SCREEN WILL KNOCK THE FIGHT OUTTA THEM FAST ENOUGH!
COUGH COUGH
COUGH


OKAY--I ADMIT THIS IS ONE OF THE FOX'S LAIRS! BUT HE LAMMED OUT ALREADY--AND TOOK THE PAINTING WITH 'IM!
THE RAT DESERTED US! HE HIGH-TAILED IT FOR CENTRAL PARK! AND I HOPE YA GET 'IM!


THANKS FOR NOTHIN', BUB! CENTRAL PARK'S A MIGHTY BIG PLACE! HOW DO WE KNOW WHERE TO FIND HIM?
WHAT DO YOU USE FOR A MEMORY, TORCH?? DID YOU FORGET ABOUT MY SPIDER SENSE?? COME ON--WE'RE WASTIN' TIME!

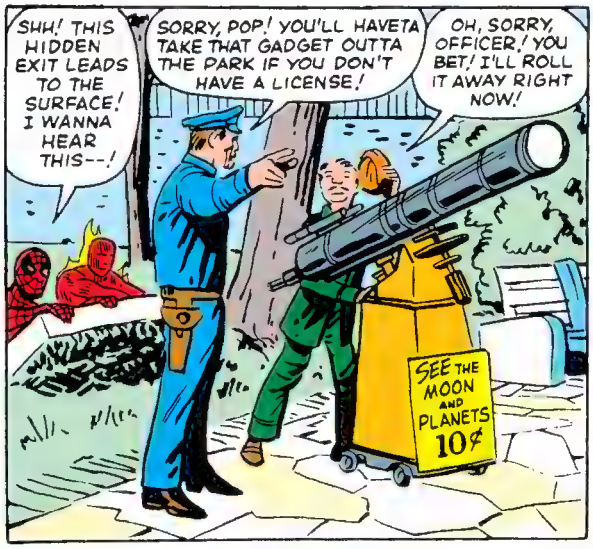

Y'KNOW, YOU HANDLE THOSE WEBS OF YOURS PRETTY SMOOTH FOR A GUY WHO WHO CAN'T FLY!
AND YOU FLY PRETTY GOOD YOURSELF--FOR A GUY WITH NO WEBS!

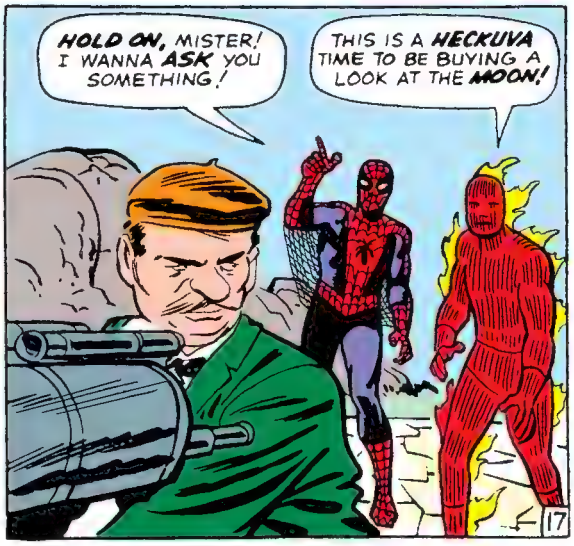

HERE'S THE PARK, PLAYMATE! WHAT?
NOW JUST WATCH ME CATCH A FOX--THAT'S WHAT!

WITH THE UNERRING INSTINCTS OF HIS NAMESAKE, SPIDER-MAN HEADS RIGHT FOR A CERTAIN WATER FOUNTAIN, AND...
SEE WHAT I MEAN, HOT-SHOT?
BOY, I'LL BET YOU'D BE A TERROR IN A GAME OF "HIDE AND SEEK"!!

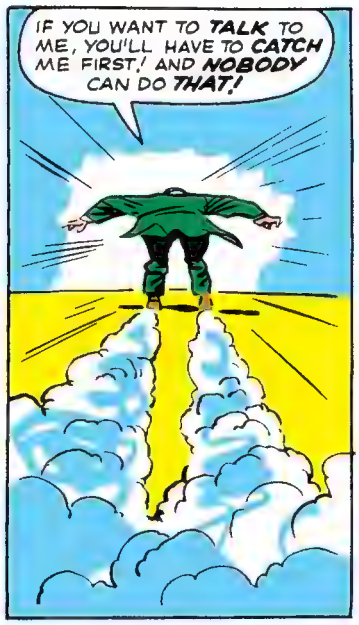
LOOKS LIKE THIS IS THE LAST OF THE FOX'S LAIRS--BUT IT'S DESERTED!

A LOT OF GOOD YOUR SPIDER SENSE IS DOIN' US!
HEY! WHAT ARE YOU CLIMBIN' UP THERE FOR?


SHH! THIS HIDDEN EXIT LEADS TO THE SURFACE! I WANNA HEAR THIS--!
SORRY, POP! YOU'LL HAVETA TAKE THAT GADGET OUTTA THE PARK IF YOU DON'T HAVE A LICENSE!
OH, SORRY, OFFICER! YOU BET! I'LL ROLL IT AWAY RIGHT NOW!
SEE THE MOON AND PLANETS 10¢

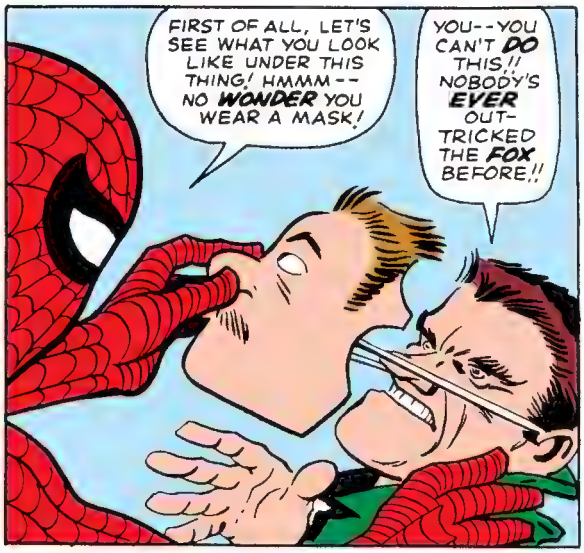

HOLD ON, MISTER! I WANNA ASK YOU SOMETHING!
THIS IS A HECKUVA TIME TO BE BUYING A LOOK AT THE MOON!

BENDING DOWN SUDDENLY, THE STRANGE LITTLE MAN PRESSES A SMALL BUTTON AT THE SIDE OF HIS SHOE, AND THEN...

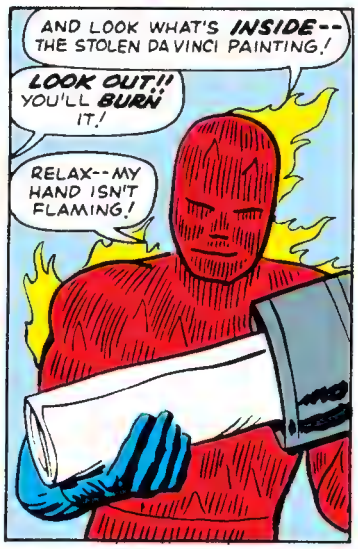

IF YOU WANT TO TALK TO ME, YOU'LL HAVE TO CATCH ME FIRST! AND NOBODY CAN DO THAT!

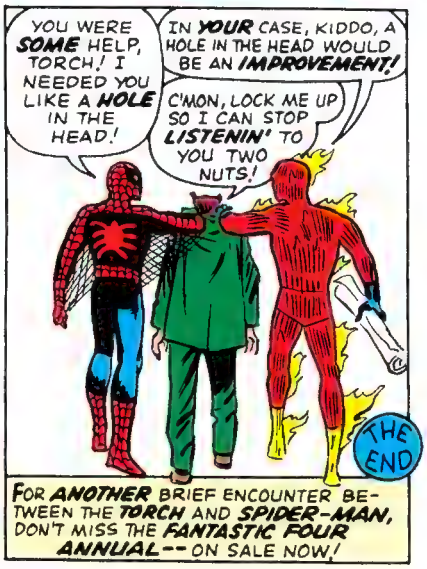
I WOULDN'T BET ON IT, BROTHER!
NNN-----PP!

HUH!! H-HOW DID YOU--??
THEY DON'T CALL ME SPIDER-MAN FOR NOTHIN', CHUM!
AND NOW, WE'VE GOT A LITTLE UNFINISHED BUSINESS TO TAKE CARE OF...


FIRST OF ALL, LET'S SEE WHAT YOU LOOK LIKE UNDER THIS THING! HMMM-- NO WONDER YOU WEAR A MASK!
YOU--YOU CAN'T DO THIS!! NOBODY'S EVER OUT-TRICKED THE FOX BEFORE!!

AND NOBODY'S SUCCEEDED IN FRAMING SPIDER-MAN BEFORE! YOU'RE LUCKY I DON'T MOP UP THE PLACE WITH YOU!
SO THIS IS WHY I COULDN'T SEE OUT OF THIS GIZMO--IT'S A PHONY! JUST A HOLLOW PIPE!


AND LOOK WHAT'S INSIDE-- THE STOLEN DA VINCI PAINTING!
LOOK OUT!! YOU'LL BURN IT!
RELAX--MY HAND ISN'T FLAMING!


YOU WERE SOME HELP, TORCH! I NEEDED YOU LIKE A HOLE IN THE HEAD!
IN YOUR CASE, KIDDO, A HOLE IN THE HEAD WOULD BE AN IMPROVEMENT!
C'MON, LOCK ME UP SO I CAN STOP LISTENIN' TO YOU TWO NUTS!
THE END
FOR ANOTHER BRIEF ENCOUNTER BETWEEN THE TORCH AND SPIDER-MAN, DON'T MISS THE FANTASTIC FOUR ANNUAL-- ON SALE NOW!

ANNUAL

MARVEL COMICS GROUP 25¢

72 BIG PAGES

Fantastic Four ANNUAL

APPROVED BY THE COMICS CODE AUTHORITY

IND.

#1 1963

"THE UNDERSEA LEGIONS OF SUB-MARINER!"

AT LAST! SUB-MARINER FINDS HIS LONG-LOST RACE!

AND SO BEGINS THE MOST FANTASTIC BATTLE OF ALL TIME!

INSIDE THE PAGES OF THIS, THE WORLD'S GREATEST COMIC MAGAZINE!

SPIDER-MAN WAITS WITHIN THESE PAGES!!

also: "THE ORIGIN OF THE FANTASTIC FOUR!"

THE MOST REQUESTED SAGA EVER PRINTED!

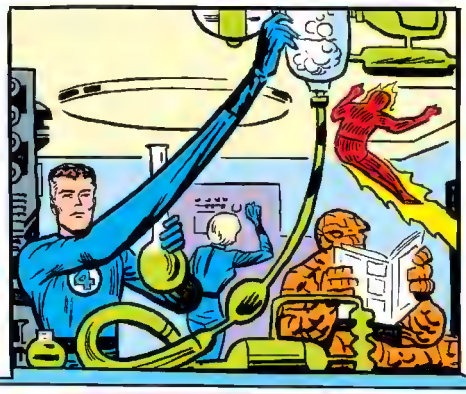
and... DON'T MISS THE AWESOME "GALLERY OF VILLAINS!"

THE FABULOUS FANTASTIC FOUR MEET SPIDER-MAN!*

I SHOULD HAVE THOUGHT OF THIS *LONG* AGO! I CAN PROBABLY EARN A *FORTUNE* BY JOINING FORCES WITH THE *FANTASTIC FOUR!*

THEY'LL BE REAL IMPRESSED WHEN THEY SEE HOW EASILY I CAN BREAK INTO THEIR SKYSCRAPER HEADQUARTERS!

EDITOR'S NOTE: THIS MEMORABLE INCIDENT, ONE OF THE HIGH POINTS IN COMIC MAGAZINE HISTORY, FIRST OCCURED IN *"THE AMAZING SPIDER-MAN"* # 1, MARCH ! IT WAS MERELY A SMALL, TWO-PAGE EPISODE WHICH BEGAN ONE OF SPIDER-MAN'S GREATEST ADVENTURES! HOWEVER, WE HAVE RECEIVED COUNTLESS REQUESTS ASKING US TO RE-DO THIS FAMOUS ENCOUNTER, BUT TO DEVOTE *MORE SPACE* TO IT, SHOWING IT IN ALL ITS EXCITING DETAIL! AND SO -- BECAUSE YOU REQUESTED IT...



WRITTEN BY: *STAN LEE*
DRAWN BY: *JACK KIRBY*
INKING: *STEVE DITKO*
LETTERING: *RAY HOLLOWAY*

* BY SPECIAL ARRANGEMENT WITH *SPIDER-MAN* MAGAZINE WHERE THIS EPISODE, BY LEE AND DITKO, FIRST APPEARED IN CONDENSED FORM!

AT THAT MOMENT, AN ALARM RINGS IN THE READY-ROOM OF THE *FANTASTIC FOUR!*

THE *ALARM!* SOMEONE IS TRYING TO SNEAK IN!

HE MUST BE SOME KINDA *NUT* TO THINK HE CAN TAKE US BY SURPRISE!

BRIN-NG

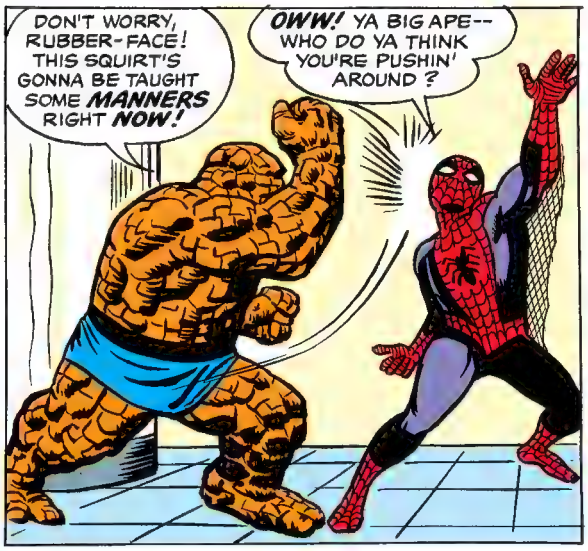
THERE'S HIS PICTURE ON OUR VIEWPLATE! IT'S *SPIDER-MAN!*

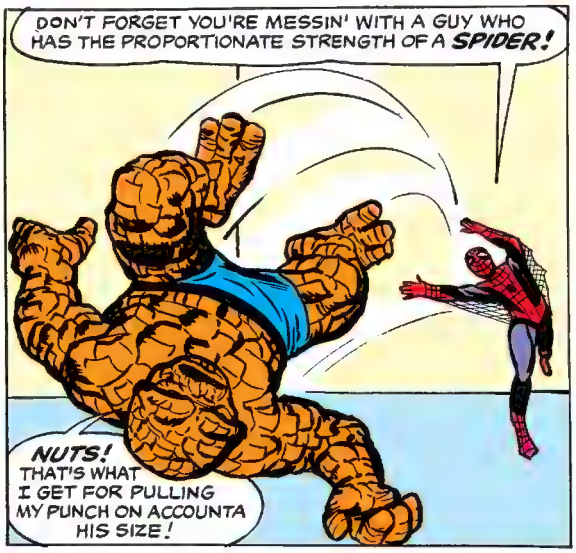
HOW OBLIGING OF THEM TO LEAVE A WINDOW OPEN FOR ME! THIS IS A *BREEZE!*

GREETINGS, GROUP! YOU SHOULDN'T MAKE IT SO EASY FOR PEOPLE TO DROP IN ON YA!

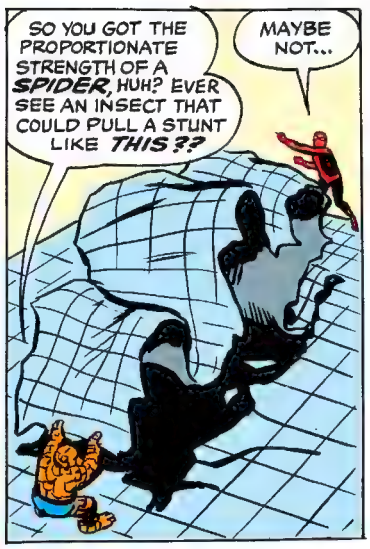
GOT NEWS FOR YOU, LOUDMOUTH: IT AINT THAT EASY!
WHA--? A PLEXI-GLASS CAGE! DROPPED FROM THE CEILING!

THIS GIZMO MAY KEEP OUT THE RIFF-RAFF, GRUESOME, BUT IT'S A JOKE TO ME!
THAT DEVICE COST US THOUSANDS! IF YOU WRECK IT...

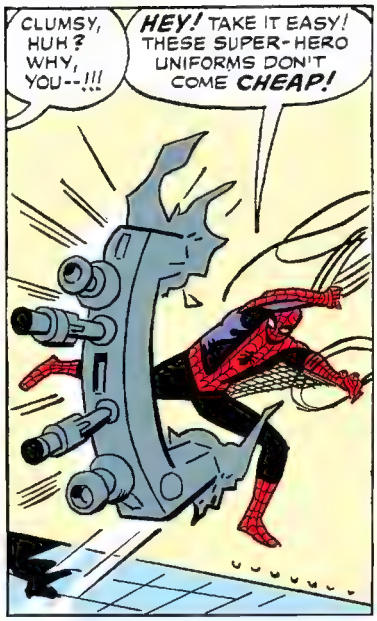

DON'T WORRY, RUBBER-FACE! THIS SQUIRT'S GONNA BE TAUGHT SOME MANNERS RIGHT NOW!
OWW! YA BIG APE-- WHO DO YA THINK YOU'RE PUSHIN' AROUND?

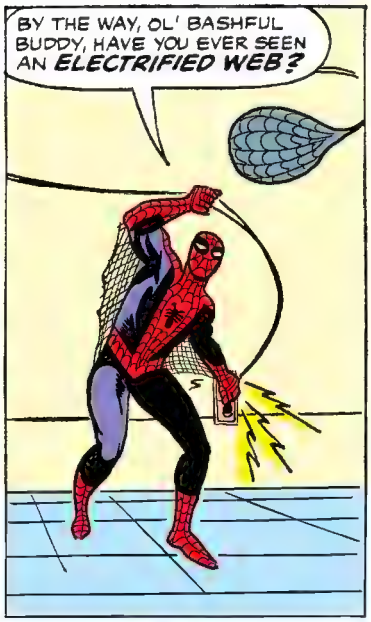

DON'T FORGET YOU'RE MESSIN' WITH A GUY WHO HAS THE PROPORTIONATE STRENGTH OF A SPIDER!
NUTS! THAT'S WHAT I GET FOR PULLING MY PUNCH ON ACCOUNTA HIS SIZE!

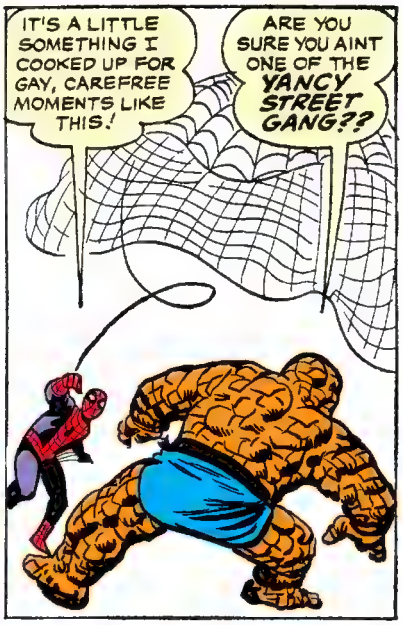
OKAY, WISE-GUY! YOU WANNA PLAY IN THE BIG LEAGUE? I'LL GIVE YA A LITTLE SAMPLE OF WHAT TO EXPECT!

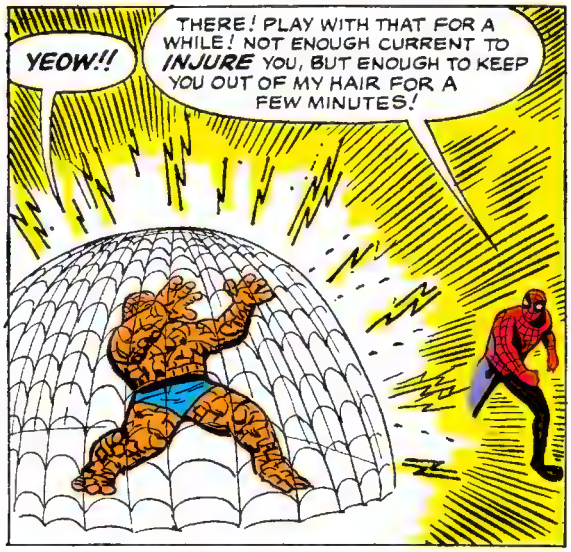

SO YOU GOT THE PROPORTIONATE STRENGTH OF A SPIDER, HUH? EVER SEE AN INSECT THAT COULD PULL A STUNT LIKE THIS??
MAYBE NOT...

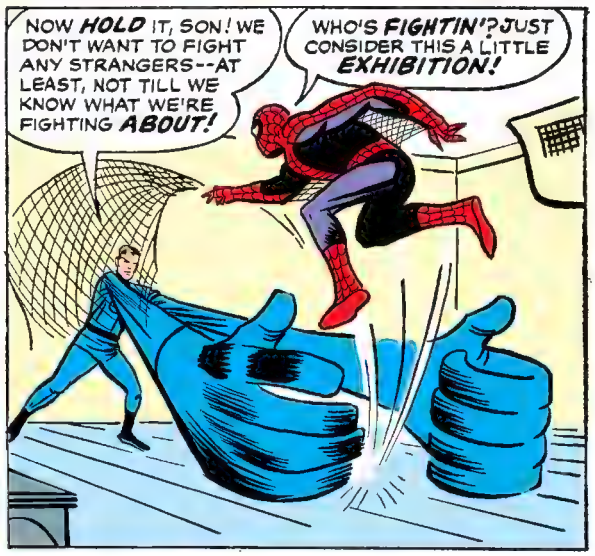
BUT I'VE GOT STUNTS OF MY OWN-- LIKE STICKIN' TO THE WALL TO DODGE YOUR CLUMSY ATTEMPTS TO TRAP ME!

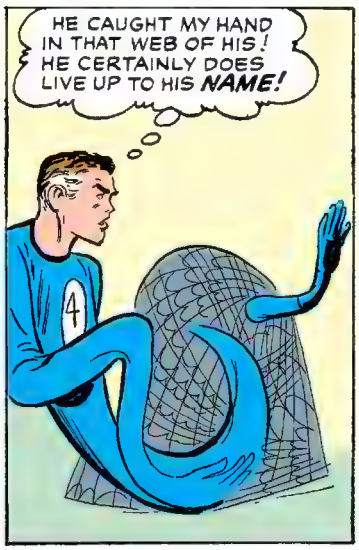

CLUMSY, HUH? WHY, YOU--!!!
HEY! TAKE IT EASY! THESE SUPER-HERO UNIFORMS DON'T COME CHEAP!


BY THE WAY, OL' BASHFUL BUDDY, HAVE YOU EVER SEEN AN ELECTRIFIED WEB?

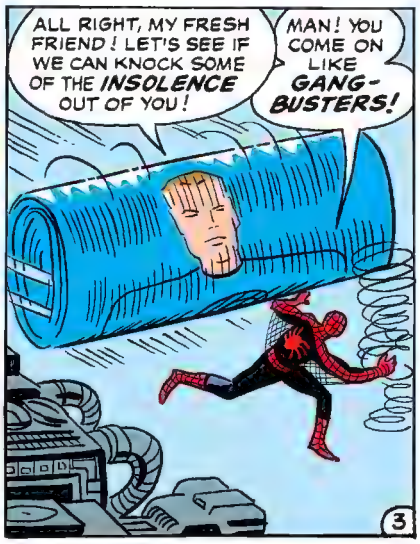

IT'S A LITTLE SOMETHING I COOKED UP FOR GAY, CAREFREE MOMENTS LIKE THIS!
ARE YOU SURE YOU AINT ONE OF THE YANCY STREET GANG??

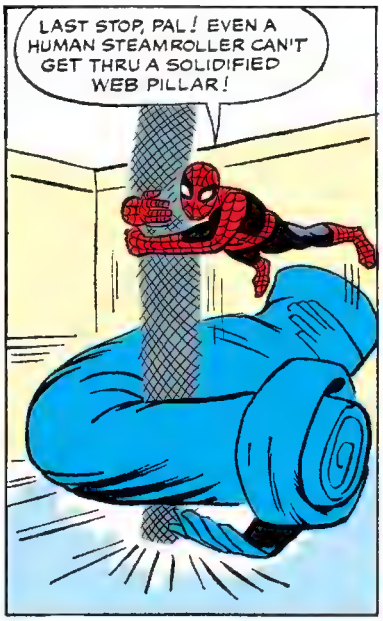

YEOW!!
THERE! PLAY WITH THAT FOR A WHILE! NOT ENOUGH CURRENT TO INJURE YOU, BUT ENOUGH TO KEEP YOU OUT OF MY HAIR FOR A FEW MINUTES!


NOW HOLD IT, SON! WE DON'T WANT TO FIGHT ANY STRANGERS--AT LEAST, NOT TILL WE KNOW WHAT WE'RE FIGHTING ABOUT!
WHO'S FIGHTIN'? JUST CONSIDER THIS A LITTLE EXHIBITION!

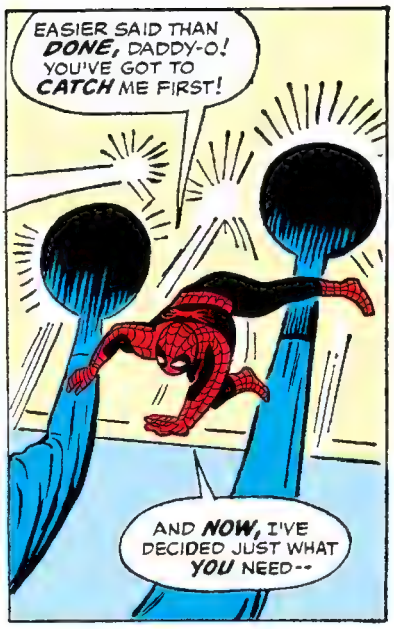

HE CAUGHT MY HAND IN THAT WEB OF HIS! HE CERTAINLY DOES LIVE UP TO HIS NAME!

BUT IT WILL TAKE MORE THAN A WEB TO HOLD MR. FANTASTIC!
BRO-THER! IF I HAD A NICKLE FOR EVERY TIME THAT LINE'S BEEN USED BEFORE !!!

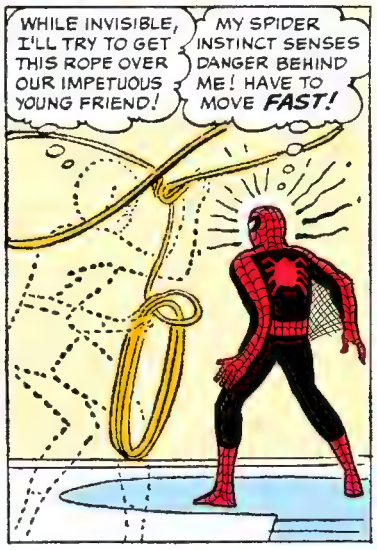

ALL RIGHT, MY FRESH FRIEND! LET'S SEE IF WE CAN KNOCK SOME OF THE INSOLENCE OUT OF YOU!
MAN! YOU COME ON LIKE GANG-BUSTERS!


LAST STOP, PAL! EVEN A HUMAN STEAMROLLER CAN'T GET THRU A SOLIDIFIED WEB PILLAR!

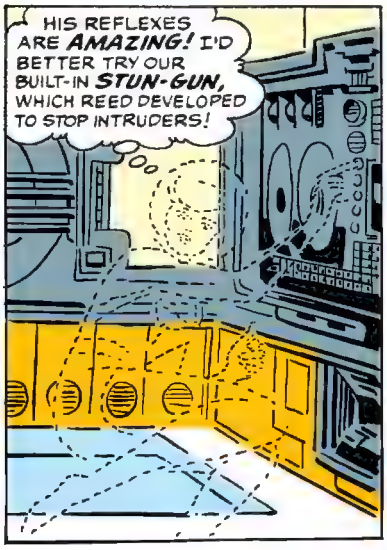
KNOW SOMETHING? I'VE DECIDED THAT WHAT YOU NEED IS A GOOD PADDLING!


EASIER SAID THAN DONE, DADDY-O! YOU'VE GOT TO CATCH ME FIRST!
AND NOW, I'VE DECIDED JUST WHAT YOU NEED--

EVER TRY TO WIGGLE OUT OF A WEB MADE WITH SUPER-GLUE?? THIS'LL QUIET YOU DOWN FOR A WHILE, CHUM!

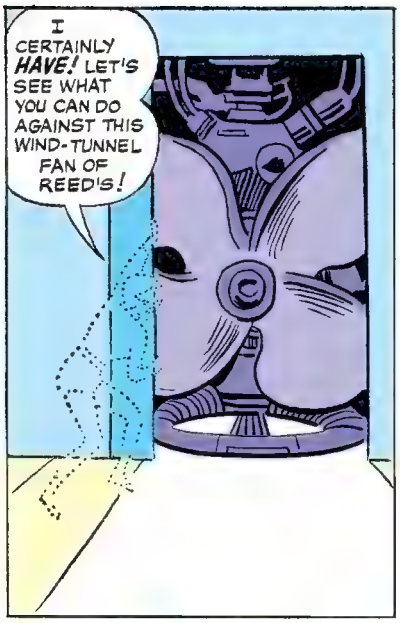

WHILE INVISIBLE, I'LL TRY TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!
MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE FAST!

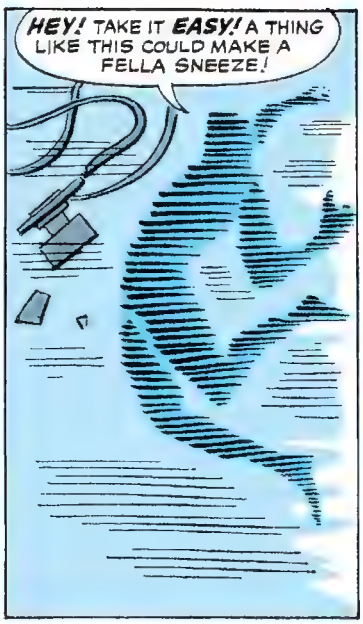
WHO TOSSED THE ROPE? DON'T SEE ANYONE!
MUST BE THE INVISIBLE GIRL! WELL, I'LL GIVE HER A SPIN FOR HER MONEY!

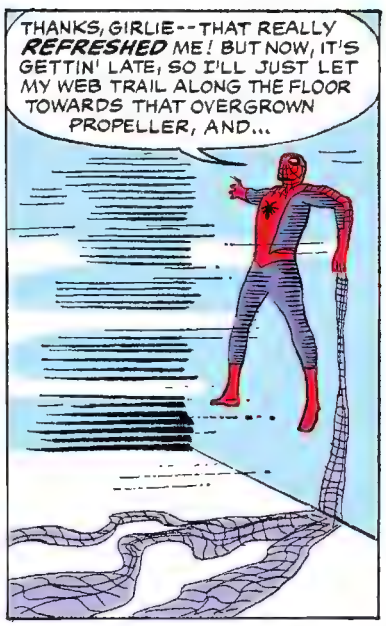

HIS REFLEXES ARE AMAZING! I'D BETTER TRY OUR BUILT-IN STUN-GUN, WHICH REED DEVELOPED TO STOP INTRUDERS!

BETTER COOL OFF NOW, SPIDER-MAN! WHILE THIS GUN WON'T INJURE YOU, IT'LL MAKE YOU THINK YOU'VE BEEN KICKED BY A MULE!
LADY, YOU'RE NOT TALKIN' TO ONE OF THOSE CORN-BALL VILLAINS YOU'RE ALWAYS FIGHTING!
CLICK!

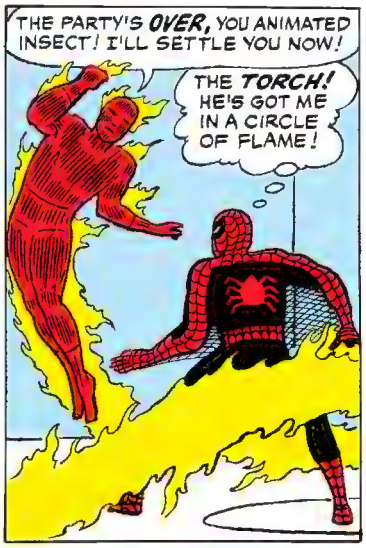
I CAN STAY HERE NICE AND COZY BEHIND MY SOLIDIFIED WEB AS LONG AS I HAVE TO! GOT ANY MORE TRICKS UP YOUR SLEEVE??


I CERTAINLY HAVE! LET'S SEE WHAT YOU CAN DO AGAINST THIS WIND-TUNNEL FAN OF REED'S!

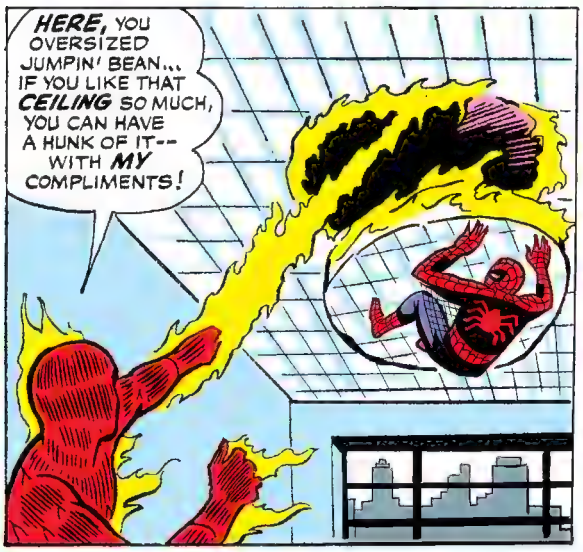

HEY! TAKE IT EASY! A THING LIKE THIS COULD MAKE A FELLA SNEEZE!

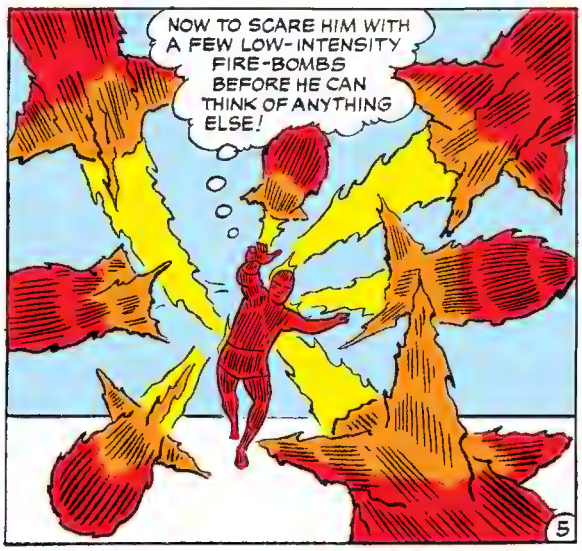

THANKS, GIRLIE--THAT REALLY REFRESHED ME! BUT NOW, IT'S GETTIN' LATE, SO I'LL JUST LET MY WEB TRAIL ALONG THE FLOOR TOWARDS THAT OVERGROWN PROPELLER, AND...

OH, DEAR! IT'LL TAKE A WEEK TO UNTANGLE THIS MESS!
YOU'VE ALL BEEN TOO GENTLE WITH HIM! NOW IT'S MY TURN!


THE PARTY'S OVER, YOU ANIMATED INSECT! I'LL SETTLE YOU NOW!
THE TORCH! HE'S GOT ME IN A CIRCLE OF FLAME!

WELL, I'LL JUST JUMP OVER THAT CLOWN'S LITTLE TRAP...
...AND KEEP OUTTA REACH TILL HIS FLAME DIES DOWN!
THEN IT'LL BE MY TURN!
HEY! STAY STILL, DARN IT!

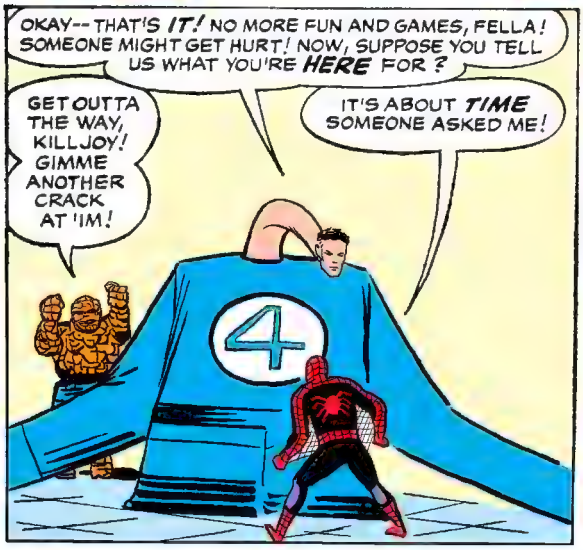

HERE, YOU OVERSIZED JUMPIN' BEAN... IF YOU LIKE THAT CEILING SO MUCH, YOU CAN HAVE A HUNK OF IT-- WITH MY COMPLIMENTS!


NOW TO SCARE HIM WITH A FEW LOW-INTENSITY FIRE-BOMBS BEFORE HE CAN THINK OF ANYTHING ELSE!

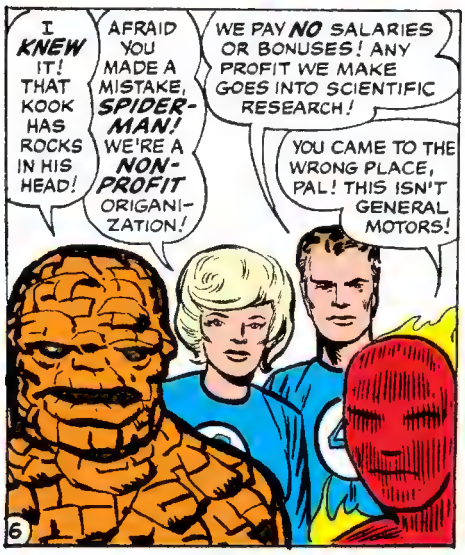
OH, NO! HE MADE A BAT OUTTA HIS WEB, AND HE'S HITTIN' THEM AWAY!
I CAN KEEP THIS UP AS LONG AS YOU CAN, JUNIOR! AND I GOT NEWS FOR YOU... YOU'RE A CRUMMY PITCHER!

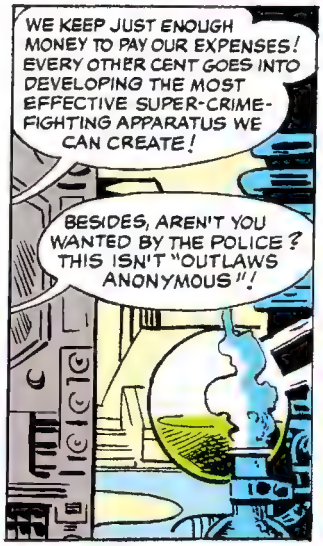
HEY, SUE! DISCONNECT THAT ELECTRIFIED WEB, WILLYA, SO I CAN GET OUT OF HERE!
OH, SORRY, BEN! I WAS SO BUSY WATCHING, THAT I FORGOT!

THAT'S MORE LIKE IT! HERE, STRINGBEAN, I'LL SNAP THAT SUPER-GLUE STUFF OFF YOUR BONEY LITTLE WRISTS! AND NOW--
AND NOW NOTHING, BEN! IT'S TIME FOR ME TO PUT A STOP TO ALL THIS!


OKAY-- THAT'S IT! NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET HURT! NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR?
GET OUTTA THE WAY, KILLJOY! GIMME ANOTHER CRACK AT 'IM!
IT'S ABOUT TIME SOMEONE ASKED ME!

I WANT TO JOIN THE FANTASTIC FOUR, SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN DO!
SO NOW LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE JOB PAY? I FIGURE I'M WORTH YOUR TOP SALARY!


I KNEW IT! THAT KOOK HAS ROCKS IN HIS HEAD!
AFRAID YOU MADE A MISTAKE, SPIDER-MAN! WE'RE A NON-PROFIT ORGANIZATION!
WE PAY NO SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!
YOU CAME TO THE WRONG PLACE, PAL! THIS ISN'T GENERAL MOTORS!

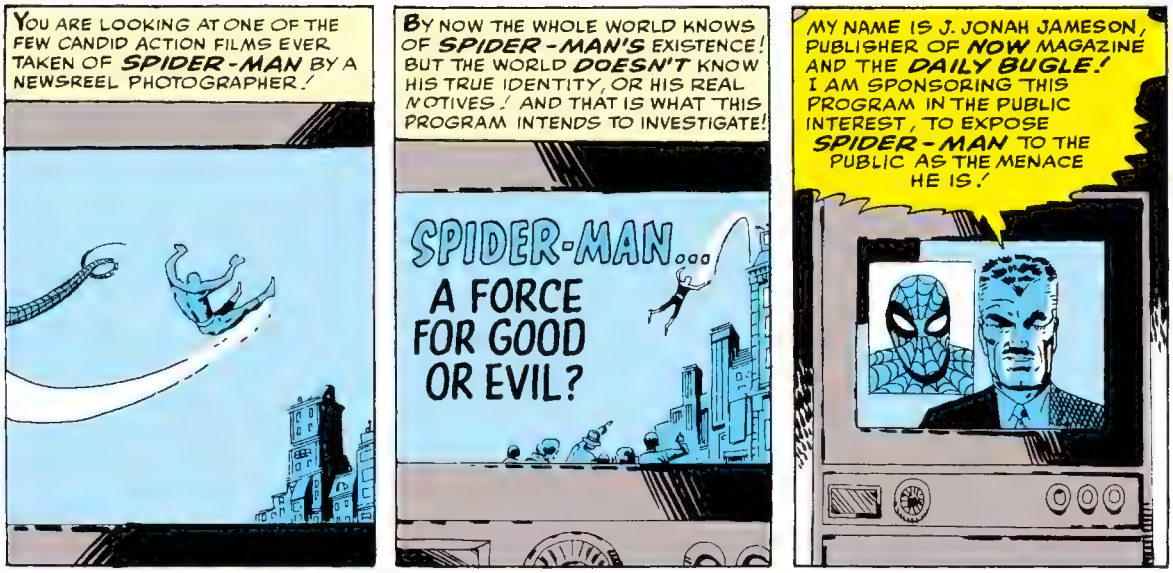

WE KEEP JUST ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!
BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!

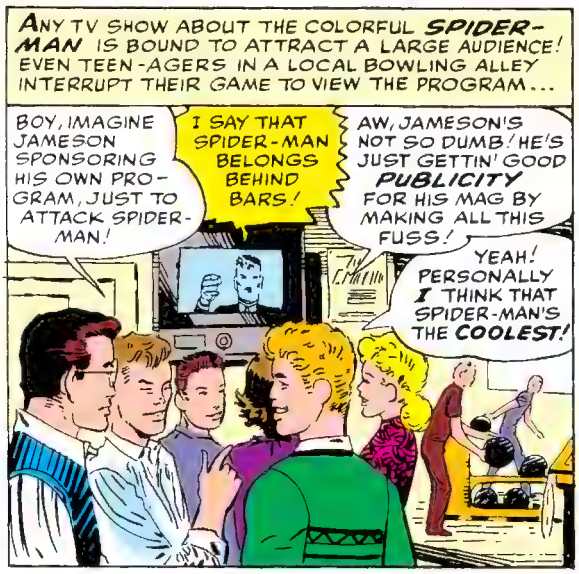
I MIGHT HAVE KNOWN! YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE WORST OF ANYONE!
OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE PIKERS!
WAIT! COME BACK!
AND THAT IS THE REAL REASON SPIDER-MAN NEVER JOINED THE FANTASTIC FOUR!! BUT WILL THEY EVER MEET AGAIN? WE WOULDN'T BE AT ALL SURPRISED!!

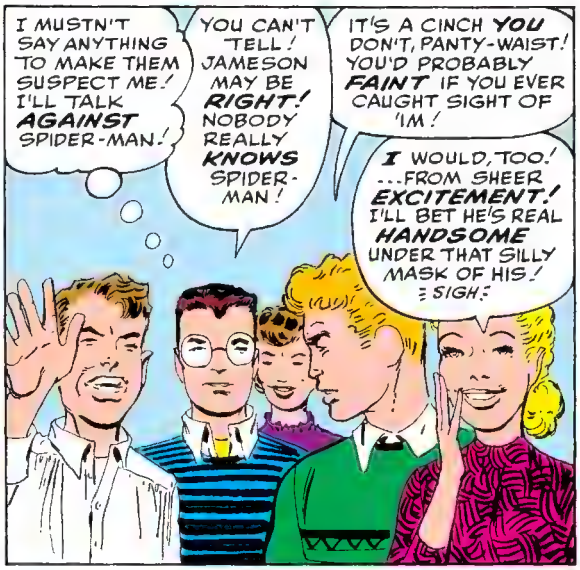
The End

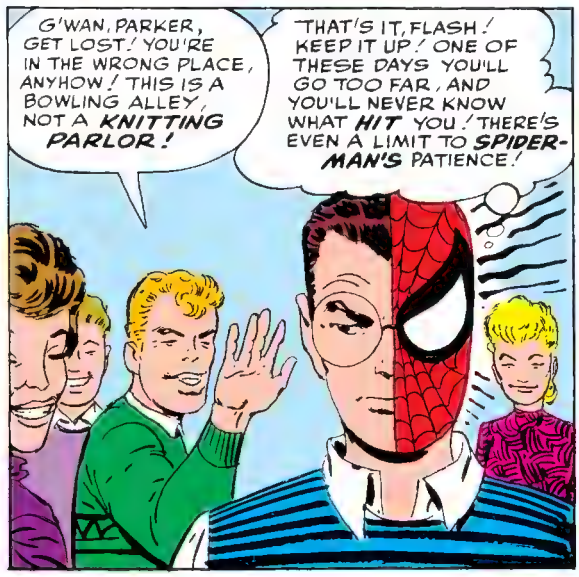
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
5 OCT.
MARVEL COMICS GROUP 12¢
IT HAD TO HAPPEN! SOONER OR LATER, SPIDER-MAN WAS BOUND TO BATTLE "DOCTOR DOOM!"
THIS IS YOUR FINISH, SPIDER-MAN! IF THE FANTASTIC FOUR THEMSELVES COULD NOT STOP ME, WHAT CHANCE HAVE YOU?

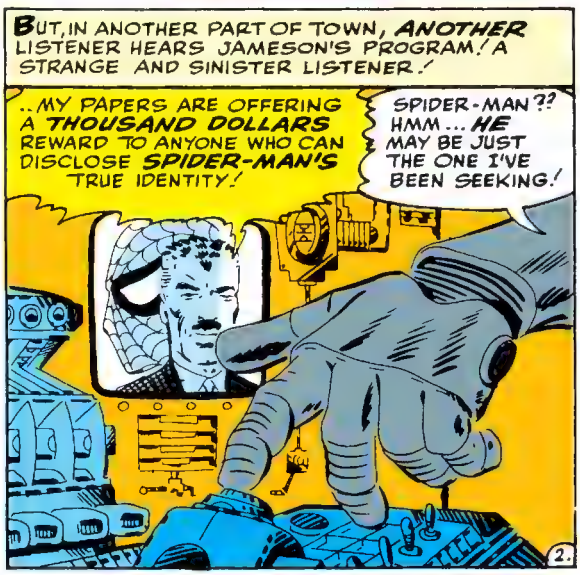
HAVE YOU EVER NOTICED, WHEN YOU START READING A COMIC MAG, THE OPENING CAPTION TELLS YOU THAT YOU'RE ABOUT TO READ THE MOST EXCITING STORY EVER WRITTEN ... WITH THE MOST DANGEROUS MENACE, AND THE MOST SUSPENSEFUL PLOT ?? WELL, WE'RE GOING TO TRY TO BE MORE HONEST! THIS MAY *NOT* BE THE GREATEST STORY EVER WRITTEN! YOU MAY HAVE READ ABOUT MORE EXCITING VILLAINS! AND YOU MAY HAVE THRILLED TO BETTER PLOTS! BUT, Y'KNOW SOMETHING? WE CAN'T SEE *HOW!*

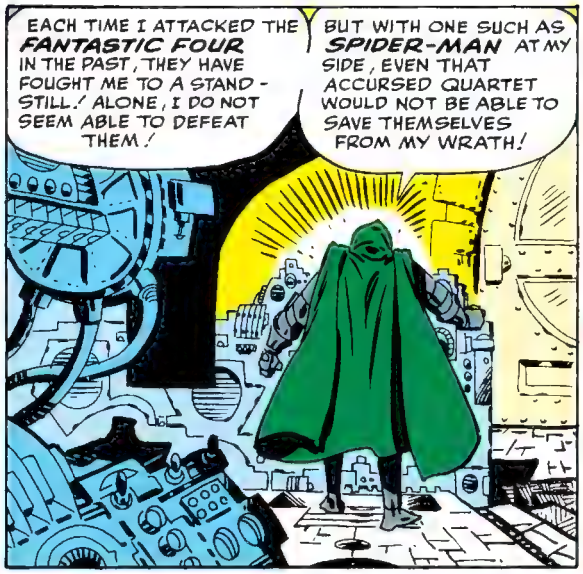

YOU ARE LOOKING AT ONE OF THE FEW CANDID ACTION FILMS EVER TAKEN OF SPIDER-MAN BY A NEWSREEL PHOTOGRAPHER!
BY NOW THE WHOLE WORLD KNOWS OF SPIDER-MAN'S EXISTENCE! BUT THE WORLD DOESN'T KNOW HIS TRUE IDENTITY, OR HIS REAL MOTIVES! AND THAT IS WHAT THIS PROGRAM INTENDS TO INVESTIGATE!
SPIDER-MAN... A FORCE FOR GOOD OR EVIL?
MY NAME IS J. JONAH JAMESON, PUBLISHER OF NOW MAGAZINE AND THE DAILY BUGLE! I AM SPONSORING THIS PROGRAM IN THE PUBLIC INTEREST, TO EXPOSE SPIDER-MAN TO THE PUBLIC AS THE MENACE HE IS!


ANY TV SHOW ABOUT THE COLORFUL SPIDER-MAN IS BOUND TO ATTRACT A LARGE AUDIENCE! EVEN TEEN-AGERS IN A LOCAL BOWLING ALLEY INTERRUPT THEIR GAME TO VIEW THE PROGRAM...
BOY, IMAGINE JAMESON SPONSORING HIS OWN PROGRAM, JUST TO ATTACK SPIDER-MAN!
I SAY THAT SPIDER-MAN BELONGS BEHIND BARS!
AW, JAMESON'S NOT SO DUMB! HE'S JUST GETTIN' GOOD PUBLICITY FOR HIS MAG BY MAKING ALL THIS FUSS!
YEAH! PERSONALLY I THINK THAT SPIDER-MAN'S THE COOLEST!

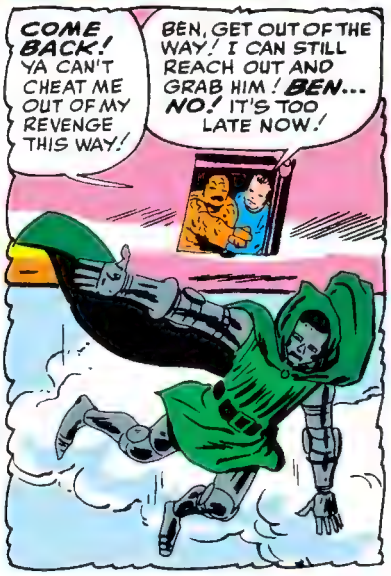

I MUSTN'T SAY ANYTHING TO MAKE THEM SUSPECT ME! I'LL TALK AGAINST SPIDER-MAN!
YOU CAN'T TELL! JAMESON MAY BE RIGHT! NOBODY REALLY KNOWS SPIDER-MAN!
IT'S A CINCH YOU DON'T, PANTY-WAIST! YOU'D PROBABLY FAINT IF YOU EVER CAUGHT SIGHT OF 'IM!
I WOULD, TOO! ...FROM SHEER EXCITEMENT! I'LL BET HE'S REAL HANDSOME UNDER THAT SILLY MASK OF HIS! SIGH.


G'WAN, PARKER, GET LOST! YOU'RE IN THE WRONG PLACE, ANYHOW! THIS IS A BOWLING ALLEY, NOT A KNITTING PARLOR!
THAT'S IT, FLASH! KEEP IT UP! ONE OF THESE DAYS YOU'LL GO TOO FAR, AND YOU'LL NEVER KNOW WHAT HIT YOU! THERE'S EVEN A LIMIT TO SPIDER-MAN'S PATIENCE!

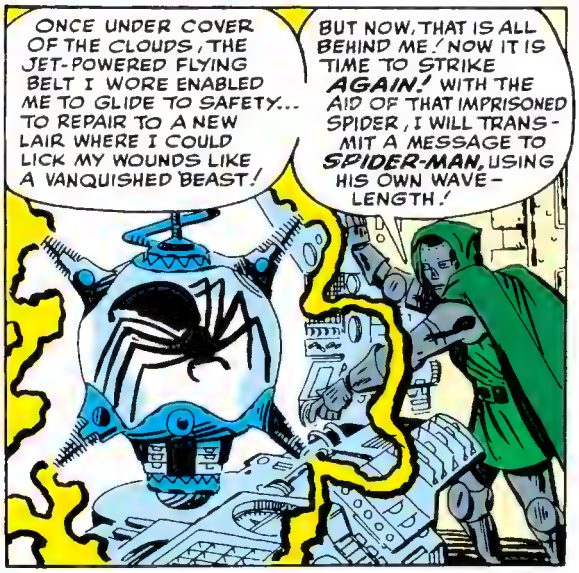

BUT, IN ANOTHER PART OF TOWN, ANOTHER LISTENER HEARS JAMESON'S PROGRAM! A STRANGE AND SINISTER LISTENER!
..MY PAPERS ARE OFFERING A THOUSAND DOLLARS REWARD TO ANYONE WHO CAN DISCLOSE SPIDER-MAN'S TRUE IDENTITY!
SPIDER-MAN?? HMM... HE MAY BE JUST THE ONE I'VE BEEN SEEKING!

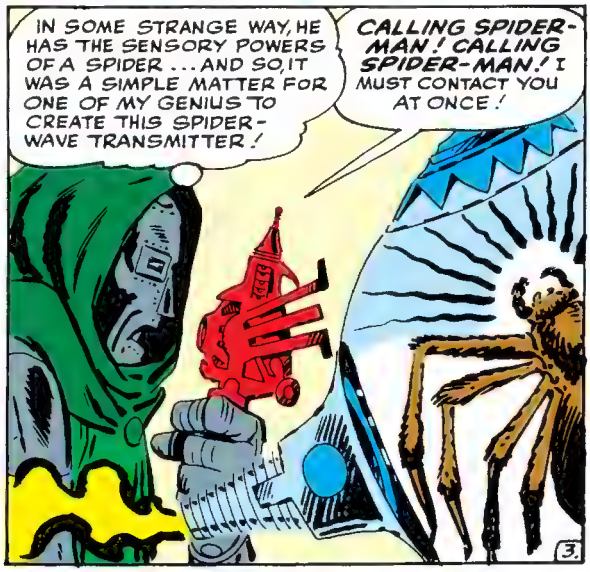

EACH TIME I ATTACKED THE FANTASTIC FOUR IN THE PAST, THEY HAVE FOUGHT ME TO A STAND-STILL! ALONE, I DO NOT SEEM ABLE TO DEFEAT THEM!
BUT WITH ONE SUCH AS SPIDER-MAN AT MY SIDE, EVEN THAT ACCURSED QUARTET WOULD NOT BE ABLE TO SAVE THEMSELVES FROM MY WRATH!

ORDINARY MEN TREMBLE AT THE MENTION OF MY NAME! THE ENTIRE CIVILIZED WORLD FEARS THE MENACE OF DOCTOR DOOM! AND YET, IN ONE RESPECT, I HAVE BEEN FOILED TIME AND TIME AGAIN!
NO MATTER HOW PERFECTLY I LAY MY PLANS, THE FANTASTIC FOUR HAVE ALWAYS MANAGED TO FRUSTRATE ME! I STILL REMEMBER OUR LAST PARTING...


COME BACK! YA CAN'T CHEAT ME OUT OF MY REVENGE THIS WAY!
BEN, GET OUT OF THE WAY! I CAN STILL REACH OUT AND GRAB HIM! BEN... NO! IT'S TOO LATE NOW!

SWIFTLY, SILENTLY, THE AWESOME FORM OF THE GREATEST MENACE OF OUR AGE PLUMMETS EARTHWARD... DOWN... DOWN... DOWN... UNTIL IT IS LOST FROM SIGHT IN THE BILLOWING CLOUDS BELOW...


ONCE UNDER COVER OF THE CLOUDS, THE JET-POWERED FLYING BELT I WORE ENABLED ME TO GLIDE TO SAFETY... TO REPAIR TO A NEW LAIR WHERE I COULD LICK MY WOUNDS LIKE A VANQUISHED BEAST!
BUT NOW, THAT IS ALL BEHIND ME! NOW IT IS TIME TO STRIKE AGAIN! WITH THE AID OF THAT IMPRISONED SPIDER, I WILL TRANSMIT A MESSAGE TO SPIDER-MAN, USING HIS OWN WAVE-LENGTH!


IN SOME STRANGE WAY, HE HAS THE SENSORY POWERS OF A SPIDER... AND SO, IT WAS A SIMPLE MATTER FOR ONE OF MY GENIUS TO CREATE THIS SPIDER-WAVE TRANSMITTER!
CALLING SPIDER-MAN! CALLING SPIDER-MAN! I MUST CONTACT YOU AT ONCE!

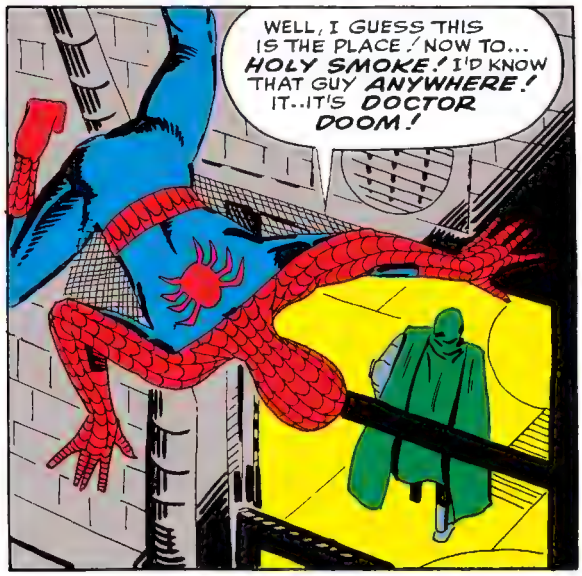
MEANWHILE, AT HOME, PETER PARKER PRACTICES HIS AGILITY WITH HIS WEB, IN THE PRIVACY OF HIS ROOM...
IF THE GANG AT THE BOWLING ALLEY COULD SEE ME NOW!

CALLING SPIDER-MAN! CALLING SPIDER-MAN!
I CAN SENSE A MESSAGE! SOMEONE IS TRYING TO REACH ME!

WHO CAN IT BE? HOW COULD ANYONE HAVE FIGURED OUT A WAY TO REACH ME THROUGH MY SPIDER'S SENSE?
WELL, THERE'S ONLY ONE WAY TO FIND OUT!

IT'S A SIMPLE MATTER FOR ME TO FOLLOW THE SENSORY IMPULSES TO THEIR SOURCE! BOY, IT'S GREAT TO BE GETTING BACK INTO ACTION AGAIN!

BUT, PERHAPS SPIDER-MAN WOULD NOT BE QUITE SO ENTHUSIASTIC IF HE KNEW WHO WAS WAITING FOR HIM AT HIS ULTIMATE DESTINATION!
IT SHOULD BE CHILD'S PLAY FOR ME TO PERSUADE SPIDER-MAN TO JOIN ME AGAINST THE FANTASTIC FOUR!

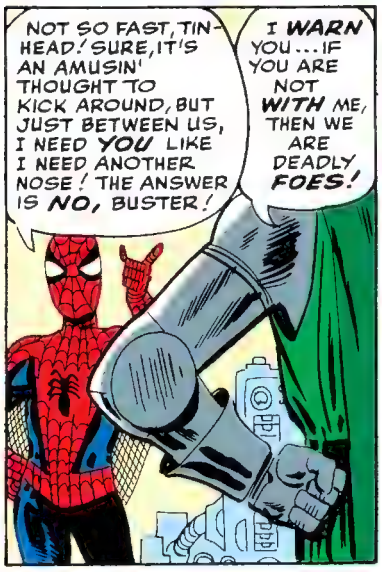

WELL, I GUESS THIS IS THE PLACE! NOW TO... HOLY SMOKE! I'D KNOW THAT GUY ANYWHERE! IT..IT'S DOCTOR DOOM!

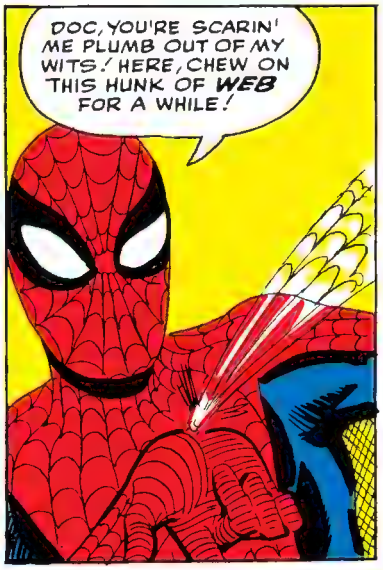
SO IT WAS YOU WHO TRIED TO CONTACT ME, DOOM?! IT WOULD HAVE HAD TO BE SOMEONE WITH YOUR TALENT! BUT WHY?
AH, SPIDER-MAN! IS IT NECESSARY FOR YOU TO MAKE YOUR ENTRANCE QUITE SO DRAMATIC, MY IMPETUOUS FRIEND?

MISTER, FROM WHAT I'VE READ ABOUT YOU, YOU HAVEN'T GOT ANY FRIENDS... IMPETUOUS OR OTHERWISE!
FRIENDSHIP IS FOR WEAKLINGS! WHAT I OFFER YOU IS POWER! TOGETHER, WE COULD RULE THE WORLD!

YOU'RE AN OUTCAST, THE SAME AS I! YOU DARE NOT REVEAL YOUR TRUE IDENTITY! AND YET, RIGHT UNDER YOUR NOSE, THE FANTASTIC FOUR BASKS IN THE LIMELIGHT, WHILE YOU ARE SHUNNED AND HUNTED!
I'LL APPEAL TO HIS SENSE OF ENVY... OF PRIDE! THEN, ONCE HE HAS SERVED HIS PURPOSE, I'LL DESTROY HIM WITHOUT A SECOND THOUGHT!

ME TEAM UP WITH YOU, HUH? MAN, WOULDN'T THAT BE A GASSER? JONAH JAMESON WOULD REALLY HAVE SOMETHING TO HOWL ABOUT THEN!
AH, SO YOU WILL DO IT! SPEAK!! GIVE ME YOUR WORD!


NOT SO FAST, TIN-HEAD! SURE, IT'S AN AMUSIN' THOUGHT TO KICK AROUND, BUT JUST BETWEEN US, I NEED YOU LIKE I NEED ANOTHER NOSE! THE ANSWER IS NO, BUSTER!
I WARN YOU... IF YOU ARE NOT WITH ME, THEN WE ARE DEADLY FOES!


DOC, YOU'RE SCARIN' ME PLUMB OUT OF MY WITS! HERE, CHEW ON THIS HUNK OF WEB FOR A WHILE!

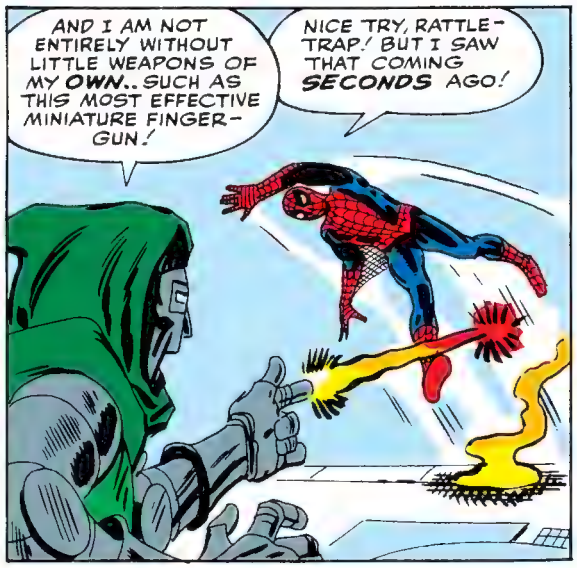
THAT'LL KEEP YOU UNDER WRAPS WHILE I FIGURE OUT WHAT TO DO WITH YOU! SAY, HOW COME YOU'RE SO QUIET... SO STILL? CAT GOT YOUR TONGUE?
YOU BRAZEN FOOL! HAVEN'T YOU GUESSED YET?

IT WASN'T YOU AT ALL! JUST A ROBOT... A DUMMY MADE UP TO RESEMBLE THE REAL DOCTOR DOOM!
NATURALLY! YOU ARE NOT FIGHTING ONE OF YOUR USUAL INSIPID ANTAGONISTS NOW, SPIDER-MAN! DOCTOR DOOM CANNOT BE TRAPPED SO EASILY!

BUT SPIDER-MAN CAN! YOU DIDN'T EXPECT A TRAP-DOOR TO OPEN BENEATH YOUR FEET, DID YOU?
SAY, I'LL BET YOU'D BE A WOW AT A CONEY ISLAND FUN HOUSE!

YOU DON'T THINK A FELLER WITH THE REFLEXES OF A SPIDER IS GONNA TUMBLE DOWN A CORNY TRAP-DOOR, DO YOU?
PERHAPS NOT... BUT FOR YOUR SAKE, I HOPE YOU DON'T THINK YOU'VE ESCAPED ME ALREADY!

THE ACCIDENT WHICH YEARS AGO MADE A SHAMBLES OF MY FACE DIDN'T AFFECT MY STRENGTH AT ALL... AS YOU CAN SEE!
OOOF!


AND I AM NOT ENTIRELY WITHOUT LITTLE WEAPONS OF MY OWN.. SUCH AS THIS MOST EFFECTIVE MINIATURE FINGER-GUN!
NICE TRY, RATTLE-TRAP! BUT I SAW THAT COMING SECONDS AGO!

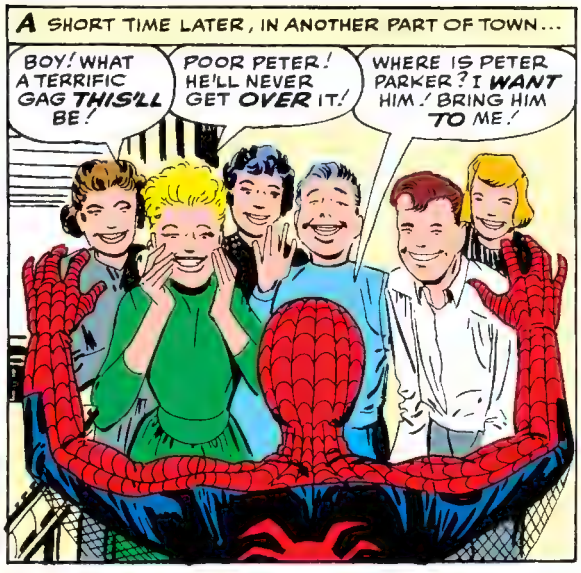
I'LL SAY "SO LONG" FOR NOW, DOC! I DON'T MAKE A HABIT OF BEING A HUMAN TARGET FOR BIG BAD VILLAINS!

IF I TWIST AND TURN JUST THE RIGHT WAY, I'LL MISS THE LEDGE BELOW AND LAND SAFELY IN THE WATER! LOOKS LIKE MY HOURS OF AGILITY PRACTICE ARE REALLY PAYING OFF!

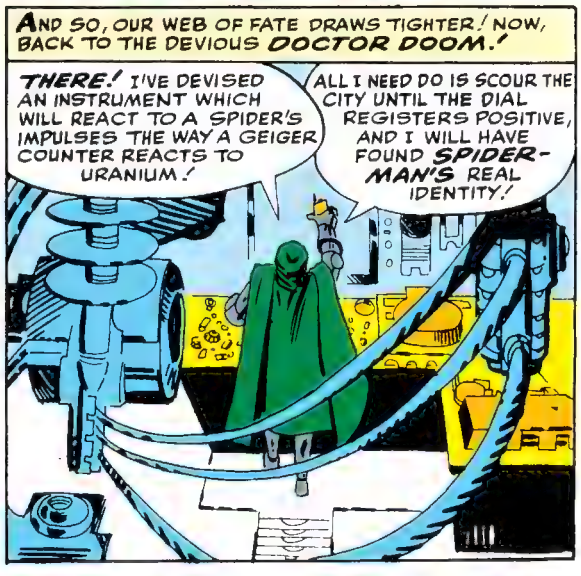
HE ESCAPED ME! WELL, I'LL LET HIM GO FOR NOW! BUT HE SHALL STILL SERVE MY PURPOSE... ONLY, IN A WAY HE CANNOT POSSIBLY SUSPECT!

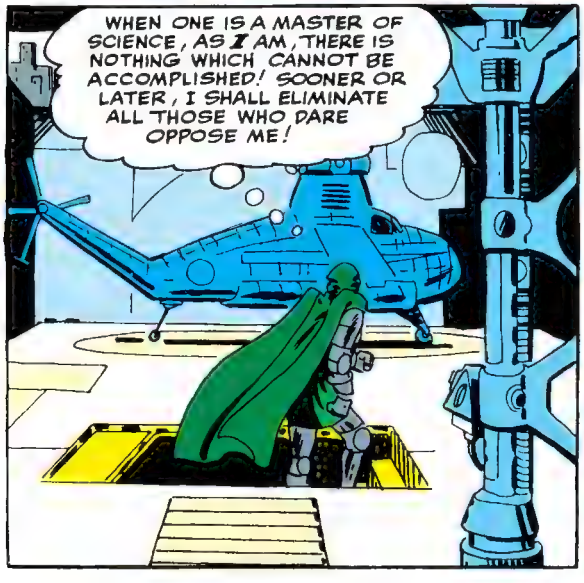
THE FIRST THING I SHALL DO IS LEARN SPIDER-MAN'S TRUE IDENTITY! THAT WILL MAKE IT EASIER FOR ME TO CAPTURE HIM!
AND THEN, ONCE I HAVE HIM HELPLESS, I'LL USE HIM TO BAIT MY DEADLY TRAP FOR THE FANTASTIC FOUR!
MEANWHILE, HUNDREDS OF FEET BELOW...
I HOPE THAT REFUGEE FROM A NIGHTMARE FACTORY DOESN'T THINK HE'S SEEN THE LAST OF ME!... BECAUSE NOW I'M GONNA TACKLE HIM IN EARNEST!
BUT, BY THE TIME THE COLORFUL CRUSADER REACHES THE ROOF...
HOLY HANNAH! WHAT WAS THAT??
BAROOM!
DOOM WAS ONE STEP AHEAD OF ME! HE BLEW UP THE DESERTED BUILDING BEFORE I COULD GET BACK AT HIM! HE'S PROBABLY MILES AWAY BY NOW, PLANNING HIS NEXT MOVE!
WELL, TIME ENOUGH FOR HIM LATER...
I'LL SNAP A FEW PIX OF THE BURNING BUILDING... OLD SKINFLINT JAMESON MAY BE WILLING TO PAY PETE PARKER FOR THEM, IF THEY'RE EXCLUSIVES!
LOOK! THERE'S SPIDER-MAN!
IT MUST HAVE BEEN HIM WHO BLEW UP THE BUILDING!
JUST MY LUCK! THAT CROWD SEES ME! NOW I'LL PROBABLY BE BLAMED FOR THE FIRE, TOO!
THE NEXT DAY, AT THE OFFICES OF J. JONAH JAMESON..
ALL RIGHT, PARKER, I'LL BUY THOSE PICTURES OF THE FIRE FROM YOU! BUT WHAT I REALLY WANT ARE PIX OF SPIDER-MAN! I'D LOVE TO BE ABLE TO PIN THIS FIRE ON HIM!
HERE'S MY CHANCE TO NEEDLE THE OL' WINDBAG A LITTLE...
I DON'T KNOW, MR. JAMESON! PEOPLE ARE BEGINNING TO SAY YOU ATTACK HIM TOO MUCH! THEY'RE BEGINNING TO WONDER WHAT YOUR REAL MOTIVES ARE!
I THINK PARKER IS RIGHT, SIR! I'VE HEARD SOME OF OUR READERS MENTION THAT THEY THINK YOU'RE JEALOUS OF SPIDER-MAN FOR SOME REASON!
WELL, WELL! I NEVER KNEW I HAD AN ALLY IN J.J.'S SECRETARY! AND I NEVER REALIZED HOW PRETTY BETTY BRANT WAS, EITHER.. TILL NOW!
THAT'S ENOUGH! I'M STILL THE PUBLISHER HERE, AND I'LL DECIDE OUR EDITORIAL POLICY!

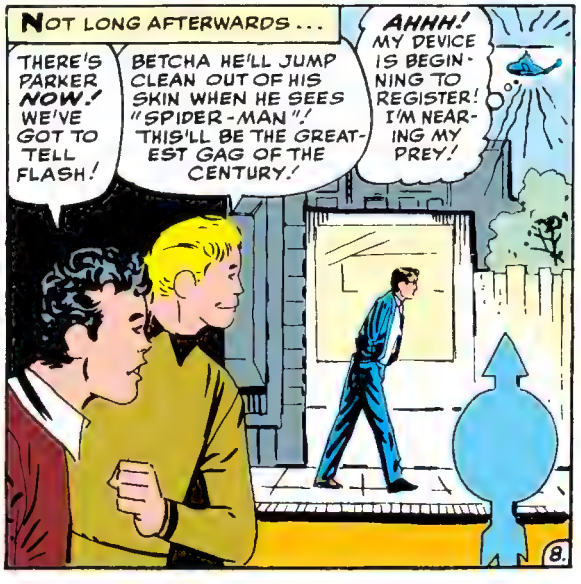
I HAVE ONLY ONE REAL MOTIVE ... TO MAKE MONEY! THE MORE I ATTACK SPIDER-MAN, THE MORE PEOPLE READ MY PAPERS! IT'S TO OUR ADVANTAGE TO KEEP POUNDING AWAY AT THAT CORNY COSTUMED CLOWN! EVERYBODY IS INTERESTED IN HIM ... WHETHER THEY AGREE WITH ME OR NOT DOESN'T MATTER ... SPIDER-MAN SELLS PAPERS! UNDERSTAND ??
I SURE DO, YOU BIG, BLUSTERING PHONY!

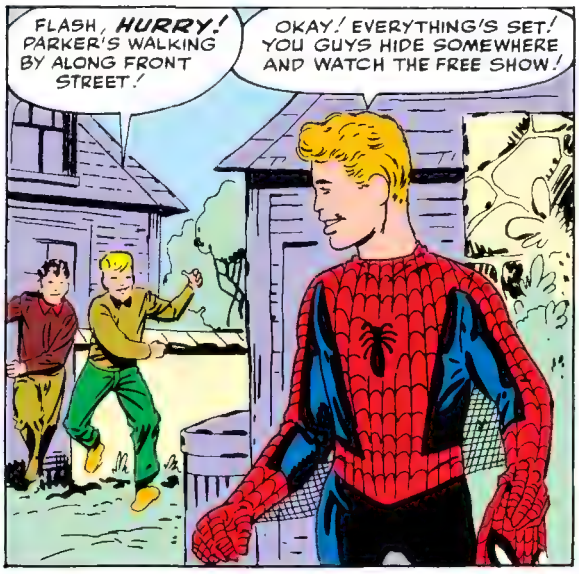

A SHORT TIME LATER, IN ANOTHER PART OF TOWN ...
BOY! WHAT A TERRIFIC GAG THIS'LL BE!
POOR PETER! HE'LL NEVER GET OVER IT!
WHERE IS PETER PARKER? I WANT HIM! BRING HIM TO ME!

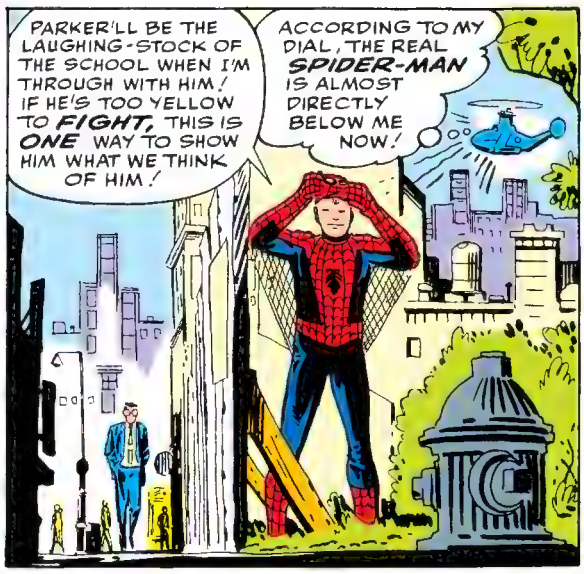
WELL, HOW DID I LOOK? WILL PUNY PARKER FALL FOR IT?
LIKE A TON OF BRICKS! FLASH, YOU'RE A GENIUS!
THE GALS DID A GREAT JOB ON THE COSTUME! THIS'LL TEACH OUR BOOKWORM BUDDY TO KNOCK SPIDER-MAN!

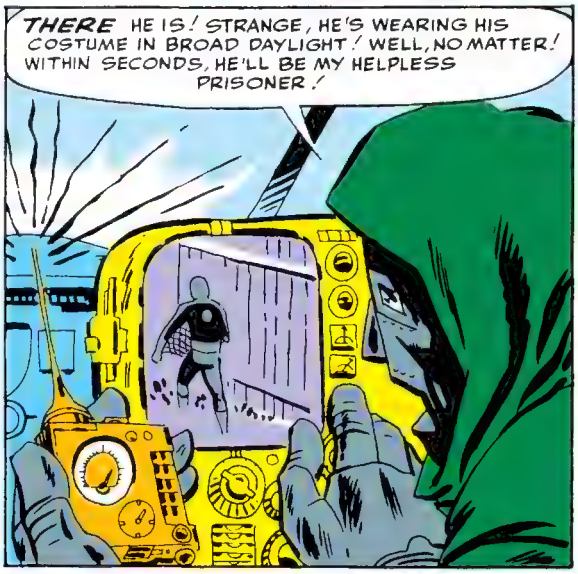

AND SO, OUR WEB OF FATE DRAWS TIGHTER! NOW, BACK TO THE DEVIOUS DOCTOR DOOM!
THERE! I'VE DEVISED AN INSTRUMENT WHICH WILL REACT TO A SPIDER'S IMPULSES THE WAY A GEIGER COUNTER REACTS TO URANIUM!
ALL I NEED DO IS SCOUR THE CITY UNTIL THE DIAL REGISTERS POSITIVE, AND I WILL HAVE FOUND SPIDER-MAN'S REAL IDENTITY!


WHEN ONE IS A MASTER OF SCIENCE, AS I AM, THERE IS NOTHING WHICH CANNOT BE ACCOMPLISHED! SOONER OR LATER, I SHALL ELIMINATE ALL THOSE WHO DARE OPPOSE ME!

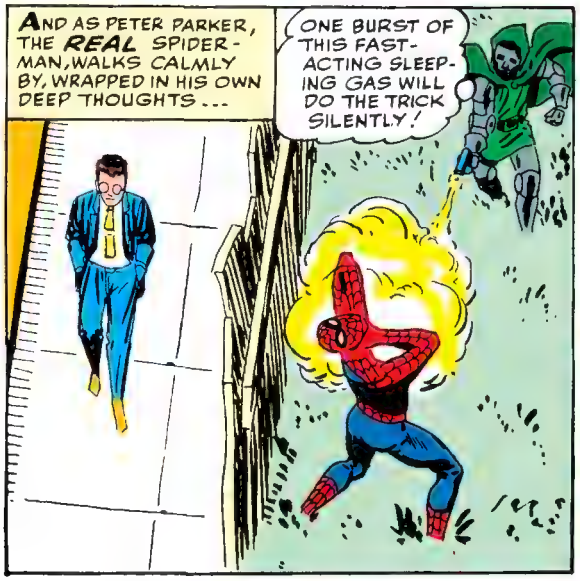

NOT LONG AFTERWARDS ...
THERE'S PARKER NOW! WE'VE GOT TO TELL FLASH!
BETCHA HE'LL JUMP CLEAN OUT OF HIS SKIN WHEN HE SEES "SPIDER-MAN"! THIS'LL BE THE GREATEST GAG OF THE CENTURY!
AHHH! MY DEVICE IS BEGINNING TO REGISTER! I'M NEARING MY PREY!

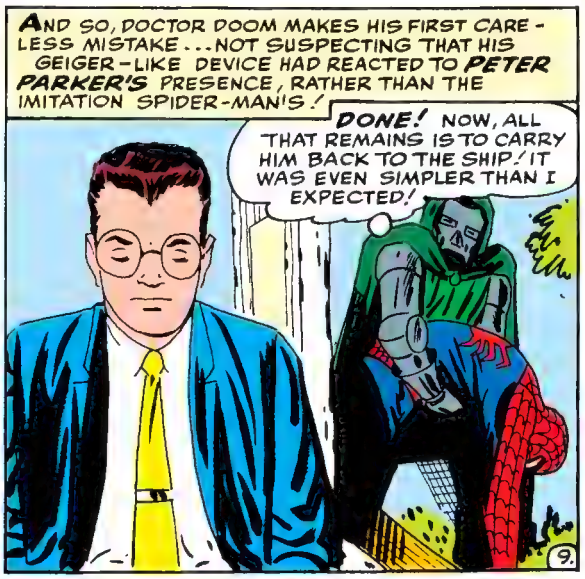

FLASH, HURRY! PARKER'S WALKING BY ALONG FRONT STREET!
OKAY! EVERYTHING'S SET! YOU GUYS HIDE SOMEWHERE AND WATCH THE FREE SHOW!

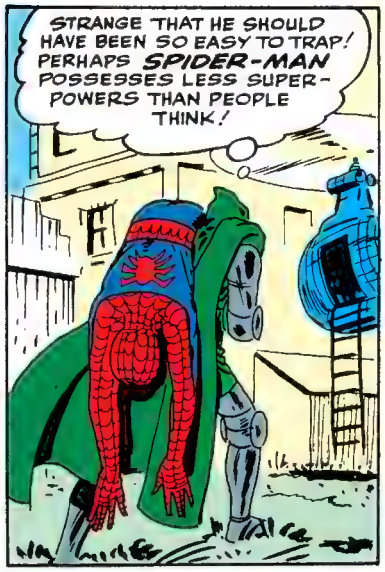

PARKER'LL BE THE LAUGHING-STOCK OF THE SCHOOL WHEN I'M THROUGH WITH HIM! IF HE'S TOO YELLOW TO FIGHT, THIS IS ONE WAY TO SHOW HIM WHAT WE THINK OF HIM!
ACCORDING TO MY DIAL, THE REAL SPIDER-MAN IS ALMOST DIRECTLY BELOW ME NOW!

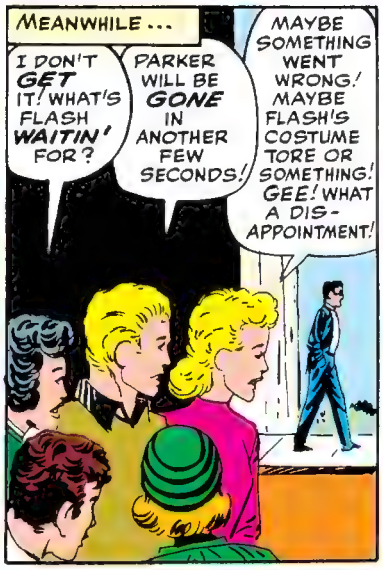

THERE HE IS! STRANGE, HE'S WEARING HIS COSTUME IN BROAD DAYLIGHT! WELL, NO MATTER! WITHIN SECONDS, HE'LL BE MY HELPLESS PRISONER!

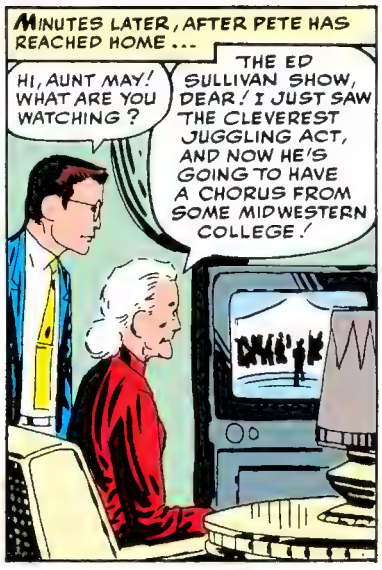
IT'S TIME TO SHOW MYSELF TO PARKER NOW, AND...
HEY, WHA...? WHAT'S THIS? WHAT'S GOIN' ON??
HE'S SEEN ME! BUT IT'S TOO LATE FOR HIM TO STOP ME! I'VE PLANNED THIS COUP TOO CAREFULLY!


AND AS PETER PARKER, THE REAL SPIDER-MAN, WALKS CALMLY BY, WRAPPED IN HIS OWN DEEP THOUGHTS...
ONE BURST OF THIS FAST-ACTING SLEEPING GAS WILL DO THE TRICK SILENTLY!

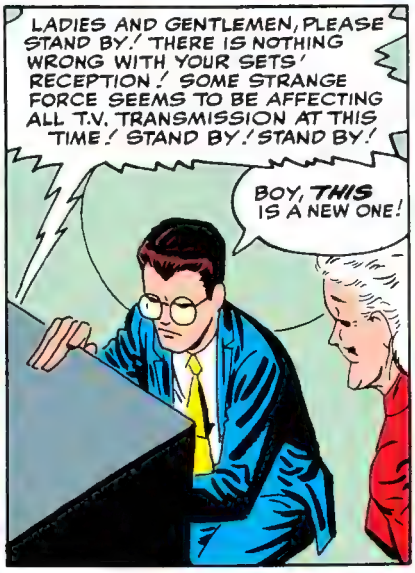

AND SO, DOCTOR DOOM MAKES HIS FIRST CARELESS MISTAKE...NOT SUSPECTING THAT HIS GEIGER-LIKE DEVICE HAD REACTED TO PETER PARKER'S PRESENCE, RATHER THAN THE IMITATION SPIDER-MAN'S!
DONE! NOW, ALL THAT REMAINS IS TO CARRY HIM BACK TO THE SHIP! IT WAS EVEN SIMPLER THAN I EXPECTED!

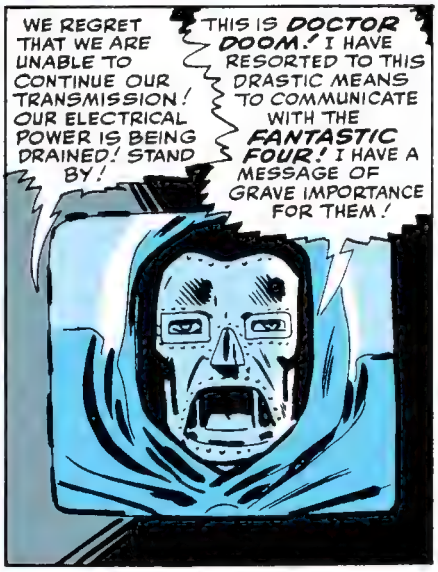

STRANGE THAT HE SHOULD HAVE BEEN SO EASY TO TRAP! PERHAPS SPIDER-MAN POSSESSES LESS SUPER-POWERS THAN PEOPLE THINK!

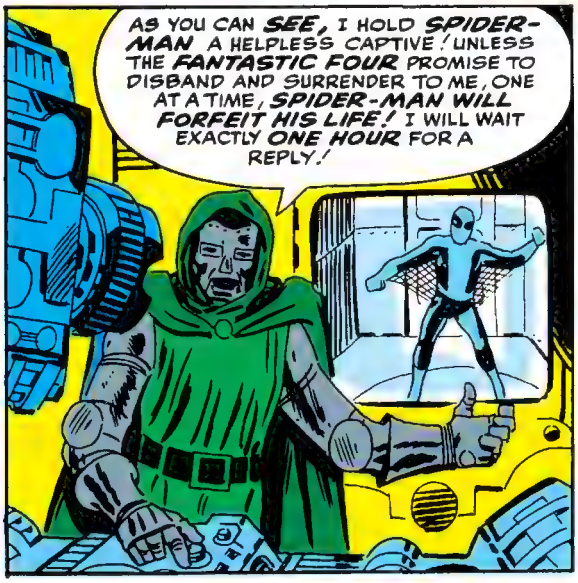

MEANWHILE ...
I DON'T GET IT! WHAT'S FLASH WAITIN' FOR?
PARKER WILL BE GONE IN ANOTHER FEW SECONDS!
MAYBE SOMETHING WENT WRONG! MAYBE FLASH'S COSTUME TORE OR SOMETHING! GEE! WHAT A DIS-APPOINTMENT!

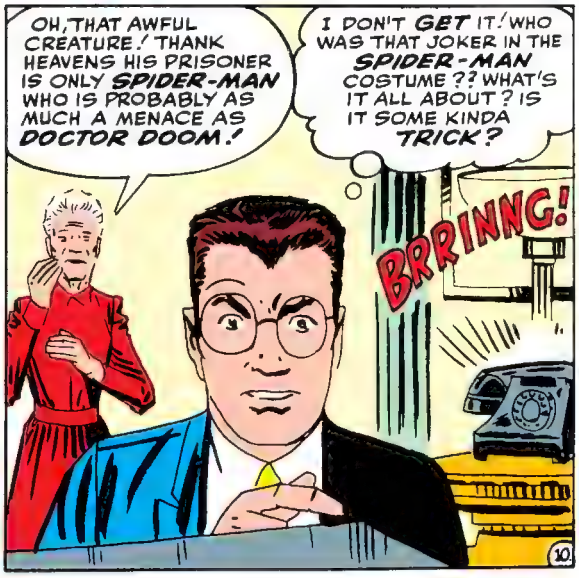

MINUTES LATER, AFTER PETE HAS REACHED HOME ...
HI, AUNT MAY! WHAT ARE YOU WATCHING?
THE ED SULLIVAN SHOW, DEAR! I JUST SAW THE CLEVEREST JUGGLING ACT, AND NOW HE'S GOING TO HAVE A CHORUS FROM SOME MIDWESTERN COLLEGE!

SAY! WHAT'S WRONG WITH THE SET?
I DON'T KNOW! OH, DEAR! WE JUST HAD IT FIXED LAST WEEK! I HOPE IT ISN'T THE PICTURE TUBE!

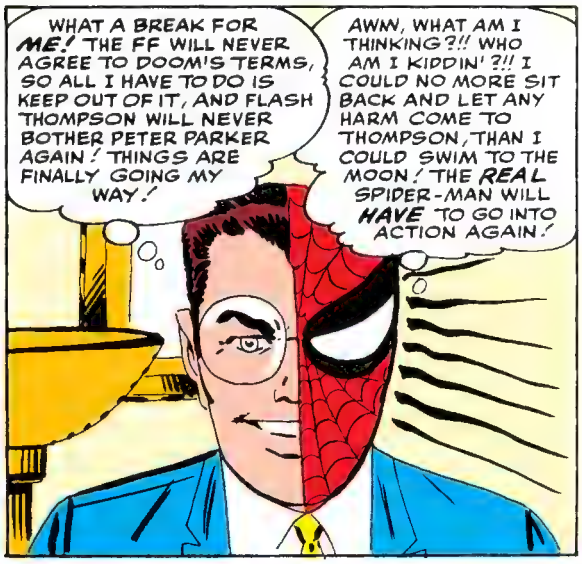

LADIES AND GENTLEMEN, PLEASE STAND BY! THERE IS NOTHING WRONG WITH YOUR SETS! RECEPTION! SOME STRANGE FORCE SEEMS TO BE AFFECTING ALL T.V. TRANSMISSION AT THIS TIME! STAND BY! STAND BY!
BOY, THIS IS A NEW ONE!


WE REGRET THAT WE ARE UNABLE TO CONTINUE OUR TRANSMISSION! OUR ELECTRICAL POWER IS BEING DRAINED! STAND BY!
THIS IS DOCTOR DOOM! I HAVE RESORTED TO THIS DRASTIC MEANS TO COMMUNICATE WITH THE FANTASTIC FOUR! I HAVE A MESSAGE OF GRAVE IMPORTANCE FOR THEM!


AS YOU CAN SEE, I HOLD SPIDER-MAN A HELPLESS CAPTIVE! UNLESS THE FANTASTIC FOUR PROMISE TO DISBAND AND SURRENDER TO ME, ONE AT A TIME, SPIDER-MAN WILL FORFEIT HIS LIFE! I WILL WAIT EXACTLY ONE HOUR FOR A REPLY!

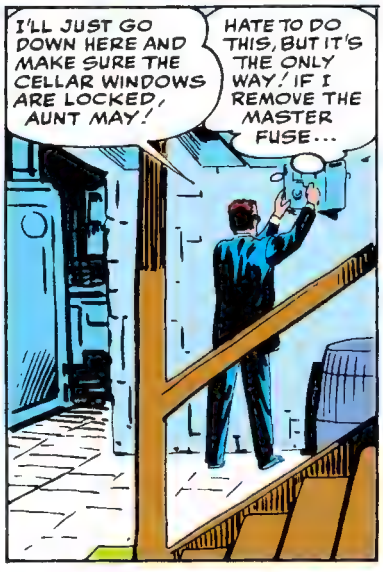

OH, THAT AWFUL CREATURE! THANK HEAVENS HIS PRISONER IS ONLY SPIDER-MAN WHO IS PROBABLY AS MUCH A MENACE AS DOCTOR DOOM!
I DON'T GET IT! WHO WAS THAT JOKER IN THE SPIDER-MAN COSTUME?? WHAT'S IT ALL ABOUT? IS IT SOME KINDA TRICK?
BRRINNG!

PETER, THIS IS LIZ! SOMETHING TERRIBLE HAS HAPPENED! FLASH THOMPSON IS MISSING! HE..HE HAD DRESSED IN A SPIDER-MAN COSTUME LAST NIGHT TO...PLAY A JOKE ON SOMEBODY...
AHA, I CAN GUESS WHO THAT SOMEBODY WAS! SO THAT'S WHO DOCTOR DOOM IS HOLDING PRISONER!... MY LOUDMOUTHED BULLYING CLASSMATE!
SORRY, LIZ, NOTHING I CAN DO ABOUT IT! FLASH DOESN'T EXACTLY HEAD MY LIST OF FAVORITE PEOPLE, REMEMBER?


WHAT A BREAK FOR ME! THE FF WILL NEVER AGREE TO DOOM'S TERMS, SO ALL I HAVE TO DO IS KEEP OUT OF IT, AND FLASH THOMPSON WILL NEVER BOTHER PETER PARKER AGAIN! THINGS ARE FINALLY GOING MY WAY!
AWW, WHAT AM I THINKING?!! WHO AM I KIDDIN'?!! I COULD NO MORE SIT BACK AND LET ANY HARM COME TO THOMPSON, THAN I COULD SWIM TO THE MOON! THE REAL SPIDER-MAN WILL HAVE TO GO INTO ACTION AGAIN!

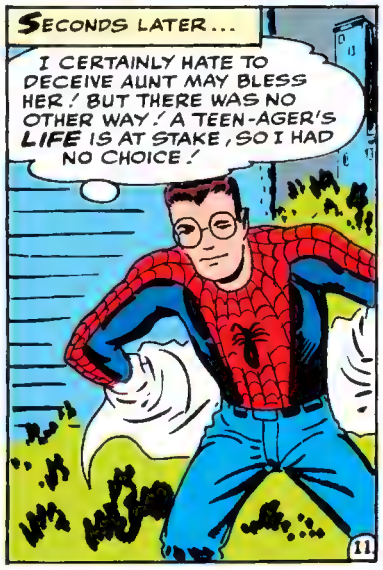
SEE YOU LATER, AUNT MAY! I HAVE TO..UH..GO OUT ON AN ERRAND!
OH, PETER...NO! YOU MUSTN'T! NOT TONIGHT!

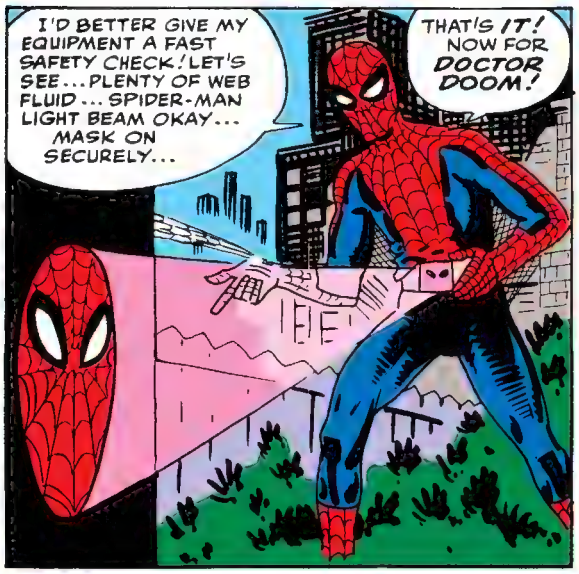
I ABSOLUTELY FORBID IT! YOU'RE STILL JUST A BOY! AND, WITH ALL THOSE TERRIBLE PEOPLE ROAMING THE CITY.... DOCTOR DOOM, SPIDER-MAN, AND HEAVEN KNOWS WHO ELSE... I WANT YOU HOME WHERE IT'S SAFE!
OKAY, AUNT MAY! YOU KNOW THE DOCTOR SAID YOU MUSTN'T WORRY!
SOME SUPER-HERO I AM! I'VE GOT TO FIND SOME WAY TO GET MY AUNT TO LET ME OUT OF THE HOUSE!

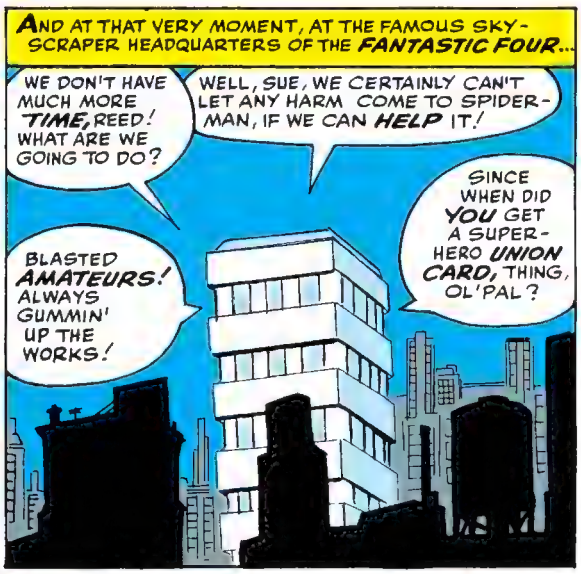

I'LL JUST GO DOWN HERE AND MAKE SURE THE CELLAR WINDOWS ARE LOCKED, AUNT MAY!
HATE TO DO THIS, BUT IT'S THE ONLY WAY! IF I REMOVE THE MASTER FUSE...

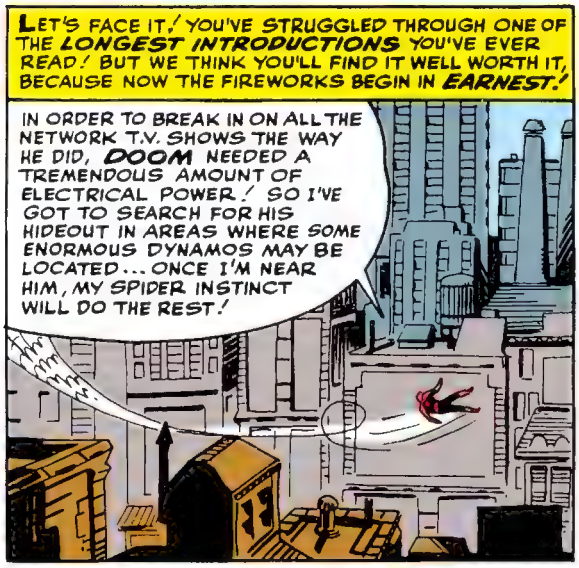
THERE! THE HOUSE IS PLUNGED IN DARKNESS! OF COURSE, BY USING MY SPIDER SENSE, IT'S EASY FOR ME TO FIND MY WAY AROUND WITHOUT LIGHT!

OH, PETER, THE LIGHTS WENT OUT! WE MUST HAVE BLOWN A FUSE! AND THERE AREN'T ANY MORE IN THE HOUSE!
I KNOW! NOW I'LL HAVE TO GO OUT TO GET SOME NEW ONES!
BUT PLEASE BE CAREFUL, DEAR... AND HURRY RIGHT BACK!


SECONDS LATER...
I CERTAINLY HATE TO DECEIVE AUNT MAY BLESS HER! BUT THERE WAS NO OTHER WAY! A TEEN-AGER'S LIFE IS AT STAKE, SO I HAD NO CHOICE!


I'D BETTER GIVE MY EQUIPMENT A FAST SAFETY CHECK! LET'S SEE... PLENTY OF WEB FLUID... SPIDER-MAN LIGHT BEAM OKAY... MASK ON SECURELY...
THAT'S IT! NOW FOR DOCTOR DOOM!


AND AT THAT VERY MOMENT, AT THE FAMOUS SKY-SCRAPER HEADQUARTERS OF THE FANTASTIC FOUR...
WE DON'T HAVE MUCH MORE TIME, REED! WHAT ARE WE GOING TO DO?
WELL, SUE, WE CERTAINLY CAN'T LET ANY HARM COME TO SPIDER-MAN, IF WE CAN HELP IT!
SINCE WHEN DID YOU GET A SUPER-HERO UNION CARD, THING, OL'PAL?
BLASTED AMATEURS! ALWAYS GUMMIN' UP THE WORKS!

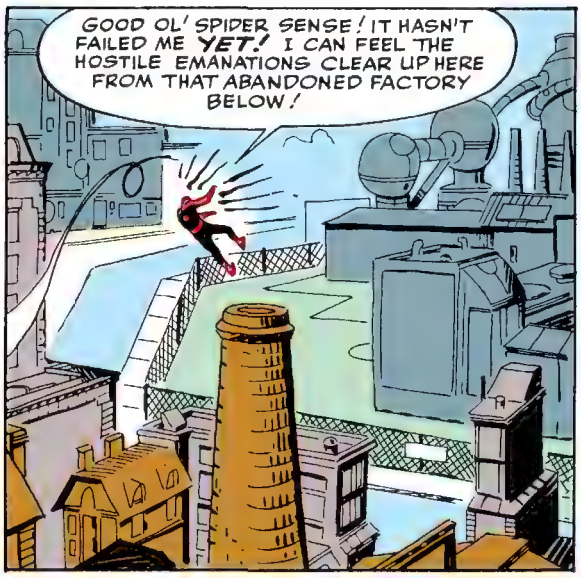

LET'S FACE IT! YOU'VE STRUGGLED THROUGH ONE OF THE LONGEST INTRODUCTIONS YOU'VE EVER READ! BUT WE THINK YOU'LL FIND IT WELL WORTH IT, BECAUSE NOW THE FIREWORKS BEGIN IN EARNEST!
IN ORDER TO BREAK IN ON ALL THE NETWORK T.V. SHOWS THE WAY HE DID, DOOM NEEDED A TREMENDOUS AMOUNT OF ELECTRICAL POWER! SO I'VE GOT TO SEARCH FOR HIS HIDEOUT IN AREAS WHERE SOME ENORMOUS DYNAMOS MAY BE LOCATED... ONCE I'M NEAR HIM, MY SPIDER INSTINCT WILL DO THE REST!

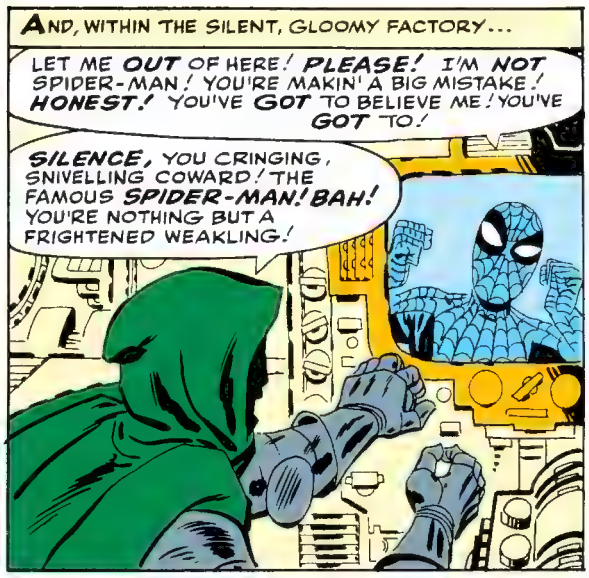
THE TELEPHONE COMPANY INSTALLATION IS BELOW ME, BUT I DON'T SENSE ANY HOSTILE PRESENCE DOWN THERE!

HERE'S THE BROAD-CASTING COMPANY BUILDING... BUT STILL NO TRACE OF LAUGH-ING BOY!

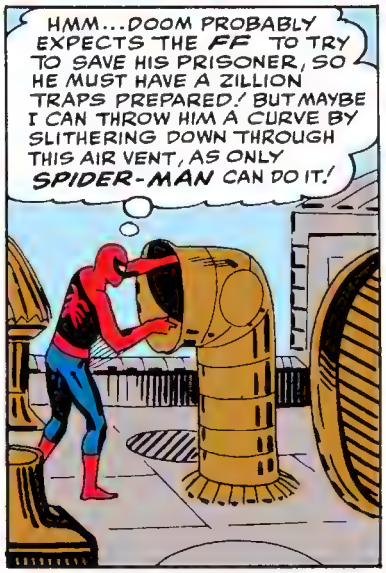
HECK! I'VE COVERED HALF THE CITY BY NOW WITHOUT FINDING HIM! I'VE GOT TO LOCATE DOOM BEFORE THAT HOUR IS UP!

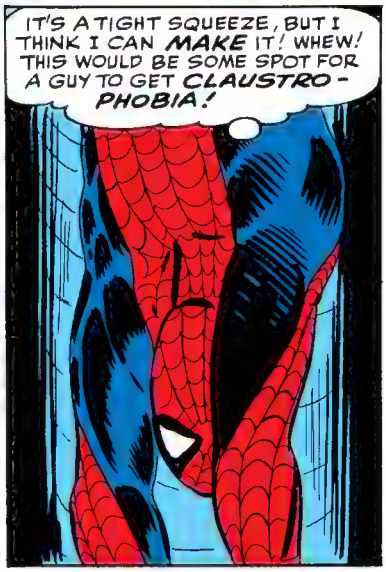
I OUGHTTA HAVE MY HEAD EXAMINED FOR KNOCKIN' MYSELF OUT TO RESCUE A GUY WHO'S MY WORST ENEMY, BUT...
WHOOP! HOLD IT! I'M BEGINNING TO SENSE SOMETHING!

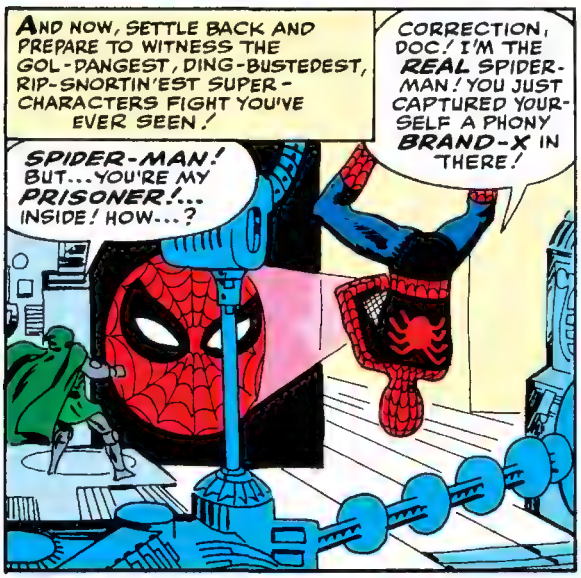

GOOD OL' SPIDER SENSE! IT HASN'T FAILED ME YET! I CAN FEEL THE HOSTILE EMANATIONS CLEAR UP HERE FROM THAT ABANDONED FACTORY BELOW!

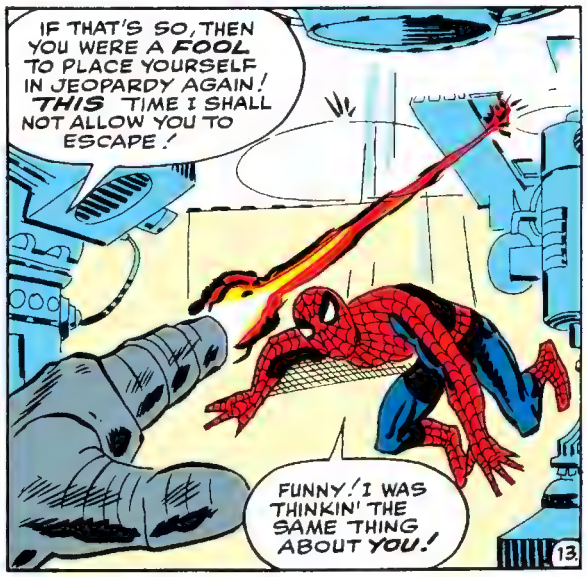

AND, WITHIN THE SILENT, GLOOMY FACTORY...
LET ME OUT OF HERE! PLEASE! I'M NOT SPIDER-MAN! YOU'RE MAKIN' A BIG MISTAKE! HONEST! YOU'VE GOT TO BELIEVE ME! YOU'VE GOT TO!
SILENCE, YOU CRINGING, SNIVELLING COWARD! THE FAMOUS SPIDER-MAN! BAH! YOU'RE NOTHING BUT A FRIGHTENED WEAKLING!

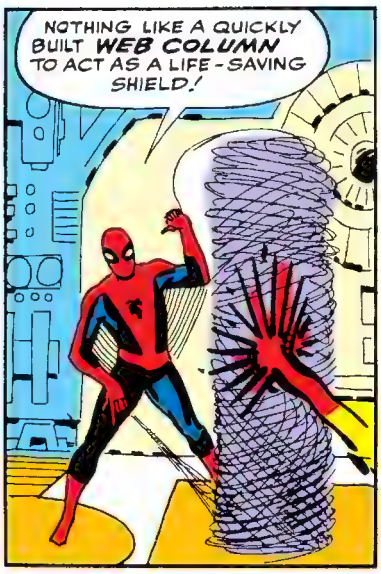
BUT YOU WILL STILL ENABLE ME TO GAIN MY OBJECTIVE! THE FANTASTIC FOUR, SPURRED ON BY THEIR STUPID GALLANTRY, WILL NOT FAIL TO ATTEMPT YOUR RESCUE! AND WHEN THEY COME, I SHALL DEFEAT THEM... COMPLETELY, IRREVOCABLY!

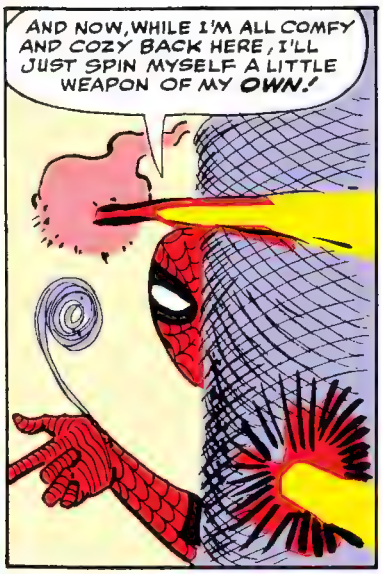

HMM...DOOM PROBABLY EXPECTS THE FF TO TRY TO SAVE HIS PRISONER, SO HE MUST HAVE A ZILLION TRAPS PREPARED! BUT MAYBE I CAN THROW HIM A CURVE BY SLITHERING DOWN THROUGH THIS AIR VENT, AS ONLY SPIDER-MAN CAN DO IT!

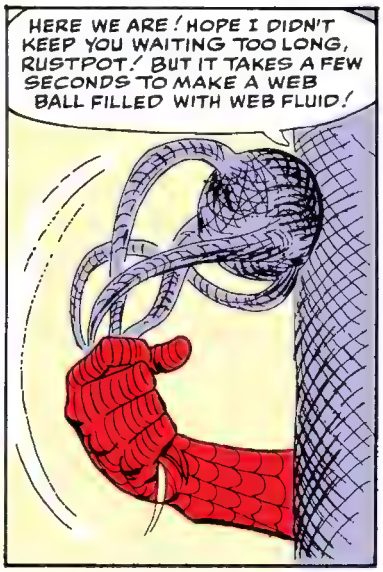

IT'S A TIGHT SQUEEZE, BUT I THINK I CAN MAKE IT! WHEW! THIS WOULD BE SOME SPOT FOR A GUY TO GET CLAUSTROPHOBIA!


AND NOW, SETTLE BACK AND PREPARE TO WITNESS THE GOL-DANGEST, DING-BUSTEDEST, RIP-SNORTIN'EST SUPER-CHARACTERS FIGHT YOU'VE EVER SEEN!
CORRECTION, DOC! I'M THE REAL SPIDER-MAN! YOU JUST CAPTURED YOURSELF A PHONY BRAND-X IN THERE!
SPIDER-MAN! BUT...YOU'RE MY PRISONER!... INSIDE! HOW...?

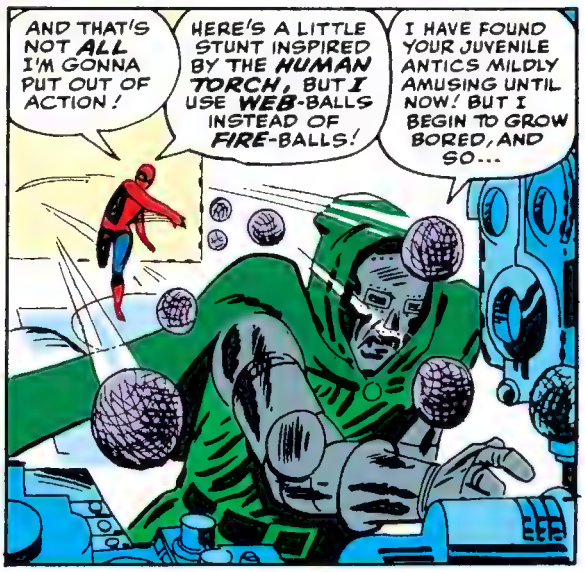

IF THAT'S SO, THEN YOU WERE A FOOL TO PLACE YOURSELF IN JEOPARDY AGAIN! THIS TIME I SHALL NOT ALLOW YOU TO ESCAPE!
FUNNY! I WAS THINKIN' THE SAME THING ABOUT YOU!

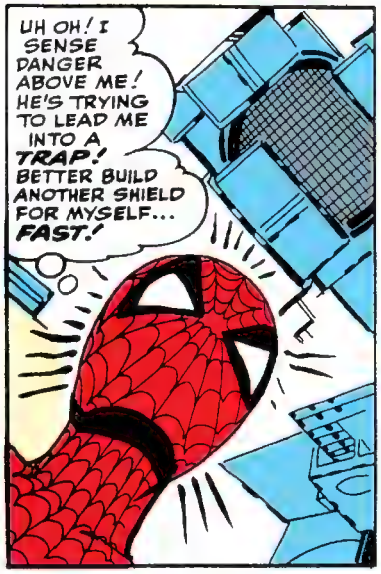

NOTHING LIKE A QUICKLY BUILT WEB COLUMN TO ACT AS A LIFE-SAVING SHIELD!


AND NOW, WHILE I'M ALL COMFY AND COZY BACK HERE, I'LL JUST SPIN MYSELF A LITTLE WEAPON OF MY OWN!


HERE WE ARE! HOPE I DIDN'T KEEP YOU WAITING TOO LONG, RUSTPOT! BUT IT TAKES A FEW SECONDS TO MAKE A WEB BALL FILLED WITH WEB FLUID!

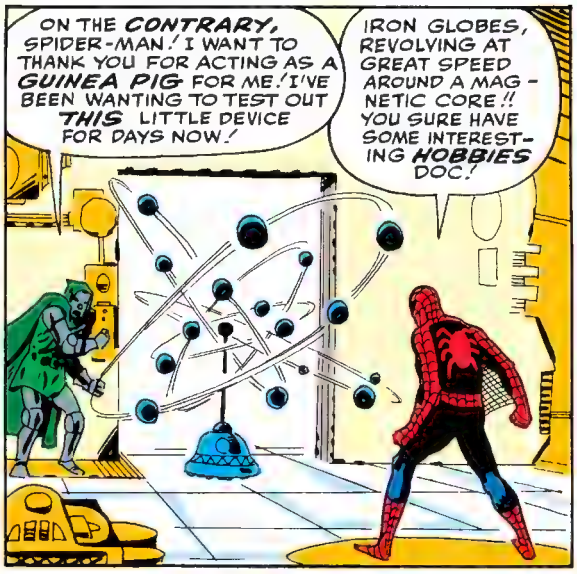
YOU'VE GOT TO ADMIT ONE THING, THOUGH... IT'S A GREAT WAY TO TEACH SOMEONE THAT IT ISN'T POLITE TO POINT!
VERY CLEVER, SPIDER-MAN! YOU HAVE TEMPORARILY PUT MY FINGER-BLASTER OUT OF ACTION!

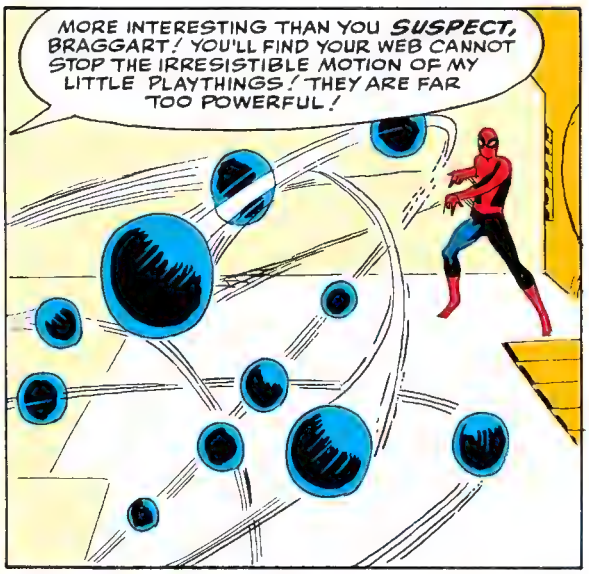

AND THAT'S NOT ALL I'M GONNA PUT OUT OF ACTION!
HERE'S A LITTLE STUNT INSPIRED BY THE HUMAN TORCH, BUT I USE WEB-BALLS INSTEAD OF FIRE-BALLS!
I HAVE FOUND YOUR JUVENILE ANTICS MILDLY AMUSING UNTIL NOW! BUT I BEGIN TO GROW BORED, AND SO...

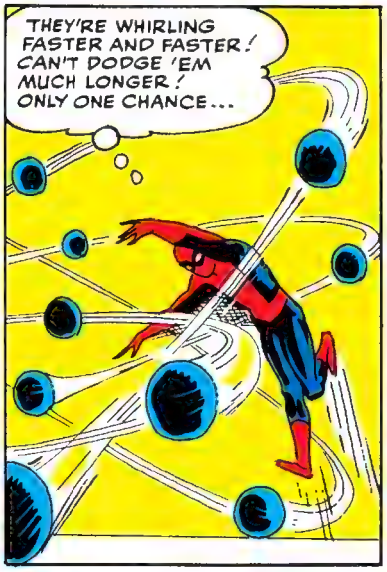

UH OH! I SENSE DANGER ABOVE ME! HE'S TRYING TO LEAD ME INTO A TRAP! BETTER BUILD ANOTHER SHIELD FOR MYSELF... FAST!

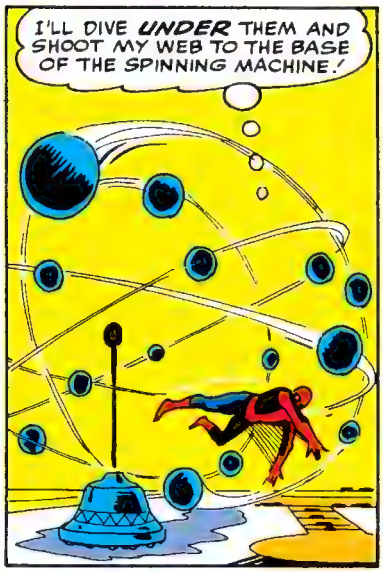
JUST IN TIME! THAT FALLING LIQUID IS TURNING INTO ICE ON CONTACT! IT MIGHT HAVE FROZEN ME SOLID!

WELL, A MISS IS AS GOOD AS A MILE! READY TO TALK TURKEY YET, DOOM??


ON THE CONTRARY, SPIDER-MAN! I WANT TO THANK YOU FOR ACTING AS A GUINEA PIG FOR ME! I'VE BEEN WANTING TO TEST OUT THIS LITTLE DEVICE FOR DAYS NOW!
IRON GLOBES, REVOLVING AT GREAT SPEED AROUND A MAGNETIC CORE!! YOU SURE HAVE SOME INTERESTING HOBBIES DOC!

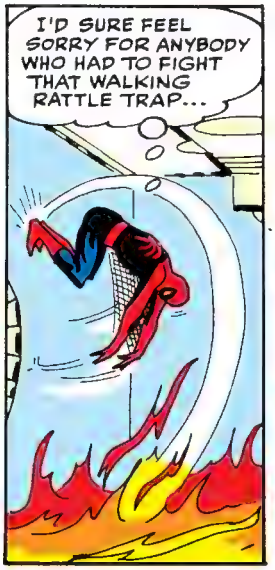

MORE INTERESTING THAN YOU SUSPECT, BRAGGART! YOU'LL FIND YOUR WEB CANNOT STOP THE IRRESISTIBLE MOTION OF MY LITTLE PLAYTHINGS! THEY ARE FAR TOO POWERFUL!


THEY'RE WHIRLING FASTER AND FASTER! CAN'T DODGE 'EM MUCH LONGER! ONLY ONE CHANCE...

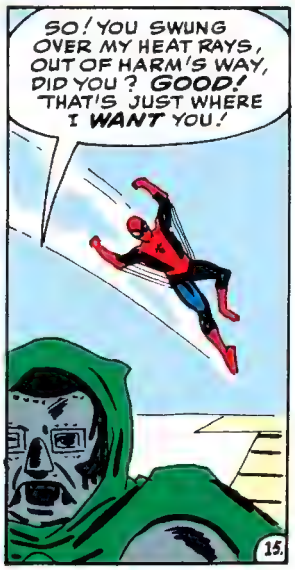

I'LL DIVE UNDER THEM AND SHOOT MY WEB TO THE BASE OF THE SPINNING MACHINE!

IT WORKED! IT JAMMED UP THE MECHANISM! THE BALLS ARE DROPPING-- THEIR POWER SOURCE NO LONGER PROPELLING THEM!

FOR THE LUVVA PETE! DOOM DOESN'T GIVE A GUY A CHANCE TO CATCH HIS BREATH! NOW HE'S GOT LIQUID HEAT SHOOTIN' UP FROM THE FLOORBOARDS!

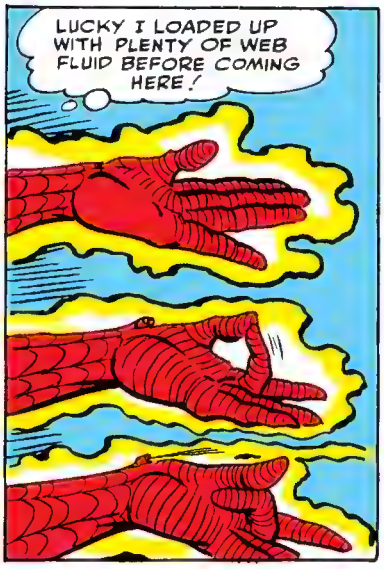

I'D SURE FEEL SORRY FOR ANYBODY WHO HAD TO FIGHT THAT WALKING RATTLE TRAP...

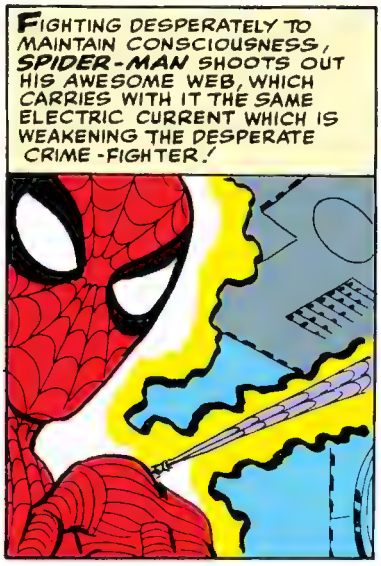
... IF THEY DIDN'T HAVE THE POWERS OF A SPIDER-MAN!

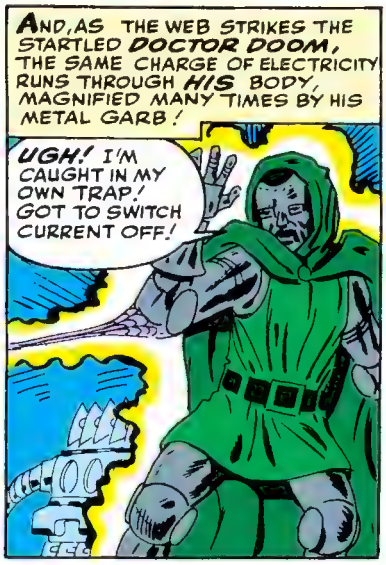

SO! YOU SWUNG OVER MY HEAT RAYS, OUT OF HARM'S WAY, DID YOU? GOOD! THAT'S JUST WHERE I WANT YOU!

YOU OUTSMARTED YOURSELF THAT TIME! I TRICKED YOU INTO LANDING WHERE YOU DID! AND NOW...
THIS STEEL SECTION OF FLOORING I LANDED ON... YOU'VE GOT IT ELECTRIFIED!

HE'S INCREASING THE CURRENT! CAN'T TAKE MUCH MORE OF IT! IT WOULD HAVE KNOCKED OUT A NORMAL HUMAN BY NOW!

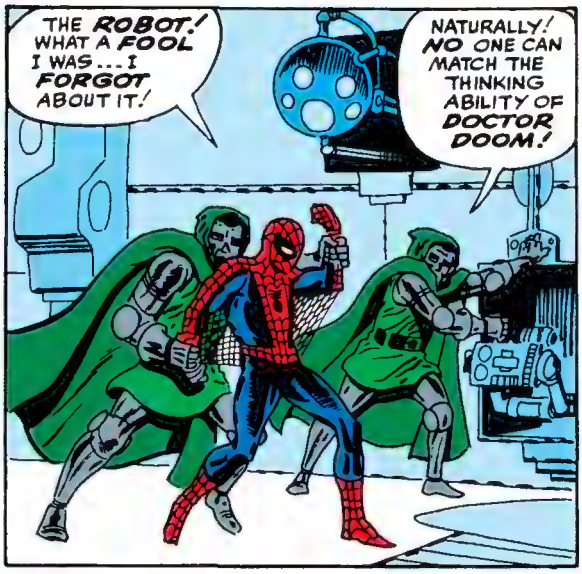

LUCKY I LOADED UP WITH PLENTY OF WEB FLUID BEFORE COMING HERE!

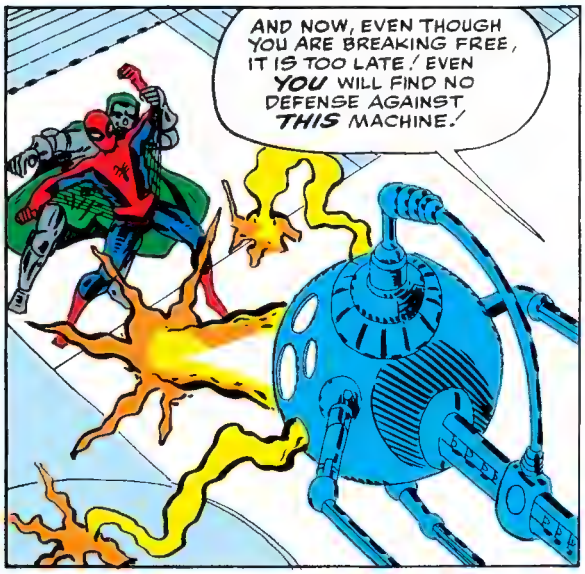

FIGHTING DESPERATELY TO MAINTAIN CONSCIOUSNESS, SPIDER-MAN SHOOTS OUT HIS AWESOME WEB, WHICH CARRIES WITH IT THE SAME ELECTRIC CURRENT WHICH IS WEAKENING THE DESPERATE CRIME-FIGHTER!

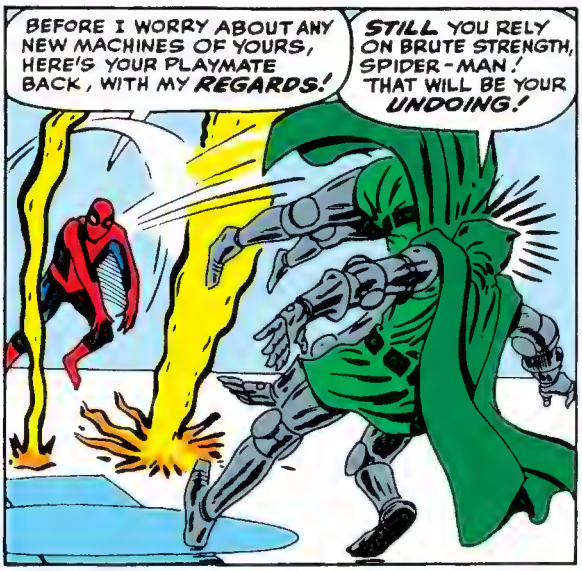

AND, AS THE WEB STRIKES THE STARTLED DOCTOR DOOM, THE SAME CHARGE OF ELECTRICITY RUNS THROUGH HIS BODY, MAGNIFIED MANY TIMES BY HIS METAL GARB!
UGH! I'M CAUGHT IN MY OWN TRAP! GOT TO SWITCH CURRENT OFF!

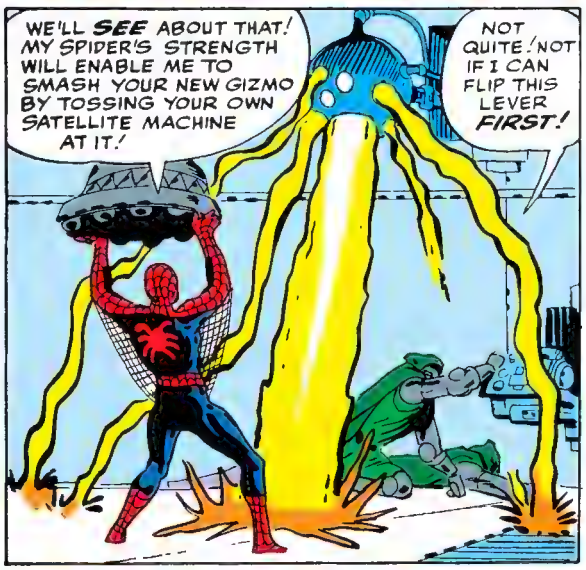
AND THEN, AFTER THE ELECTRICAL CHARGE HAS BEEN NULLIFIED...
NOW WE'LL PLAY IT MY WAY, DOOM! ...WITHOUT ANY OF YOUR KOOKIE GADGETS!
NOT YET, SPIDER-MAN! I AM STILL IN CONTROL HERE!

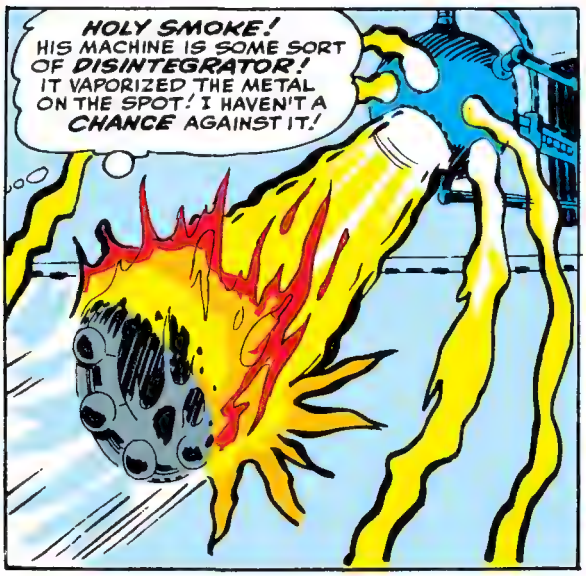
AH, JUST IN CASE YOU DON'T BELIEVE ME... HERE'S SOMETHING TO CONVINCE YOU!
HUH? BEHIND ME! WHO...? WHAT..?

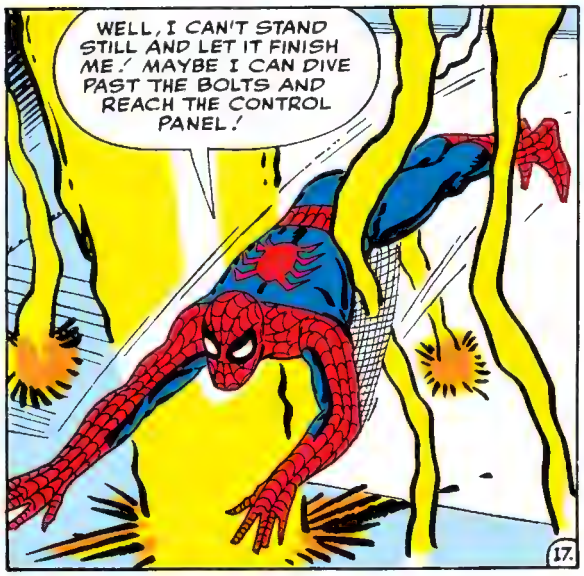

THE ROBOT! WHAT A FOOL I WAS... I FORGOT ABOUT IT!
NATURALLY! NO ONE CAN MATCH THE THINKING ABILITY OF DOCTOR DOOM!


AND NOW, EVEN THOUGH YOU ARE BREAKING FREE, IT IS TOO LATE! EVEN YOU WILL FIND NO DEFENSE AGAINST THIS MACHINE!


BEFORE I WORRY ABOUT ANY NEW MACHINES OF YOURS, HERE'S YOUR PLAYMATE BACK, WITH MY REGARDS!
STILL YOU RELY ON BRUTE STRENGTH, SPIDER-MAN! THAT WILL BE YOUR UNDOING!


WE'LL SEE ABOUT THAT! MY SPIDER'S STRENGTH WILL ENABLE ME TO SMASH YOUR NEW GIZMO BY TOSSING YOUR OWN SATELLITE MACHINE AT IT!
NOT QUITE! NOT IF I CAN FLIP THIS LEVER FIRST!


HOLY SMOKE! HIS MACHINE IS SOME SORT OF DISINTEGRATOR! IT VAPORIZED THE METAL ON THE SPOT! I HAVEN'T A CHANCE AGAINST IT!


WELL, I CAN'T STAND STILL AND LET IT FINISH ME! MAYBE I CAN DIVE PAST THE BOLTS AND REACH THE CONTROL PANEL!

AND THEN, AS THE DEADLY BOLTS FROM THE AWE-SOME MACHINE FLICKER AROUND THEM, THE TWO MIGHTY FOES BATTLE FOR THEIR LIVES!

UGH! HE... HE'S EVEN STRONGER THAN I SUSPECTED!

DIDN'T YOU THINK I EXPECTED YOU TO TRY THAT?

THAT BOLT! IT STRUCK YOU! BUT...

BUT WHAT? DID YOU THINK I'D EXPOSE MYSELF TO MY OWN WEAPON WITHOUT TAKING PRECAUTIONS ??! I'M INSULATED AGAINST THESE BOLTS... THEY CANNOT HARM ME!

BUT YOU, ALAS, ARE NOT SO INSULATED... AS YOU ARE NOW ABOUT TO LEARN!

IT'S UNBELIEVABLE!! HE'S LIKE A HUMAN MACHINE! HE SEEMS TO BE TIRELESS!

ANOTHER INCH AND I'M DONE FOR! SPIDER STRENGTH, IF I EVER NEEDED YOU, I NEED YOU NOW!

EXERTING EVERY LAST BIT OF POWER CONTAINED IN A SUPER-HUMAN BODY, THE AMAZING SPIDER-MAN, EXECUTING ONE LAST MANEUVER, MANAGES TO TWIST SUDDENLY SO THAT BOTH FIGURES SPRAWL AGAINST THE CONTROL PANEL, HALTING THE DEADLY, DISINTEGRATING BOLTS!

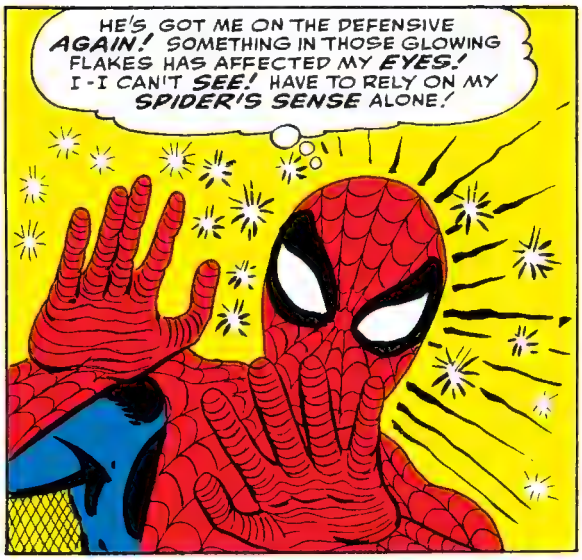
I DID IT!

BUT, ON THE VERGE OF EXHAUSTION DUE TO HIS HERCULEAN EFFORT, SPIDER-MAN CANNOT PREVENT HIS OLDER, MORE EXPERIENCED ADVERSARY FROM REGAINING HIS BALANCE FIRST AND STRIKING THE INITIAL BLOW!

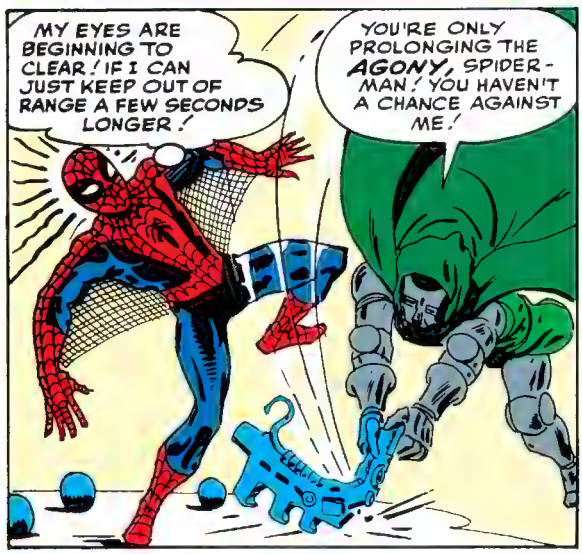
THIS WILL BE YOUR FINISH, YOU CLUMSY FOOL!

OOOF!

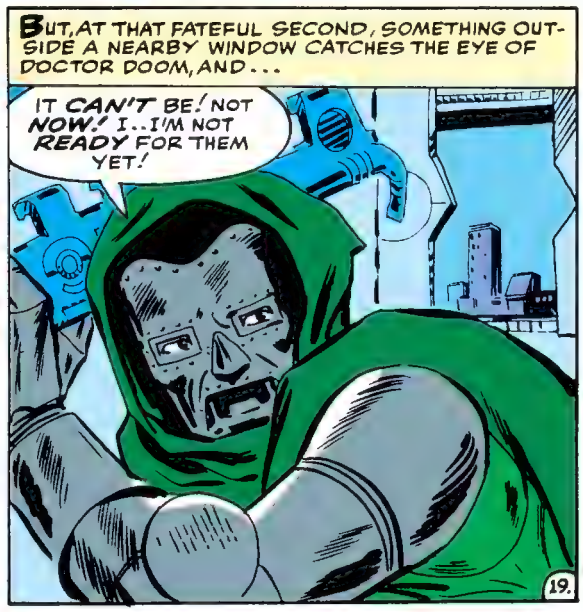
IF I HAD A DIME FOR EVERY TIME SOME CORNBALL PREDICTED MY FINISH, I'D... HEY! NOW WHAT ??
HAVE PATIENCE! THESE LITTLE FLAKES WILL SOON END THIS BATTLE ... FOR GOOD!

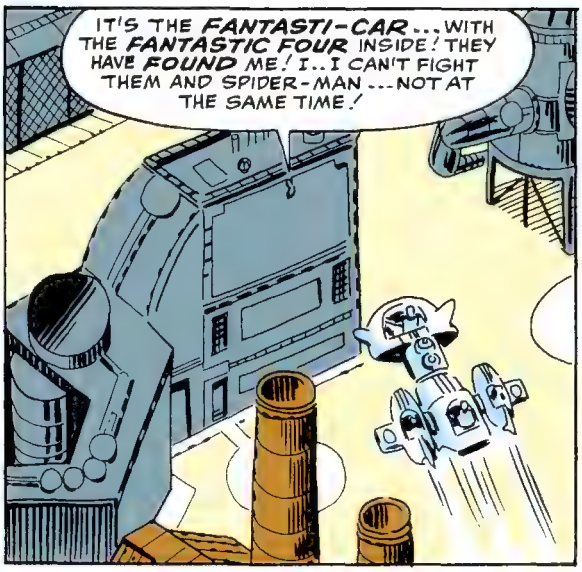

HE'S GOT ME ON THE DEFENSIVE AGAIN! SOMETHING IN THOSE GLOWING FLAKES HAS AFFECTED MY EYES! I-I CAN'T SEE! HAVE TO RELY ON MY SPIDER'S SENSE ALONE!

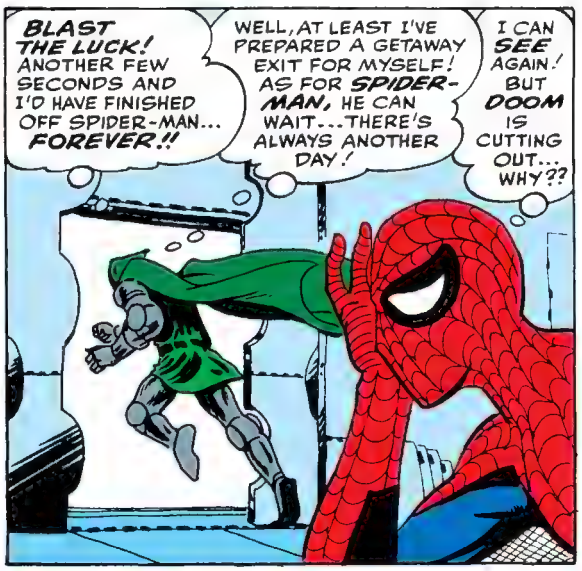
HOW DID HE MANAGE TO DUCK OUT OF THE WAY IN TIME ??
OH, I SHOULD HAVE GUESSED! IT'S THAT ACCURSED INHUMAN SPIDER'S SENSE OF HIS!


MY EYES ARE BEGINNING TO CLEAR! IF I CAN JUST KEEP OUT OF RANGE A FEW SECONDS LONGER!
YOU'RE ONLY PROLONGING THE AGONY, SPIDER-MAN! YOU HAVEN'T A CHANCE AGAINST ME!

HEY! WHAT TH...??? IT'S THOSE IRON BALLS FROM THE SATELLITE MACHINE! I DIDN'T NOTICE THEM UNDER-FOOT! CAN'T KEEP MY BALANCE!
AND THUS SHALL I DEFEAT ALL MY MORTAL ENEMIES... INCLUDING THE FANTASTIC FOUR!

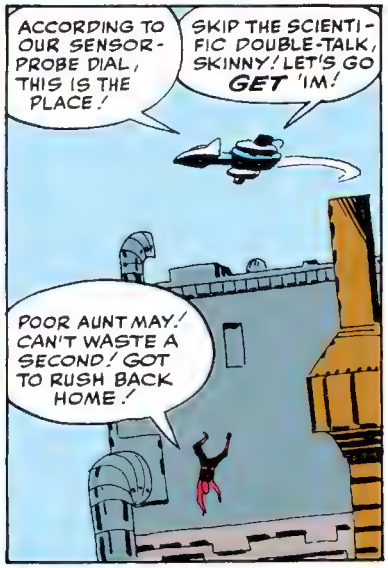

BUT, AT THAT FATEFUL SECOND, SOMETHING OUTSIDE A NEARBY WINDOW CATCHES THE EYE OF DOCTOR DOOM, AND...
IT CAN'T BE! NOT NOW! I..I'M NOT READY FOR THEM YET!

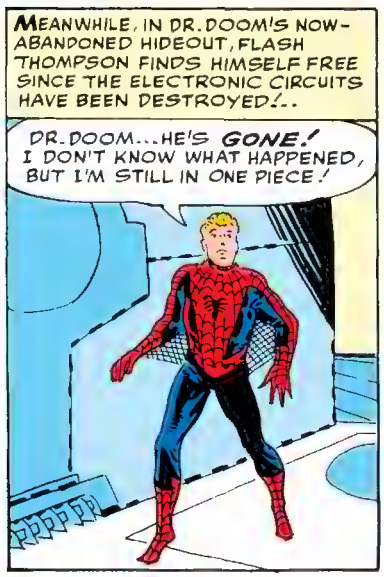

IT'S THE FANTASTI-CAR...WITH THE FANTASTIC FOUR INSIDE! THEY HAVE FOUND ME! I..I CAN'T FIGHT THEM AND SPIDER-MAN...NOT AT THE SAME TIME!

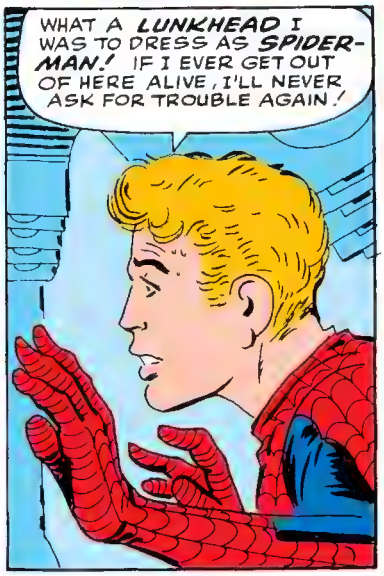

BLAST THE LUCK! ANOTHER FEW SECONDS AND I'D HAVE FINISHED OFF SPIDER-MAN... FOREVER!!
WELL, AT LEAST I'VE PREPARED A GETAWAY EXIT FOR MYSELF! AS FOR SPIDER-MAN, HE CAN WAIT...THERE'S ALWAYS ANOTHER DAY!
I CAN SEE AGAIN! BUT DOOM IS CUTTING OUT... WHY??

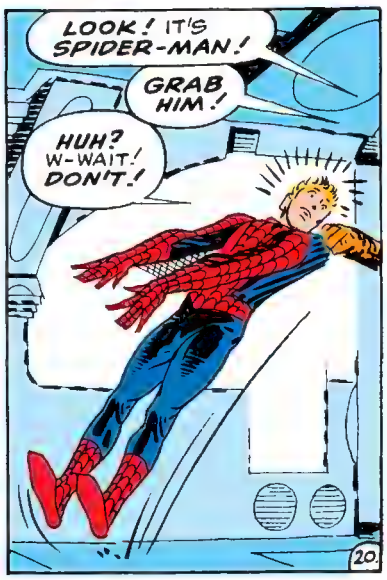
SO THAT'S IT! IT'S THE FF...JUST LIKE THE CAVALRY IN A T.V. WESTERN! WELL, THEIR EYES'LL SURE POP WHEN THEY REALIZE I FOUND DOOM FIRST!

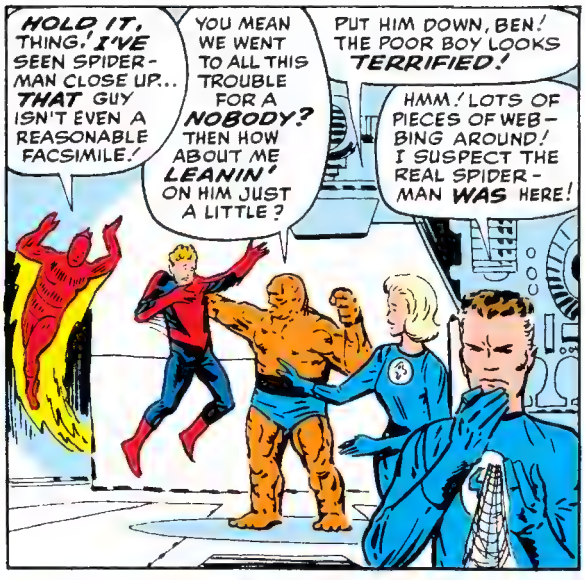
WAIT A MINUTE! I JUST REMEMBERED! AUNT MAY! I LEFT HER ALONE AT HOME! SHE'S PROBABLY BESIDE HERSELF WITH WORRY ABOUT ME BY NOW!

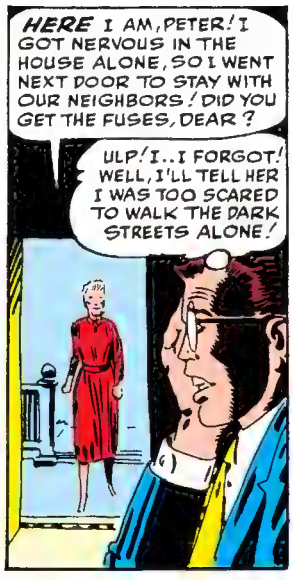

ACCORDING TO OUR SENSOR-PROBE DIAL, THIS IS THE PLACE!
SKIP THE SCIENTIFIC DOUBLE-TALK, SKINNY! LET'S GO GET 'IM!
POOR AUNT MAY! CAN'T WASTE A SECOND! GOT TO RUSH BACK HOME!

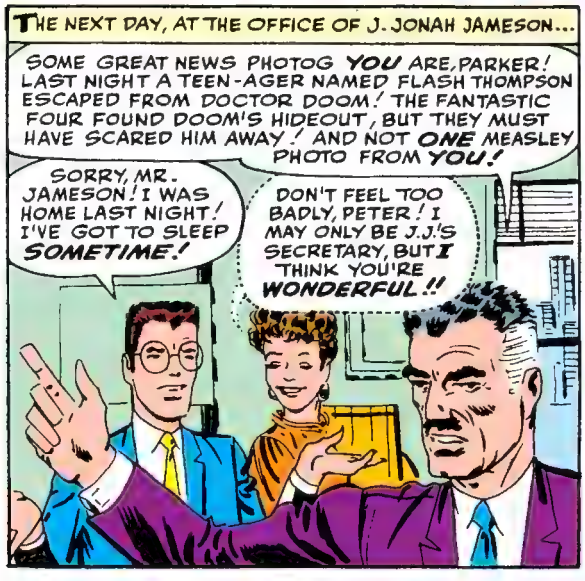

MEANWHILE, IN DR. DOOM'S NOW-ABANDONED HIDEOUT, FLASH THOMPSON FINDS HIMSELF FREE SINCE THE ELECTRONIC CIRCUITS HAVE BEEN DESTROYED!..
DR. DOOM...HE'S GONE! I DON'T KNOW WHAT HAPPENED, BUT I'M STILL IN ONE PIECE!

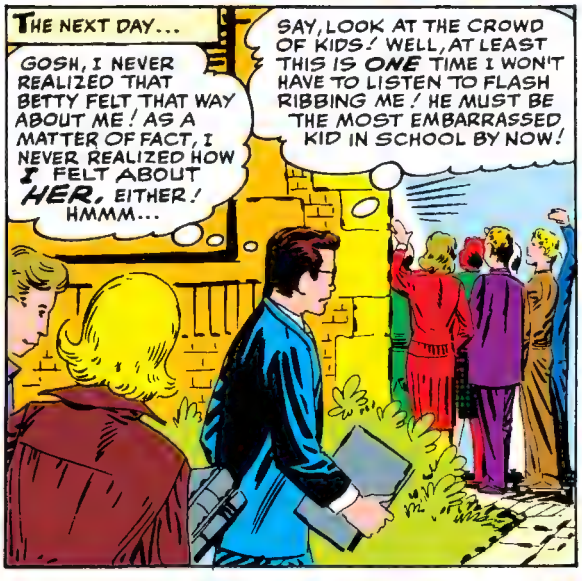

WHAT A LUNKHEAD I WAS TO DRESS AS SPIDER-MAN! IF I EVER GET OUT OF HERE ALIVE, I'LL NEVER ASK FOR TROUBLE AGAIN!

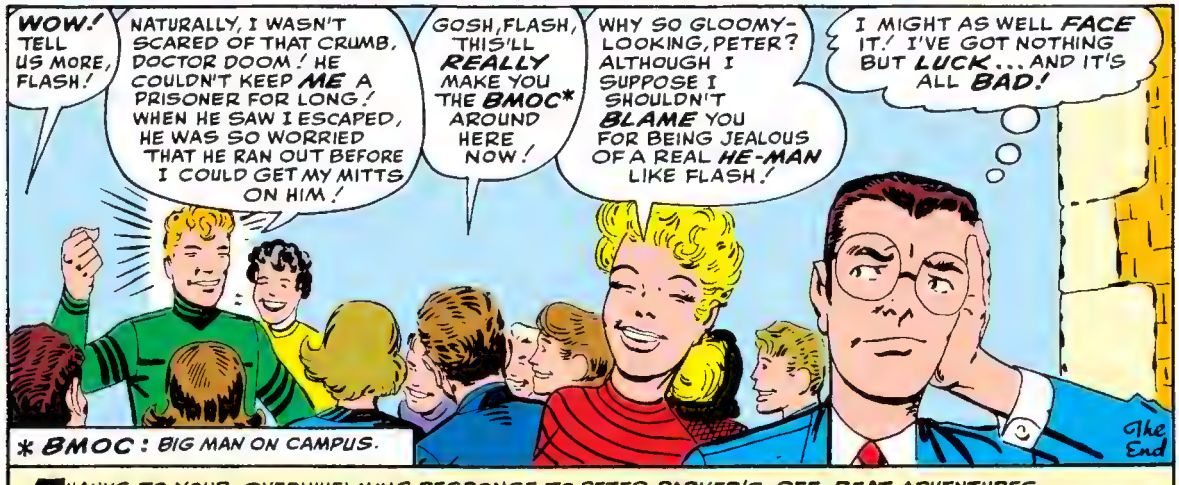

LOOK! IT'S SPIDER-MAN!
GRAB HIM!
HUH? W-WAIT! DON'T!











* BMOC: BIG MAN ON CAMPUS.

THANKS TO YOUR OVERWHELMING RESPONSE TO PETER PARKER'S OFF-BEAT ADVENTURES, SPIDER-MAN IS NOW PUBLISHED MONTHLY! DON'T BE A JOHNNY-COME-LATELY! RESERVE YOUR COPY OF THE SENSATIONAL ISSUE #6 AT YOUR NEWSDEALER NOW! YOU WON'T WANT TO MISS THE NEW SUPER-VILLAINS, SUPER-ADVENTURES, AND SUPER-SURPRISES IN STORE FOR YOU!

SPIDER'S WEB

Dear Stan and Steve:

Subject: Amazing Spider-Man #3.
Opinion: The Greatest!

Yep, that's right! I've just finished reading Spider-Man #3 for the fourth time and have come to the previous conclusion. Dr. Octopus is the most original villain I've seen in my four years of comics reading. The guest appearance of the Human Torch came unexpectedly. His speech not only raised Spider-Man's hopes, but it encouraged me, too. One complaint, though – on page 10, panel 6, you have Dr. Octopus thinking, "The security police aren't apt to notice an extra pipe or two up on the ceiling." That's just like him saying, "The security police aren't apt to notice an extra former atomic scientist up on the ceiling." The two spectacular Spider-Man versus Dr. Octopus battles were well handled. My brother and I, after reading one of your comics, analyzed it. From our studies we have found: 1) Too many of your villains are formerly "the greatest atomic scientists in the country." 2) You put in many instances, much more wording into the captions than the actual panels. 3) Your villains use too formal language for a hectic situation. 4) Many of your heroes (Sgt. Fury, for example) give the inexperienced reader the impression that they are inhuman roughnecks. A good example is the cover of Sgt. Fury #1. It depicts him saying, "Keep movin', you lunkheads! Nobody lives forever! So get out the lead and follow me! We got us a war to win!" If all of your stories are as good as #3 you'll go a long way.

Richard Cohen
722 E. 102nd St.
Brooklyn 36, N. Y.

Correction, Dick! Sgt. Fury said "Get the lead out—" not "Get out the lead—"! See, If we want to find fault with YOUR material—! But, thanks for an interesting letter, R. C.

Dear Stan and Steve:

Congratulations on SPIDER-MAN #3!! It was a great issue and I thought it surpassed your other comics by far. I, for one, do not like these "book-length" stories that you are putting out, except in the FANTASTIC FOUR. SPIDER-MAN should have at least two stories per issue in order to give us a little more variety. I guess ever since that horrible year of 1954, when the crime books were at their peak and the Comics Code came in, you publishers either haven't had a chance to put out a good "robbery" story or else the readers like the super-villain better. Your SPIDER-MAN is both a human-interest story and an exciting book to read. I am against your new titles inside. They are so small and insignificant that I barely noticed them. I suggest that you use a much larger title. Steve Ditko is my favorite artist. He has a very good, but weird style that is hard to copy. The action scenes were the best I've ever seen in SPIDER-MAN or any of your magazines, for that matter. I like Ditko's art even better than Kirby's, although he did do some wonderful work in the 1940's. The one thing that is wrong with your magazines (all of them) is that your company has some pretty bad inkers for the fine quality of pencil artists you have. If this matter were cleared up, I am certain that your company would soon climb to the top. One last thing about Ditko's art – he just can't draw feet right!! They look out of shape and flat. I don't want to hear collectors calling my favorite hero a "flatfoot" – do you??? It's good that you have Peter Parker using his other talents once in a while for a change from his spider powers. This is the first hero that I've seen that is ridiculed by his schoolmates and uses his knowledge of chemistry as a weapon. Also, it's nice that you have a "poor" boy with powers unlike all those crazy millionaires that have been floating around for years. I greatly enjoyed your SPIDER-MAN Pin-up Page. It's the first I've seen that gave a really big picture of my hero. John Duffy is one of your best letterers. In fact, there isn't anything that I don't like about the whole book. It's tremendous, colossal, stupendous, and on the whole – just plain marvelous! This gives a slight impression of how I feel about "Spi" and your entire company!!!

Dan Fleming
430 Beach Street
Ottawa, Kansas

You've mentioned so many points, Dan, that we don't know WHICH to comment about! But, we have a hunch some of our readers will have quite a bit to say about your opinions. As for us, we're delighted that you, and our other perceptive readers, take such a keen interest in our Marvel mags.

Dear Stan and Steve:

Stan, you have struck again. If I thought the first Spider-Man tale was good, I should have waited till the second and third. WOW, and a few more for flavor! The only thing I truly regret is that Steve Ditko's art distorted the Four to the point where it was agony to this dyed-in-the-wool-Four fan to see them. Spider-Man he can do well – I honestly can't picture him any other way – but the others! I suggest any more feature appearances be made by S-M (Sub-Mariner's initials?) in other magazines.

Paul Moslander
1206 31 Avenue
San Mateo, Calif.

We have a hunch there'll be a number of guest appearances in our various mags, employing our different heroes, because judging by your letters, it's something which most of you fans enjoy. Some future guest shots will be announced beforehand, while some will be sprung on you unexpectedly! So keep watching!

Dear Stan and Steve:

What a story you put out for the SPIDER-MAN #3 magazine! The strangest foe of all time – DOCTOR OCTOPUS! Boy, you fellas weren't kidding! He's terrific! One thing about your villains: They're all so interesting that any one of them could be featured in a mag of his own! Where do you ever think up your stories? They're all so different, and there's never a let-down! You may have guessed by now – you're my favorites!

Richard Jankowski
47 New York Ave.
Dunkirk, N. Y.

What do you MEAN where do we think up our stories??? Haven't we convinced you that they're all TRUE? Anyway, we thank you for your enthusiasm, and our villains thank you too!

CONTINUED . . .

Dear Stan and Steve:

To get to the point, needless to say, you've got a hit on your hands! Please, no more shocks like the last one. What do I mean by shock? I'll tell you. I went out to the store one day looking for new comics, and here's what I found: 1) SPIDER-MAN #1 with guest stars, the Fantastic Four – great. 2) FANTASTIC FOUR #12 with the Hulk – great. 3) STRANGE TALES #106 with the F.F. I fainted right there on the spot!

Sid Wright
Worcester, Mass.

Not before paying your twelve cents, we hope!

Dear Stan and Steve:

Spider-Man #2 . . . who's coming up with the great villains all of a sudden!? Not that I don't like super-powerful villains like Sub-Mariner and super geniuses like Doc Doom, but I like a good "gimmick" hero, too, like the Vulture. The bit about Jameson paying off the person he hates the most is a great one; let's have more of it. However, what happens if Jameson decides that Parker should go out with one of his reporters to do a team story. As a matter of fact, it might not be a bad idea if that reporter was a girl (maybe even Jameson's daughter!) and she found out Spider-Man's secret ID. It would be quite a joke on Jameson to have his own daughter a secret ally of Spider-Man's. One little thing I noticed: so many characters have gloves as part of their costume, yet you never can figure out how they get rid of them when they're in their civilian identity. They make a switch and voila! . . . the gloves are gone. I was glad to see the Spider-Man has met the problem! Steve Ditko's art is improving tremendously. He draws swinging aliens. One thing I like about Spider-Man is your finally having a character who can actually fight the "Cotton-pickin' " bad guys. No one dares lay a glove on Thing, or Thor, or Iron Man. None of the others, except Spider-Man, are the type of hero to make use of their fists. Ditko does a pretty fair-to-middling job of fight scenes, too!

Steve Perrin
4420 Meadowlark Lane
Santa Barbara, Calif.

Fair-to-middling???! Boy, you'd probably say that MOZART was a pretty average composer, too!

Dear Stan and Steve:

Just finished reading SPIDER-MAN #3. It was great as usual. One small suggestion – why don't you have a page or even a half-page telling your readers when your comics will be going on sale? I would like to know when to visit my newsstand to buy your better than usual comics.

Cory Reed
Johnstown, Pa.

We appreciate your interest, and your suggestion, Cory. Our mags go on sale at different times depending when each individual store decides to put them on display. We'd only be able to give APPROXIMATE on-sale dates, and after you've followed a mag for a while, you'll probably have as good an idea when it goes on sale as we do.

Dear Stan and Steve:

I am an avid fan of the costumed super-heroes of all the companies, but Spider-Man is the best of all of them in my opinion. For one thing, he has no allies, the world hates him, his powers are unique, his costume is colorful, and his secret identity is really secret. His costume is excellent because I can appreciate the tough time you must had drawing all the webs over him. The red and dark blue or black balance each other very well and his bright white eyes set in black fall into the suit's composition perfectly. The spider emblem lets everyone know that there is one and only one Spider-Man. I am glad Aunt May doesn't know her nephew is Spider-Man. Now many interesting situations may arise. Also, there are no shrimps helping him. Sure, Peter is a square, but if everyone knew he were Spider-Man, he would be a hero to his school chums and a target. Everything as far as his identity goes is fine with me. Finally, I want to start a Spider-Man Fan Club to promote him. I feel that he will become the most popular super-hero in years. There are many projects in planning, as an opinion page, a Spider-Man Fan Club book, and a member sheet. I need quite a few members for these projects, and with a nation-wide fan club, the results would be terrific.

David Coleman
217 Kenwood Ave.
Rochester 11, N. Y.

You've got our blessing, Davey boy – just so long as YOU handle the mail and not US!

SPECIAL ANNOUNCEMENT SECTION:

- **ITEM ONE: Guest appearance info! SPIDER-MAN is really in the limelight this month, guest-starring in two Marvel Comics Group annuals! The first is STRANGE TALES ANNUAL, in which SPIDER-MAN is featured with the fiery HUMAN TORCH, in an 18-page thriller-diller! Then, before the smoke clears, you'll find him also in the FANTASTIC FOUR ANNUAL in a tale which shows him in the kind of action you fans have been clamoring for!**
- **ITEM TWO: News from Marvel! By now you've probably heard of our latest super-hero title—the X-MEN! We here at Marvel are especially anxious for your opinions on the first issue of X-MEN, for we honestly believe it is destined to become one of the most talked about teams in comics mag history! Also, have you seen the big, action-packed first issue of the AVENGERS? — It stars some of your all time favorites—IRON MAN, THOR, ANT-MAN, and, more powerful than ever, the incredible HULK. Yes, they're all together in one book-length tale, in the now-famous Lee-Kirby style!**
- **ITEM THREE: This month's Marvel line-up! Look for these great features on your newsstands this month: FANTASTIC FOUR #19: The FF take a trip thru time to solve the macabre mystery of the Sphinx! TALES OF SUSPENSE #46: IRON MAN faces a foe who was specially trained to defeat him — the CRIMSON DYNAMO! STRANGE TALES #113: The HUMAN TORCH meets a super-villain you'll never forget — the PLANTMAN! TALES TO ASTONISH #48: Not to be outdone, ANT-MAN and the WASP come up against the most original foe of all — the spectacular human PORCUPINE! And, in JRNY. INTO MYSTERY #96, THOR is menaced by a foe whose magic power exceeds his own — the mad MERLIN! So, if you get the feeling that this is a good month for Marvel super-heroes — you're RIGHT!**
- **ITEM FOUR: A final word from Stan and Steve: We want to thank you for making SPIDER-MAN the smash success of the year! We promise to do our best to continue to merit your loyalty and to keep SPIDER-MAN the greatest, most original, most exciting super-hero of all!**

(Ed. note: SPIDER-MAN #6 goes on sale approximately Aug. 8. Ask your newsdealer to reserve your copy now!)

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
6 NOV.
MARVEL COMICS GROUP 12¢
HALF-MAN... HALF-REPTILE...
THE LIZARD
WILL TAKE OVER ALL OF EARTH UNLESS SPIDER-MAN ALONE CAN STOP HIM!
THE MARVEL AGE OF COMICS IS HERE!

SPIDER-MAN
"FACE-TO-FACE WITH... THE LIZARD!"
IT IS COMMON KNOWLEDGE THAT SPIDER-MAN IS THE MOST SUCCESSFUL NEW SUPER-HERO SINCE THE FANTASTIC FOUR!
THIS, THE LATEST AND POSSIBLY THE GREATEST OF ALL HIS ADVENTURES, WILL SHOW YOU WHY THE MYSTERIOUS MASKED TEEN-AGER HAS BECOME AMERICA'S SUPER SENSATION!
WRITTEN BY: STAN LEE
DRAWN BY: STEVE DITKO
LETTERED BY: ART SIMEK
A 21-PAGE SPIDER-MAN SUPER EPIC!
X-440
1
ANOTHER PROUD PRODUCTION OF THE MIGHTY MARVEL COMICS GROUP!

A SUPER-HERO IS NOTHING WITHOUT A SUPER-VILLAIN! AND, OUR LATEST SUPER-VILLAIN APPEARS, WITHOUT WARNING, IN THE MURKY SWAMPS OF FLORIDA'S EVERGLADES! THIS IS THE FIRST ENCOUNTER BETWEEN MANKIND AND--THE LIZARD!

BEGONE!! THIS SWAMP IS MINE!

WHA-WHAT IS IT?

A GIANT LIZARD! BUT--IT TALKS!

IT WALKS LIKE A MAN!

WHATEVER IT IS, IT'S ATTACKING US!! I'LL--LOOK! BULLETS DON'T STOP IT!

YOU DARE DEFY THE LIZARD? YOU'LL PAY FOR THAT FOLLY!

HE SNAPPED THAT HUGE TREE AS IF IT WERE CARDBOARD!

FLEE, PUNY HUMANS! THIS SWAMP IS MINE! HERE THE LIZARD REIGNS SUPREME!

RUN! WE'VE GOT TO GET AWAY FROM HERE!

BOY! HE DOESN'T HAVE TO TELL ME TWICE!

LIKE WILDFIRE, THE REPORTS OF THE HUMAN LIZARD SPREAD THRUOUT THE EVERGLADES... THE STATE... AND THE ENTIRE NATION!

THEY SAY IT WALKS AND TALKS LIKE A MAN!

BULLETS CANNOT HARM IT!! WHAT IS IT? WHO IS IT?

IT HAS THE STRENGTH OF A DOZEN BULL-DOZERS!

NOBODY CAN EVER TRACK IT DOWN... NOBODY WOULD DARE INVADE ITS DARK DOMAIN!

EVEN AS FAR NORTH AS NEW YORK, THE NAME OF THE LIZARD IS ON EVERYONE'S LIPS!

EXTRA! READ ALL ABOUT THE LIZARD! EXTRA! EXTRA!

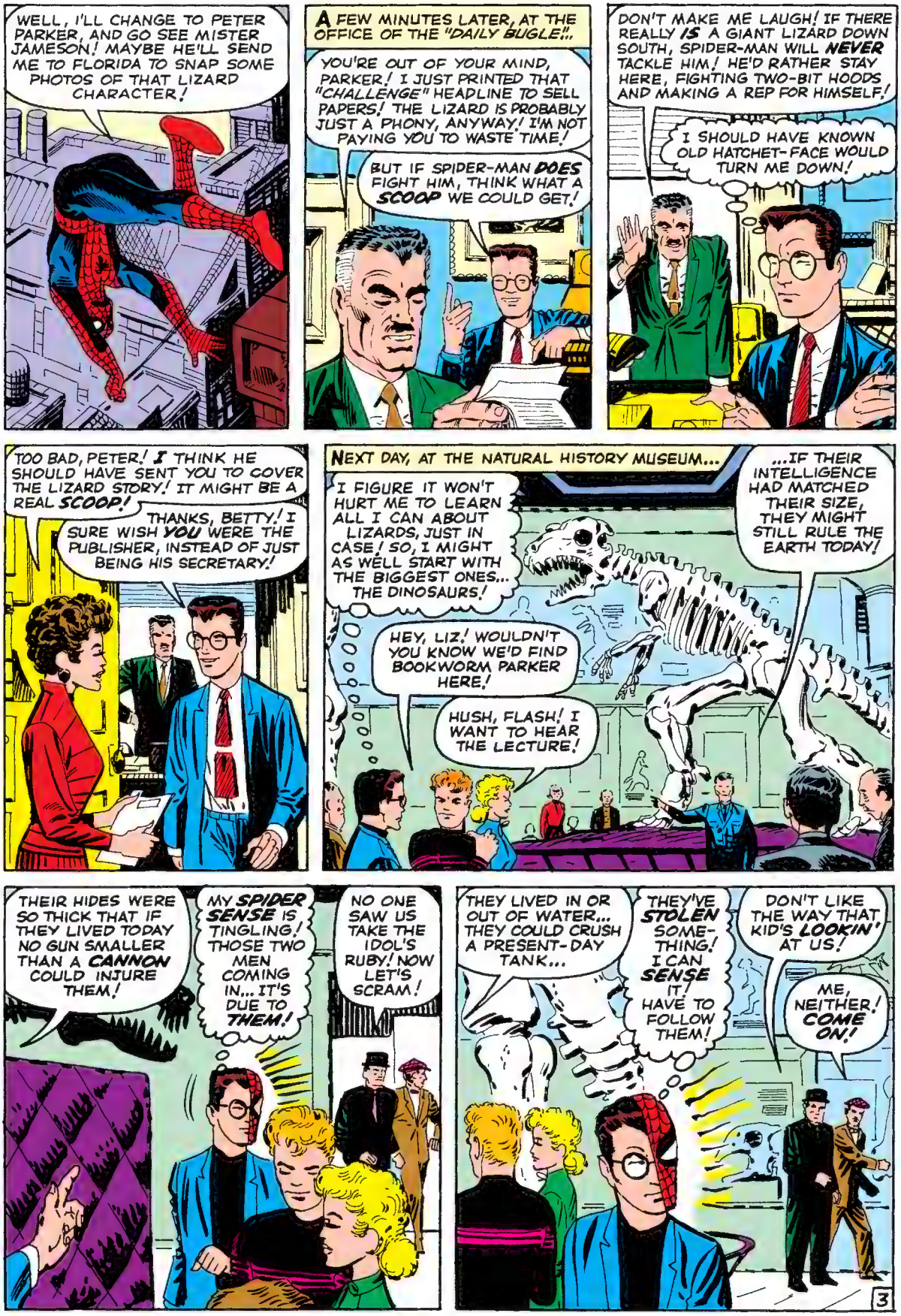
I'D LIKE A PAPER, TOO! BUT I'LL GET IT MY OWN WAY!

AND SO, QUIETLY--SECRETLY--AMERICA'S MOST MYSTERIOUS SUPER HERO LEARNS ABOUT THE NATION'S NEWEST MENACE FOR THE FIRST TIME!

WHAT KIND OF CORNBALL GAG IS THIS? EVERY PUBLICITY-MAD NUT AND HIS BROTHER TRY TO CHALLENGE ME TO SOMETHING OR OTHER!

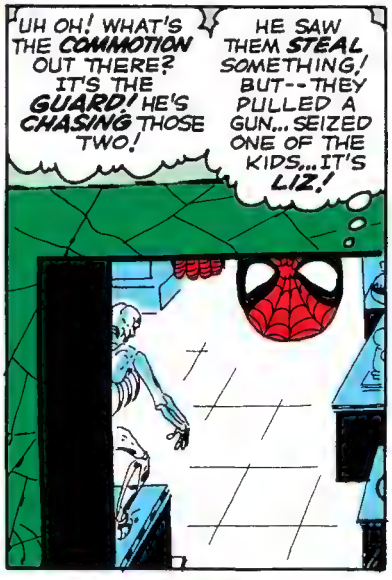
EXTRA DAILY BUGLE

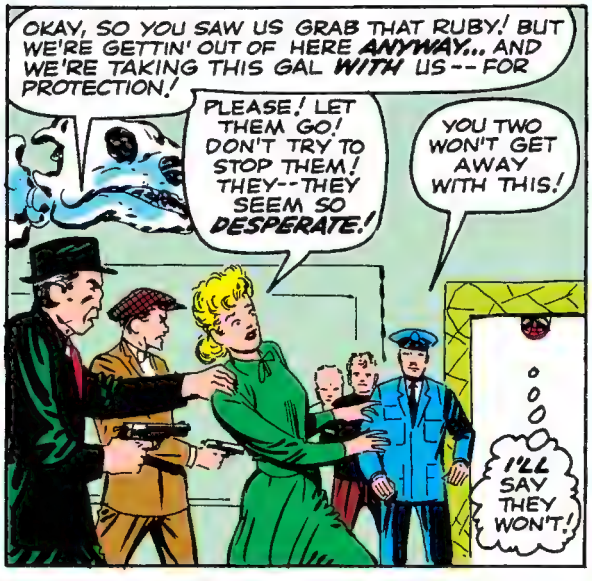
THE BUGLE CHALLENGES SPIDER-MAN TO DEFEAT THE LIZARD!

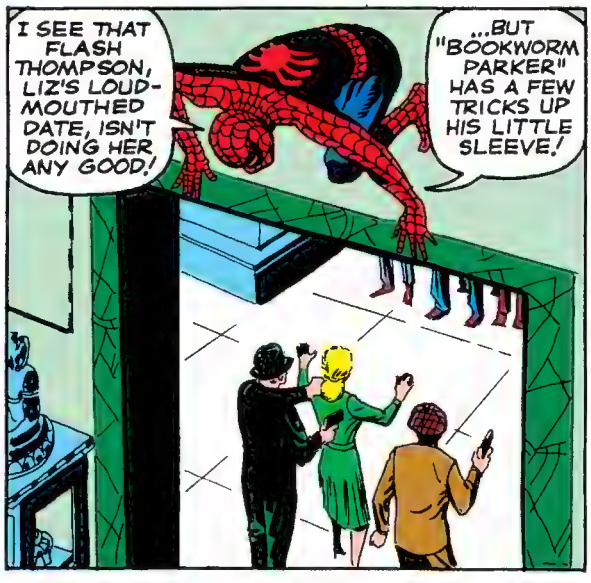

WELL, I'LL CHANGE TO PETER PARKER, AND GO SEE MISTER JAMESON! MAYBE HE'LL SEND ME TO FLORIDA TO SNAP SOME PHOTOS OF THAT LIZARD CHARACTER!
A FEW MINUTES LATER, AT THE OFFICE OF THE "DAILY BUGLE"...
YOU'RE OUT OF YOUR MIND, PARKER! I JUST PRINTED THAT "CHALLENGE" HEADLINE TO SELL PAPERS! THE LIZARD IS PROBABLY JUST A PHONY, ANYWAY! I'M NOT PAYING YOU TO WASTE TIME!
BUT IF SPIDER-MAN DOES FIGHT HIM, THINK WHAT A SCOOP WE COULD GET!
DON'T MAKE ME LAUGH! IF THERE REALLY IS A GIANT LIZARD DOWN SOUTH, SPIDER-MAN WILL NEVER TACKLE HIM! HE'D RATHER STAY HERE, FIGHTING TWO-BIT HOODS AND MAKING A REP FOR HIMSELF!
I SHOULD HAVE KNOWN OLD HATCHET-FACE WOULD TURN ME DOWN!
TOO BAD, PETER! I THINK HE SHOULD HAVE SENT YOU TO COVER THE LIZARD STORY! IT MIGHT BE A REAL SCOOP!
THANKS, BETTY! I SURE WISH YOU WERE THE PUBLISHER, INSTEAD OF JUST BEING HIS SECRETARY!
NEXT DAY, AT THE NATURAL HISTORY MUSEUM...
I FIGURE IT WON'T HURT ME TO LEARN ALL I CAN ABOUT LIZARDS, JUST IN CASE! SO, I MIGHT AS WELL START WITH THE BIGGEST ONES... THE DINOSAURS!
...IF THEIR INTELLIGENCE HAD MATCHED THEIR SIZE, THEY MIGHT STILL RULE THE EARTH TODAY!
HEY, LIZ! WOULDN'T YOU KNOW WE'D FIND BOOKWORM PARKER HERE!
HUSH, FLASH! I WANT TO HEAR THE LECTURE!
THEIR HIDES WERE SO THICK THAT IF THEY LIVED TODAY NO GUN SMALLER THAN A CANNON COULD INJURE THEM!
MY SPIDER SENSE IS TINGLING! THOSE TWO MEN COMING IN... IT'S DUE TO THEM!
NO ONE SAW US TAKE THE IDOL'S RUBY! NOW LET'S SCRAM!
THEY LIVED IN OR OUT OF WATER... THEY COULD CRUSH A PRESENT-DAY TANK...
THEY'VE STOLEN SOMETHING! I CAN SENSE IT! HAVE TO FOLLOW THEM!
DON'T LIKE THE WAY THAT KID'S LOOKIN' AT US!
ME, NEITHER! COME ON!
3

AW, HE'S HARMLESS! HE'S GOIN' IN THE OTHER ROOM!
LUCKY FOR HIM! IF HE CAME ANY CLOSER, I'D HAVE LET 'IM HAVE IT!
I'LL DUCK IN HERE AND CHANGE TO SPIDER-MAN!
CLOSED NEW EXHIBIT

THERE'S NOT MUCH MORE I CAN LEARN ABOUT DINOSAURS...
...AND THIS IS A LOT MORE FUN!

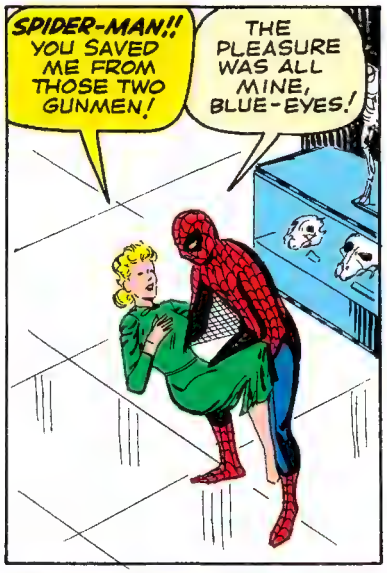

UH OH! WHAT'S THE COMMOTION OUT THERE? IT'S THE GUARD! HE'S CHASING THOSE TWO!
HE SAW THEM STEAL SOMETHING! BUT--THEY PULLED A GUN... SEIZED ONE OF THE KIDS... IT'S LIZ!

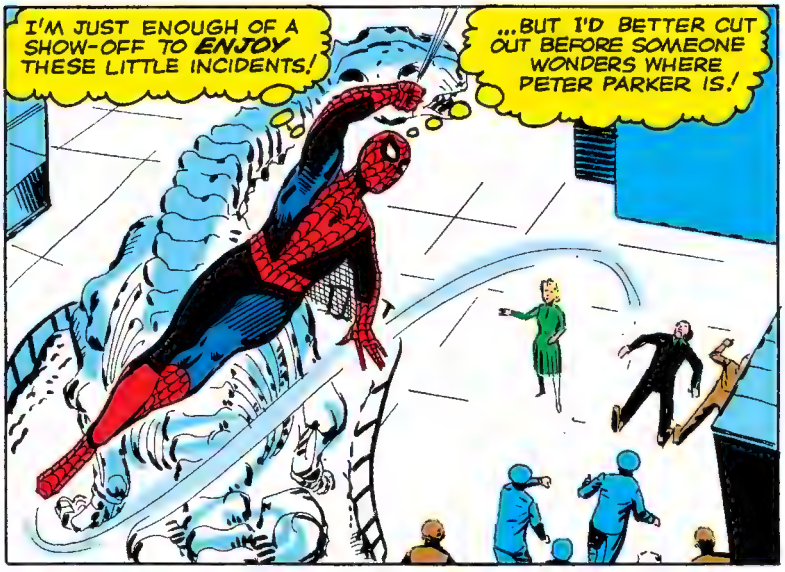

OKAY, SO YOU SAW US GRAB THAT RUBY! BUT WE'RE GETTIN' OUT OF HERE ANYWAY... AND WE'RE TAKING THIS GAL WITH US--FOR PROTECTION!
PLEASE! LET THEM GO! DON'T TRY TO STOP THEM! THEY--THEY SEEM SO DESPERATE!
YOU TWO WON'T GET AWAY WITH THIS!
I'LL SAY THEY WON'T!

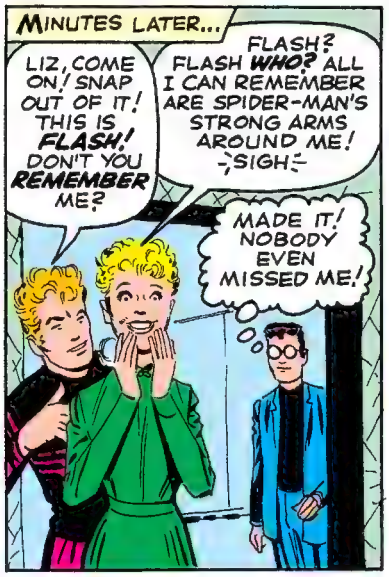

I SEE THAT FLASH THOMPSON, LIZ'S LOUD-MOUTHED DATE, ISN'T DOING HER ANY GOOD!
...BUT "BOOKWORM PARKER" HAS A FEW TRICKS UP HIS LITTLE SLEEVE!

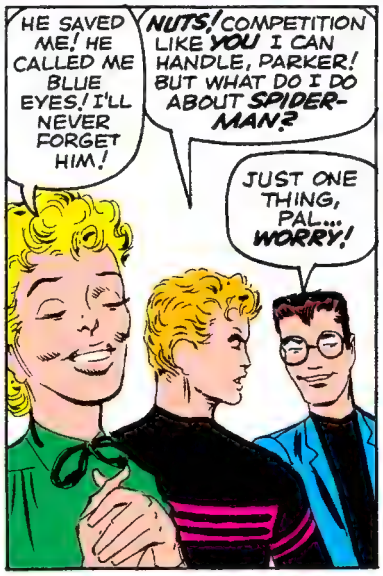
HOLD IT, BOYS! YOU'RE MISSING ONE OF THE MOST INTERESTING EXHIBITS! NAMELY--ME!
IT'S--SPIDER-MAN!
WHAT DO WE DO NOW?

I'LL ANSWER THAT QUESTION! YOU HIT MY EAGER LITTLE FIST WITH YOUR BIG STRONG CHINS... LIKE THIS!
UGH!
OOF!

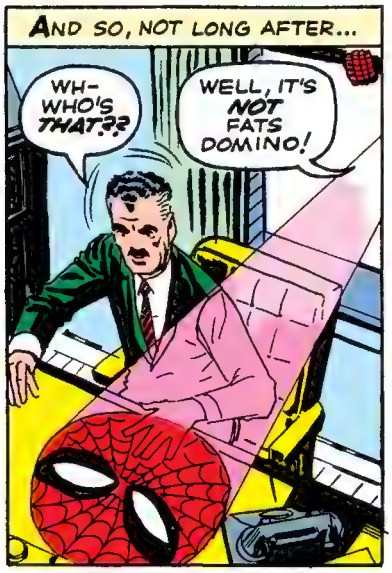

SPIDER-MAN!! YOU SAVED ME FROM THOSE TWO GUNMEN!
THE PLEASURE WAS ALL MINE, BLUE-EYES!


I'M JUST ENOUGH OF A SHOW-OFF TO ENJOY THESE LITTLE INCIDENTS!
...BUT I'D BETTER CUT OUT BEFORE SOMEONE WONDERS WHERE PETER PARKER IS!


MINUTES LATER...
LIZ, COME ON! SNAP OUT OF IT! THIS IS FLASH! DON'T YOU REMEMBER ME?
FLASH? FLASH WHO? ALL I CAN REMEMBER ARE SPIDER-MAN'S STRONG ARMS AROUND ME! -SIGH-
MADE IT! NOBODY EVEN MISSED ME!


HE SAVED ME! HE CALLED ME BLUE EYES! I'LL NEVER FORGET HIM!
NUTS! COMPETITION LIKE YOU I CAN HANDLE, PARKER! BUT WHAT DO I DO ABOUT SPIDER-MAN?
JUST ONE THING, PAL... WORRY!

AT THAT MOMENT, A BOY PASSES BY, LISTENING TO THE NEWS ON HIS TRANSISTOR PORTABLE RADIO...
THE NATION WONDERS WHY SPIDER-MAN HAS AVOIDED GOING AFTER THE LIZARD...
THAT SETTLES IT! I'VE GOT TO FIND A WAY TO GET JAMESON TO SEND ME TO FLORIDA!


AND SO, NOT LONG AFTER...
WH-WHO'S THAT??
WELL, IT'S NOT FATS DOMINO!

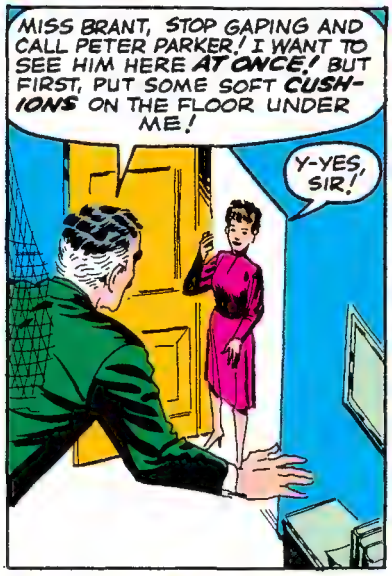
UH UH! HANDS OFF YOUR INTERCOM, JONAH, OL' CHUM! LET'S KEEP THIS NICE AND PRIVATE!
A WEB!

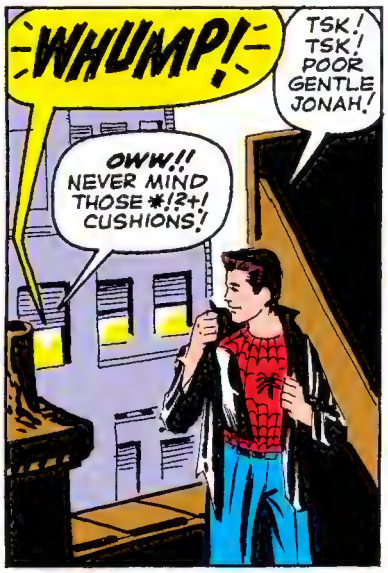
GOT TO GET OUT!--GET HELP!
HOLD IT, SMILEY! WHERE'S YOUR HOSPITALITY?

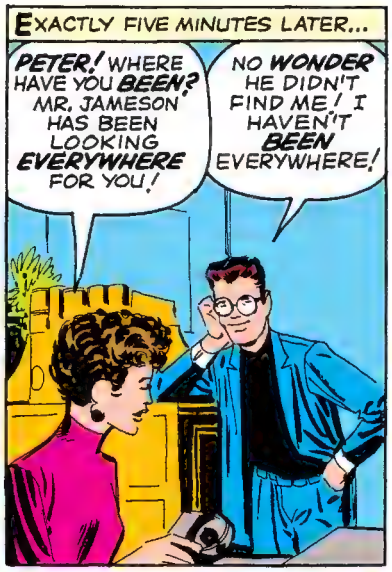
JAMESON, YOU'VE BEEN WRITING EDITORIALS AGAINST ME... TALKING ON RADIO AND TV AGAINST ME... AND Y'KNOW SOMETHING? I'M BEGINNING TO THINK YOU DON'T LIKE ME!
L-LET ME DOWN!

WHAT'S THE RUSH? I HAVE A NEWS ITEM FOR YOU! I'M GOING TO ACCEPT THE LIZARD'S CHALLENGE! SO, IF YOU WANT TO SEE WHAT I CAN REALLY DO, YOU'D BETTER SEND A PHOTOGRAPHER TO FLORIDA TO COVER THE STORY!
AS FOR MY WEB, IT'LL LOOSEN IN A MINUTE AND YOU'LL COME DOWN... BOY, WILL YOU COME DOWN!!

THAT DOES IT! NOW, I HAVE TO HOPE HE'S CONVINCED ENOUGH TO SEND PETE PARKER TO FLORIDA-- BECAUSE I HAVEN'T ENOUGH MONEY TO GET THERE BY MYSELF!
SOME SUPER-HERO I AM! TOO BROKE TO BUY A PLANE TICKET TO MEET A NEW ENEMY!


MISS BRANT, STOP GAPING AND CALL PETER PARKER! I WANT TO SEE HIM HERE AT ONCE! BUT FIRST, PUT SOME SOFT CUSHIONS ON THE FLOOR UNDER ME!
Y-YES, SIR!

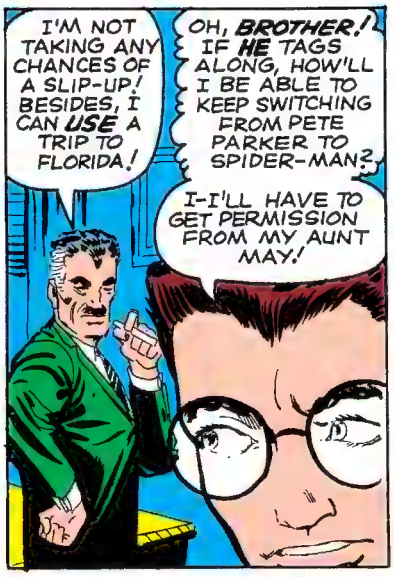

WHUMP!
TSK! TSK! POOR GENTLE JONAH!
OWW!! NEVER MIND THOSE *!?+! CUSHIONS!


EXACTLY FIVE MINUTES LATER...
PETER! WHERE HAVE YOU BEEN? MR. JAMESON HAS BEEN LOOKING EVERYWHERE FOR YOU!
NO WONDER HE DIDN'T FIND ME! I HAVEN'T BEEN EVERYWHERE!

YOU KNOW, BETTY... I'VE BEEN WANTING TO ASK YOU SOMETHING...
YES, PETER?
PARKER! GET IN HERE!

I'VE DECIDED TO SEND YOU TO FLORIDA AFTER ALL, TO TRY TO GET SOME PICTURES OF THE LIZARD... AND SPIDER-MAN, IF HE SHOWS UP!
THAT'S GREAT! WHEN DO I START?

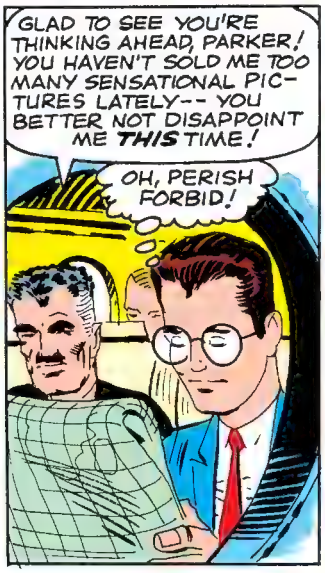
START PACKING NOW! WE'RE LEAVING AS SOON AS POSSIBLE!
WE'RE LEAVING--???!
THAT'S RIGHT! IT'S SUCH A BIG STORY THAT I'M GOING WITH YOU!


I'M NOT TAKING ANY CHANCES OF A SLIP-UP! BESIDES, I CAN USE A TRIP TO FLORIDA!
OH, BROTHER! IF HE TAGS ALONG, HOW'LL I BE ABLE TO KEEP SWITCHING FROM PETE PARKER TO SPIDER-MAN?
I-I'LL HAVE TO GET PERMISSION FROM MY AUNT MAY!

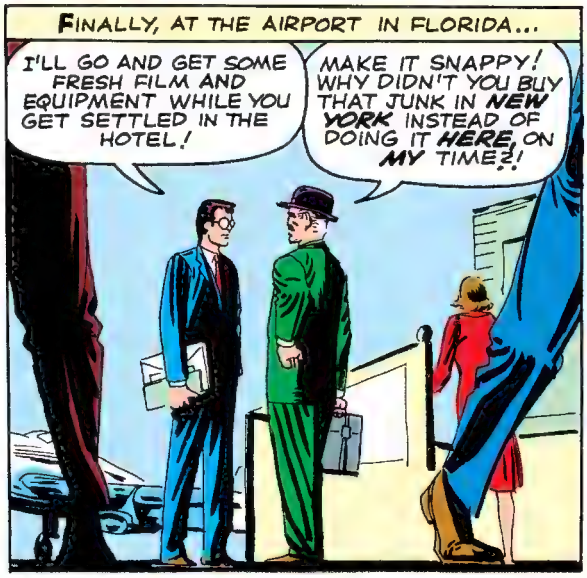
MINUTES LATER, AT HOME...
YOU WANT TO GO TO FLORIDA?? WITH THAT HORRIBLE LIZARD RUNNING LOOSE DOWN THERE? OH NO, PETER! IT'S OUT OF THE QUESTION!
BUT MISTER JAMESON IS GOING WITH ME!

YOU MEAN J. JONAH JAMESON, THE NICE MAN YOU DO PART-TIME WORK FOR? OH, IN THAT CASE I SUPPOSE IT'S ALL RIGHT! I KNOW THAT HE'LL TAKE GOOD CARE OF YOU!
HE'S LIKE A BIG, FAT GUARDIAN ANGEL, AUNT MAY!

AND SO, THE NEXT DAY...
WHAT ARE YOU LUGGING THERE, PARKER!
A LOT OF CLIPPINGS ABOUT THE LIZARD, AND MAPS OF THE AREA WHERE HE'S BEEN SEEN!


GLAD TO SEE YOU'RE THINKING AHEAD, PARKER! YOU HAVEN'T SOLD ME TOO MANY SENSATIONAL PICTURES LATELY-- YOU BETTER NOT DISAPPOINT ME THIS TIME!
OH, PERISH FORBID!

BUT, UNNOTICED BY JONAH JAMESON, THE SHARP-EYED PETER PARKER SCANS A FEW OTHER ITEMS...
HMM...DR. CONNORS, THE REPTILE EXPERT, LIVES NEAR THE EVERGLADES AREA! HE MIGHT BE OF SOME HELP!
Reptile Expert
DOCTOR CURTIS CONNORS


FINALLY, AT THE AIRPORT IN FLORIDA...
I'LL GO AND GET SOME FRESH FILM AND EQUIPMENT WHILE YOU GET SETTLED IN THE HOTEL!
MAKE IT SNAPPY! WHY DIDN'T YOU BUY THAT JUNK IN NEW YORK INSTEAD OF DOING IT HERE, ON MY TIME?!

AND, ONCE OUT OF SIGHT OF JAMESON AND THE OTHERS...
BECAUSE THEN I WOULDN'T HAVE HAD A CHANCE TO CHANGE TO SPIDER-MAN... THAT'S WHY!

HMM... THE LIZARD AREA IS BLOCKED OFF BY ARMED PATROLS!

I WONDER WHAT KIND OF "BLIP" I'D MAKE ON A RADAR SCREEN?

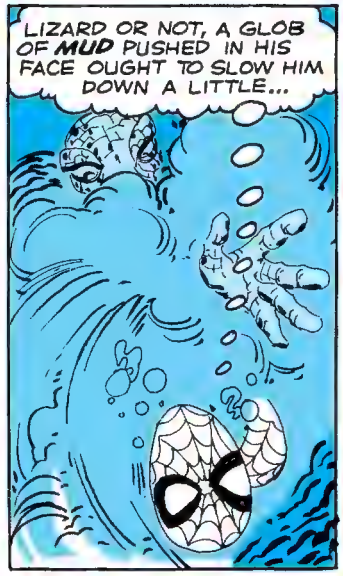
BUT, ALTHOUGH HE IS NOT DETECTED BY RADAR, SPIDER-MAN IS OBSERVED BY SOMETHING FAR MORE DANGEROUS! THE EYES OF... THE LIZARD!
ENEMY COMING...
MUST HIDE! THEN ATTACK!

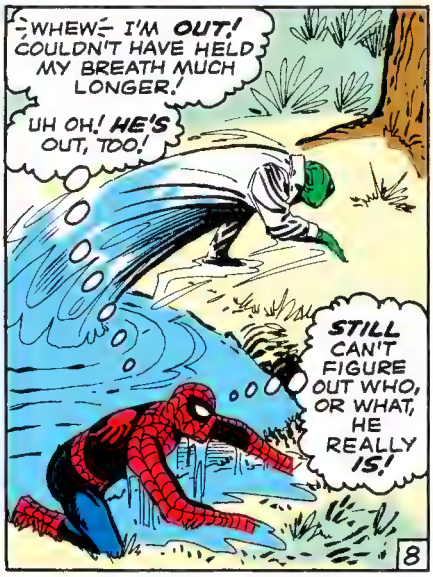
I DON'T LIKE IT! IT'S TOO QUIET HERE! UNNATURALLY QUIET! IT'S A CREEPY FEELING!

MY SPIDER SENSE IS STARTING TO TINGLE! BUT, I DON'T SEE ANYTHING!

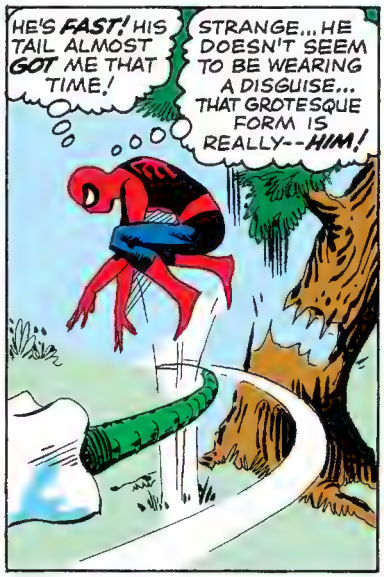
MY FOOT! SOMETHING GRABBED ME FROM BEHIND!
SOMETHING POWERFUL! CAN'T KEEP MY BALANCE...

IT'S HIM! THE LIZARD!


LIZARD OR NOT, A GLOB OF MUD PUSHED IN HIS FACE OUGHT TO SLOW HIM DOWN A LITTLE...

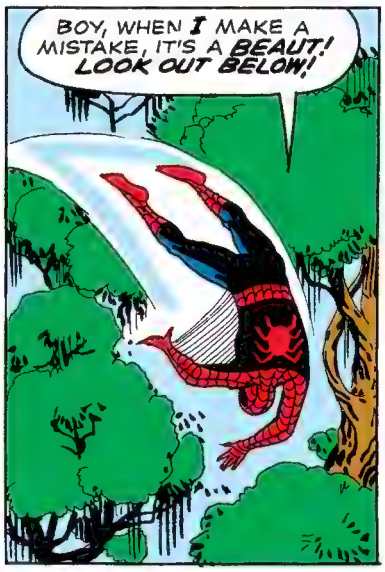

WHEW! I'M OUT! COULDN'T HAVE HELD MY BREATH MUCH LONGER!
UH OH! HE'S OUT, TOO!
STILL CAN'T FIGURE OUT WHO, OR WHAT, HE REALLY IS!

THE SWAMPLAND IS MINE! I HAVE WARNED THE WORLD! BUT YOU DARED TO INVADE MY DOMAIN! AND SO... YOU ARE DOOMED!
SURE! SURE! EVERY TIME I TURN AROUND I GET "DOOMED" BY SOMEONE ELSE!

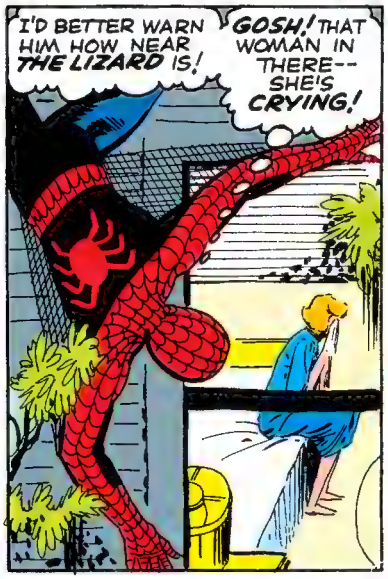

HE'S FAST! HIS TAIL ALMOST GOT ME THAT TIME!
STRANGE... HE DOESN'T SEEM TO BE WEARING A DISGUISE... THAT GROTESQUE FORM IS REALLY--HIM!

I'D BETTER KNOCK SOME OF THE FIGHT OUT OF HIM!
IF I CAN JUST HANG ONTO HIS TAIL...

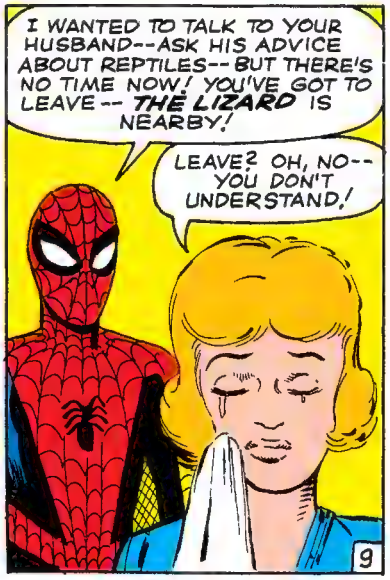
SUFFERIN' SPIDERWEBS!! HE'S A DOZEN TIMES STRONGER THAN I THOUGHT!


BOY, WHEN I MAKE A MISTAKE, IT'S A BEAUT! LOOK OUT BELOW!

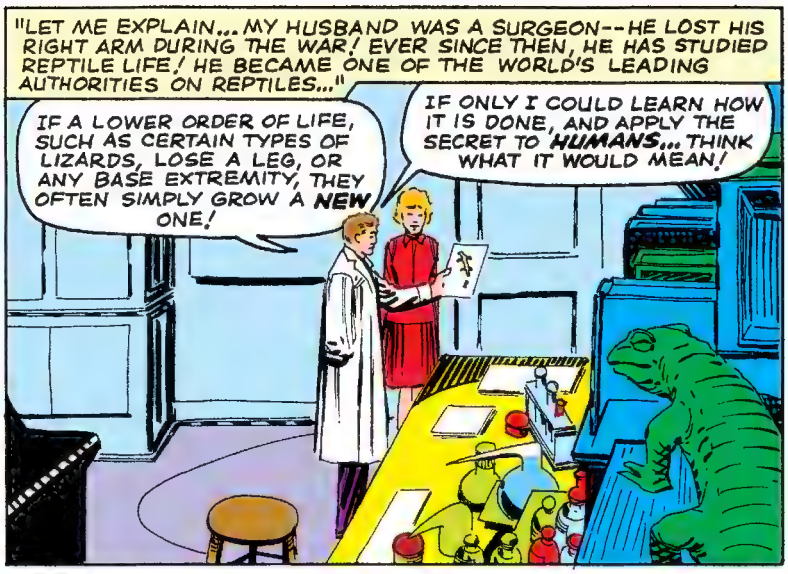
-GASP- HE THREW ME ALMOST HALF A MILE! LUCKY THESE TREES BROKE MY FALL!
SAY... THAT MUST BE DR. CONNORS' HOUSE! HE'S THE REPTILE EXPERT I WANTED TO SEE!


I'D BETTER WARN HIM HOW NEAR THE LIZARD IS!
GOSH! THAT WOMAN IN THERE-- SHE'S CRYING!

DON'T SEE DOCTOR CONNORS AROUND! WELL, I'VE GOT TO SPEAK TO THE WOMAN... WARN HER OF THE LIZARD!
SPIDER-MAN!
DON'T BE AFRAID! I'M HERE TO HELP YOU!


I WANTED TO TALK TO YOUR HUSBAND--ASK HIS ADVICE ABOUT REPTILES--BUT THERE'S NO TIME NOW! YOU'VE GOT TO LEAVE -- THE LIZARD IS NEARBY!
LEAVE? OH, NO-- YOU DON'T UNDERSTAND!

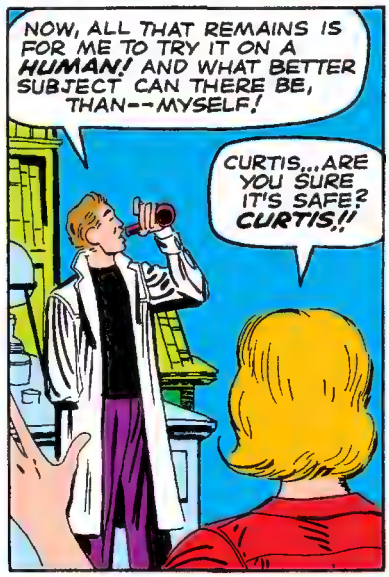
MY HUSBAND, DR. CURTIS CONNORS--IS THE LIZARD!
WHAT ??!!
To my wife Love, Curtis

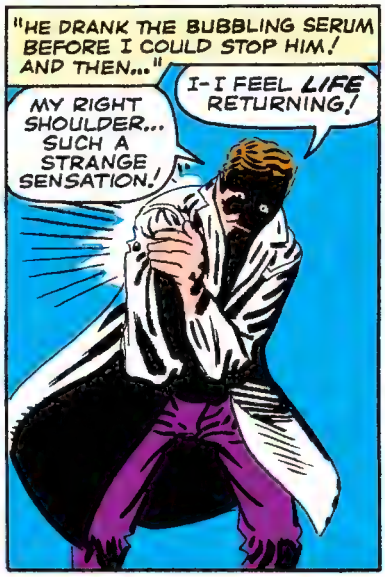

"LET ME EXPLAIN... MY HUSBAND WAS A SURGEON--HE LOST HIS RIGHT ARM DURING THE WAR! EVER SINCE THEN, HE HAS STUDIED REPTILE LIFE! HE BECAME ONE OF THE WORLD'S LEADING AUTHORITIES ON REPTILES..."
IF A LOWER ORDER OF LIFE, SUCH AS CERTAIN TYPES OF LIZARDS, LOSE A LEG, OR ANY BASE EXTREMITY, THEY OFTEN SIMPLY GROW A NEW ONE!
IF ONLY I COULD LEARN HOW IT IS DONE, AND APPLY THE SECRET TO HUMANS... THINK WHAT IT WOULD MEAN!

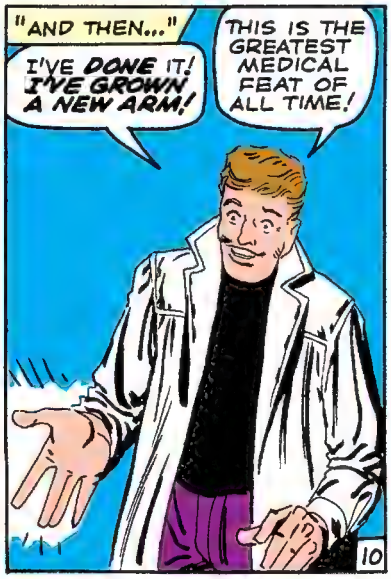
A MAN MIGHT GROW A NEW PAIR OF LEGS, OR ARMS! PERHAPS EVEN NEW EYES, OR A NEW HEART! I'VE GOT TO FIND THE SECRET!
OH, CURTIS... IF ONLY YOU COULD!

"CURTIS CONNORS WAS A GOOD HUSBAND, A GOOD FATHER! HIS SON, BILLY, ADORED HIM... AND SO DID I."
DADDY, WHAT ARE YOU WORKING ON NOW?
SOMETHING TO MAKE YOU PROUD OF ME, BILLY! SOMETHING TO HELP ALL MANKIND!

"AFTER MONTHS OF EXPERIMENTATION..."
THE SERUM WHICH I EXTRACTED FROM MY EXPERIMENTAL LIZARDS WORKED!
THAT RABBIT GREW A NEW LEG WITHIN AN HOUR!


NOW, ALL THAT REMAINS IS FOR ME TO TRY IT ON A HUMAN! AND WHAT BETTER SUBJECT CAN THERE BE, THAN--MYSELF!
CURTIS... ARE YOU SURE IT'S SAFE? CURTIS!!


"HE DRANK THE BUBBLING SERUM BEFORE I COULD STOP HIM! AND THEN..."
MY RIGHT SHOULDER... SUCH A STRANGE SENSATION!
I-I FEEL LIFE RETURNING!


"AND THEN..."
I'VE DONE IT! I'VE GROWN A NEW ARM!
THIS IS THE GREATEST MEDICAL FEAT OF ALL TIME!

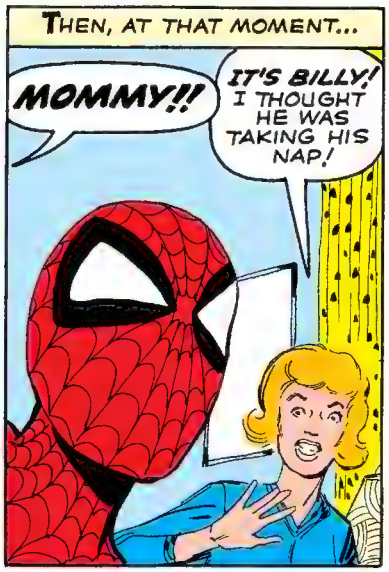
"BUT, THE CHANGE DIDN'T END THERE!! NO--THE HAND, THE ARM, ALL OF CURTIS CONNORS BEGAN TO CHANGE, UNTIL..."
WHAT HAS HAPPENED TO ME? WHAT HAVE I DONE?

CURTIS!! WHAT IS IT?
NO! NO! STAY AWAY! DON'T LOOK AT ME!! DON'T!

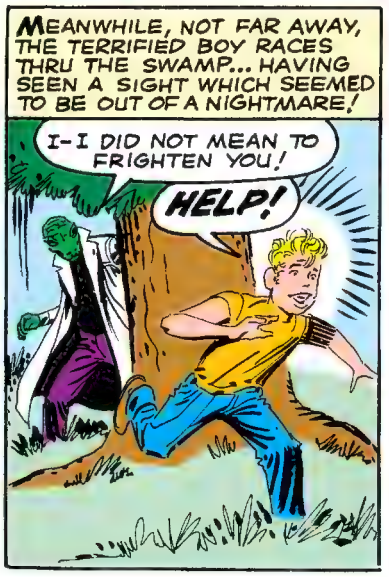
"TREMBLING, SOBBING, LIKE A MAN POSSESSED, THE CREATURE WHO HAD BEEN CURTIS CONNORS RACED OUT INTO THE NIGHT..."
CURTIS!

"HE RETURNED THE NEXT DAY! HE TRIED TO WORK ON A NEW SERUM, ONE WHICH WOULD MAKE HIM HUMAN AGAIN... BUT IT WAS HOPELESS! HIS BRAIN HAD BEEN TOO DULLED--TOO CHANGED!"
CANNOT DO IT! MUST GIVE UP!

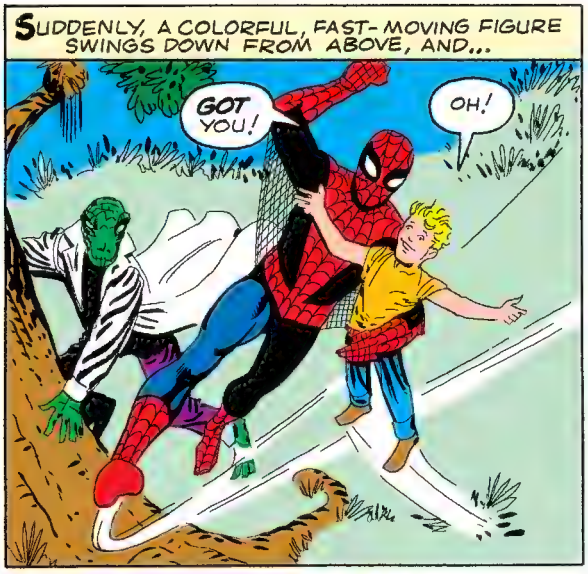
AND THAT WAS THE END! HE LEFT A NOTE... SAYING GOODBYE...HE WAS AFRAID TO REMAIN... AFRAID...BECAUSE OF WHAT HE HAD BECOME!
TAKE BILLY... LEAVE-- NEVER COME BACK--


THEN, AT THAT MOMENT...
MOMMY!!
IT'S BILLY! I THOUGHT HE WAS TAKING HIS NAP!

THE CRY CAME FROM OUTSIDE! PERHAPS MY SPIDER-SENSE WILL LEAD ME TO HIM!


MEANWHILE, NOT FAR AWAY, THE TERRIFIED BOY RACES THRU THE SWAMP... HAVING SEEN A SIGHT WHICH SEEMED TO BE OUT OF A NIGHTMARE!
I-I DID NOT MEAN TO FRIGHTEN YOU!
HELP!

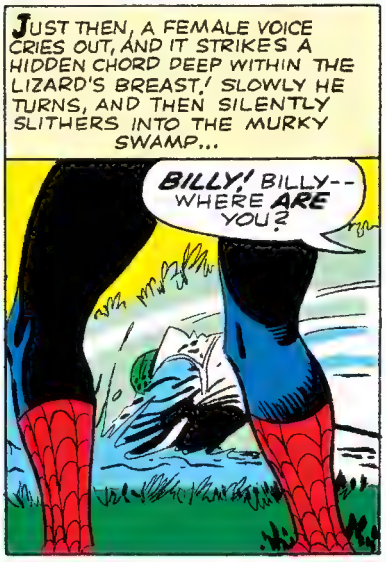
COME BACK!!
THAT SNAKE! I-I CAN'T GET OUT OF ITS WAY IN TIME!


SUDDENLY, A COLORFUL, FAST-MOVING FIGURE SWINGS DOWN FROM ABOVE, AND...
GOT YOU!
OH!

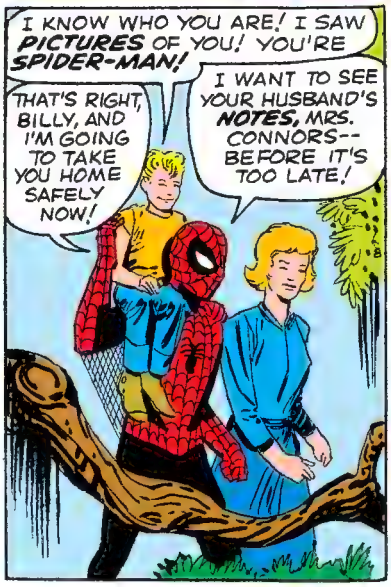
NO ONE CAN TAKE HIM FROM ME!
BILLY--STAY UP THERE! DON'T LET GO!!

OWW! HIS SKIN IS HARD AS A DINOSAUR'S ARMOR! I ALMOST BROKE MY HAND... AND HE HARDLY FELT IT!
THUD!

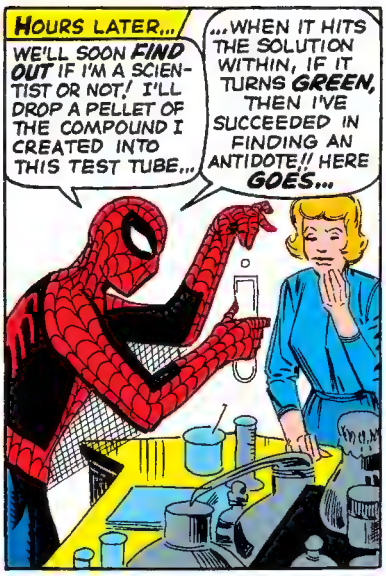
I'LL TRY TO HOLD HIM WITH MY WEB, UNTIL--NO! THAT'S NO GOOD, EITHER! HE SNAPPED IT WITH HIS TAIL AS IF IT WERE MADE OF PAPER!


JUST THEN, A FEMALE VOICE CRIES OUT, AND IT STRIKES A HIDDEN CHORD DEEP WITHIN THE LIZARD'S BREAST! SLOWLY HE TURNS, AND THEN SILENTLY SLITHERS INTO THE MURKY SWAMP...
BILLY! BILLY--WHERE ARE YOU?

MINUTES LATER...
MY HUSBAND! DID YOU SEE HIM? IS HE--?
MOMMY, THAT MAN SAVED ME!
HE'S ALRIGHT... FOR NOW! BUT, HE GETS LESS HUMAN EACH MINUTE!


I KNOW WHO YOU ARE! I SAW PICTURES OF YOU! YOU'RE SPIDER-MAN!
THAT'S RIGHT, BILLY, AND I'M GOING TO TAKE YOU HOME SAFELY NOW!
I WANT TO SEE YOUR HUSBAND'S NOTES, MRS. CONNORS--BEFORE IT'S TOO LATE!

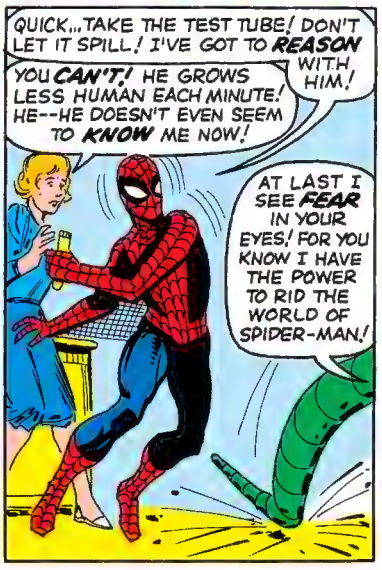
IT'S A GOOD THING I'M A SCIENCE MAJOR IN HIGH SCHOOL! SO, THE KIDS MAKE FUN OF ME, AND CALL ME A BOOKWORM, DO THEY? WELL, THIS BOOKWORM IS GOING TO FIND AN ANTIDOTE FOR THE LIZARD!
GOSH! ARE YOU A SCIENTIST TOO, SPIDER-MAN?!


HOURS LATER...
WE'LL SOON FIND OUT IF I'M A SCIENTIST OR NOT! I'LL DROP A PELLET OF THE COMPOUND I CREATED INTO THIS TEST TUBE...
...WHEN IT HITS THE SOLUTION WITHIN, IF IT TURNS GREEN, THEN I'VE SUCCEEDED IN FINDING AN ANTIDOTE!! HERE GOES...

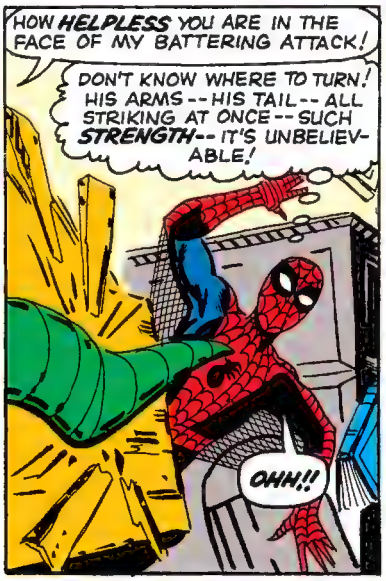
IT CHANGED COLOR! I'VE DONE IT! ONCE THE LIZARD DRINKS THIS FORMULA, HE'LL REVERT TO HIS NORMAL SELF AGAIN!
BUT THERE IS STILL ONE PROBLEM REMAINING...

HOW AM I GOING TO GET HIM TO DRINK IT??
SPIDER-MAN... LOOK!

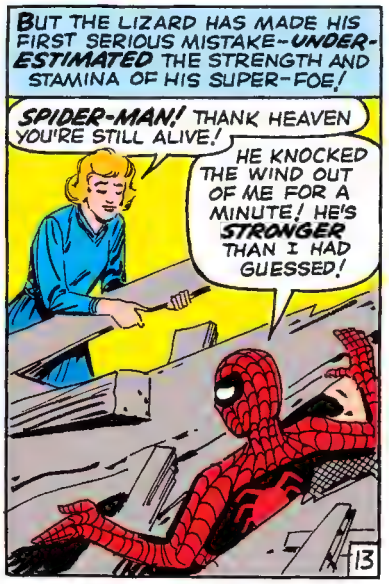
YOU ARE THE ONLY ONE WHO DOES NOT FEAR ME! ONCE I DESTROY YOU, ALL MANKIND WILL TREMBLE BEFORE THE LIZARD!!

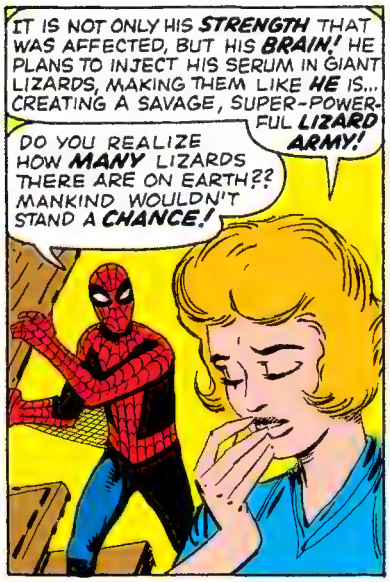

QUICK...TAKE THE TEST TUBE! DON'T LET IT SPILL! I'VE GOT TO REASON WITH HIM!
YOU CAN'T! HE GROWS LESS HUMAN EACH MINUTE! HE--HE DOESN'T EVEN SEEM TO KNOW ME NOW!
AT LAST I SEE FEAR IN YOUR EYES! FOR YOU KNOW I HAVE THE POWER TO RID THE WORLD OF SPIDER-MAN!

MY SKIN IS HARD AS ARMOR, AND MY MUSCLES ARE EQUALLY STRONG! STRONGER BY FAR THAN YOURS!
HE'S RIGHT! HE'S HURLING THAT HUGE OAK DESK AS IF IT'S WEIGHTLESS!


HOW HELPLESS YOU ARE IN THE FACE OF MY BATTERING ATTACK!
DON'T KNOW WHERE TO TURN! HIS ARMS--HIS TAIL--ALL STRIKING AT ONCE--SUCH STRENGTH--IT'S UNBELIEVABLE!
OHH!!

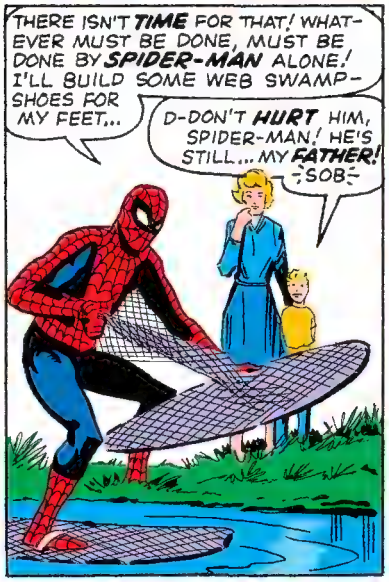
WITHIN A FEW SAVAGE SECONDS, THE UNEQUAL BATTLE IS ENDED...
NOW THERE IS NONE TO STOP ME! NOW I AM SUPREME!
ALL I NEED DO IS FEED MY SERUM TO OTHER LIZARDS, CROCODILES, ALLIGATORS!! I'LL BUILD A MIGHTY LIZARD ARMY!


BUT THE LIZARD HAS MADE HIS FIRST SERIOUS MISTAKE-UNDERESTIMATED THE STRENGTH AND STAMINA OF HIS SUPER-FOE!
SPIDER-MAN! THANK HEAVEN YOU'RE STILL ALIVE!
HE KNOCKED THE WIND OUT OF ME FOR A MINUTE! HE'S STRONGER THAN I HAD GUESSED!


IT IS NOT ONLY HIS STRENGTH THAT WAS AFFECTED, BUT HIS BRAIN! HE PLANS TO INJECT HIS SERUM IN GIANT LIZARDS, MAKING THEM LIKE HE IS... CREATING A SAVAGE, SUPER-POWERFUL LIZARD ARMY!
DO YOU REALIZE HOW MANY LIZARDS THERE ARE ON EARTH?? MANKIND WOULDN'T STAND A CHANCE!

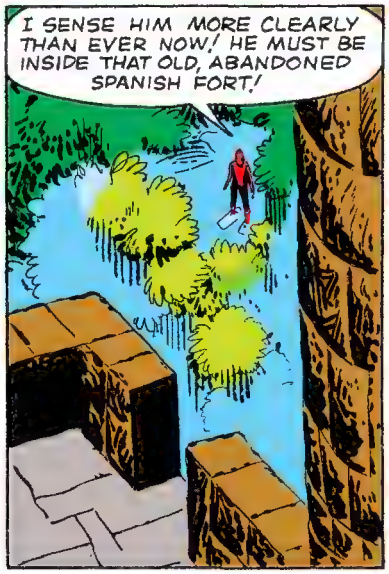
HE MUST BE STOPPED, QUICKLY, BEFORE HE CREATES THE FIRST SUPER-LIZARD! OTHERWISE, THEY WILL MULTIPLY TOO FAST TO EVER BE CHECKED!
HERE IS THE ANTIDOTE! BUT HOW WILL YOU GET HIM TO DRINK IT?

I DON'T KNOW YET, BUT THE FIRST THING I MUST DO IS TRACK HIM DOWN NOW! YOU AND YOUR SON REMAIN HERE... I DON'T THINK HE WILL RETURN!
HE IS STRONGER THAN YOU... AND HE HAS BECOME RUTHLESS! PERHAPS YOU SHOULD GET HELP!

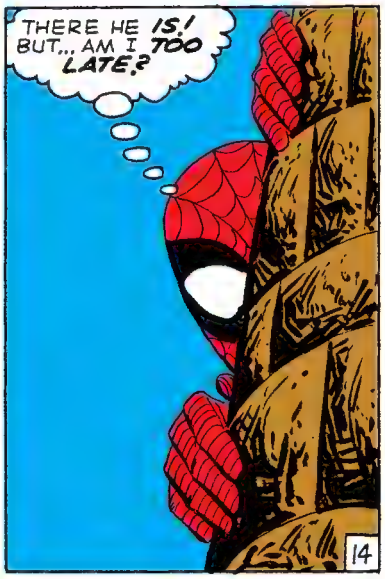

THERE ISN'T TIME FOR THAT! WHATEVER MUST BE DONE, MUST BE DONE BY SPIDER-MAN ALONE! I'LL BUILD SOME WEB SWAMP-SHOES FOR MY FEET...
D-DON'T HURT HIM, SPIDER-MAN! HE'S STILL... MY FATHER! -SOB-

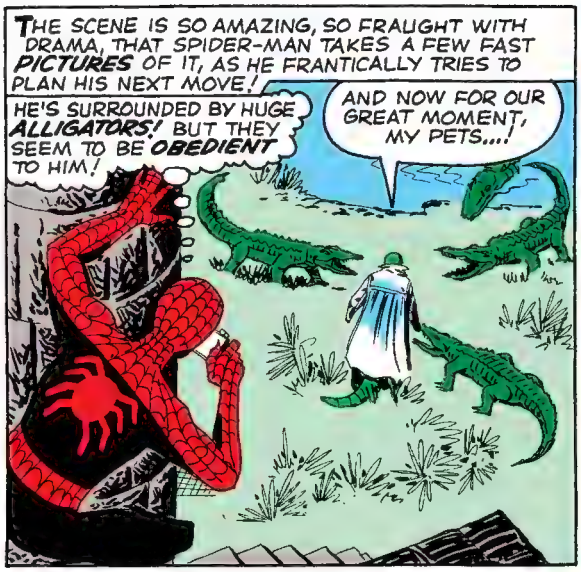
THE BOY IS RIGHT! BENEATH THE SAVAGE EXTERIOR OF THE LIZARD, IS A DECENT, TALENTED MAN! BUT HOW CAN I DEFEAT HIM-- AND SAVE MYSELF-- WITHOUT HARMING HIM??

LUCKILY, HIS TRAIL IS STILL RECENT ENOUGH FOR MY SPIDER-SENSE TO TRACK HIM! AND I CAN KEEP THESE SWAMP SNAKES AT BAY AS LONG AS MY WEB FLUID HOLDS OUT!

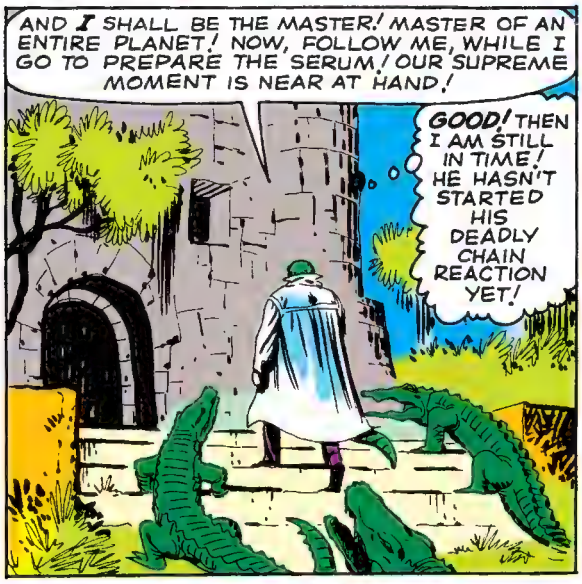

I SENSE HIM MORE CLEARLY THAN EVER NOW! HE MUST BE INSIDE THAT OLD, ABANDONED SPANISH FORT!

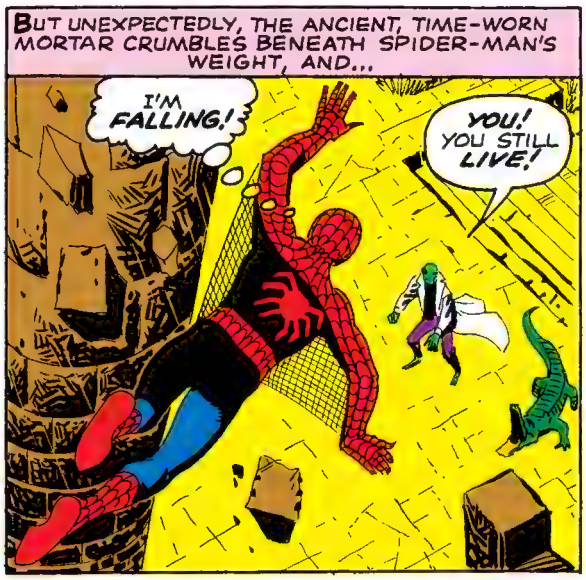
AND NOW... FOR THE SHOWDOWN!

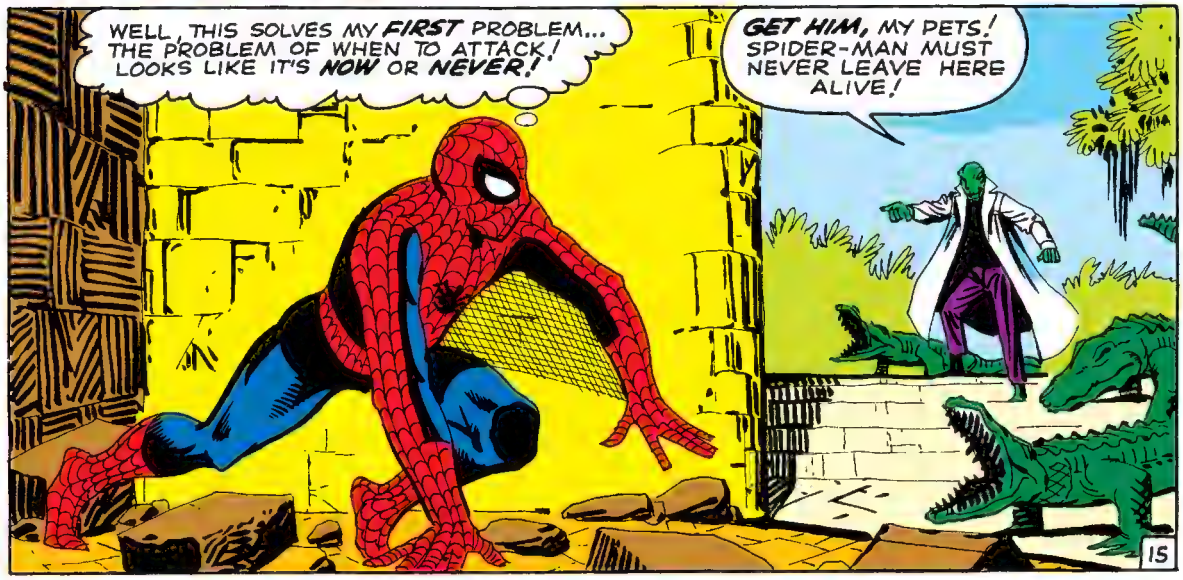

THERE HE IS! BUT... AM I TOO LATE?


THE SCENE IS SO AMAZING, SO FRAUGHT WITH DRAMA, THAT SPIDER-MAN TAKES A FEW FAST PICTURES OF IT, AS HE FRANTICALLY TRIES TO PLAN HIS NEXT MOVE!
HE'S SURROUNDED BY HUGE ALLIGATORS! BUT THEY SEEM TO BE OBEDIENT TO HIM!
AND NOW FOR OUR GREAT MOMENT, MY PETS...!

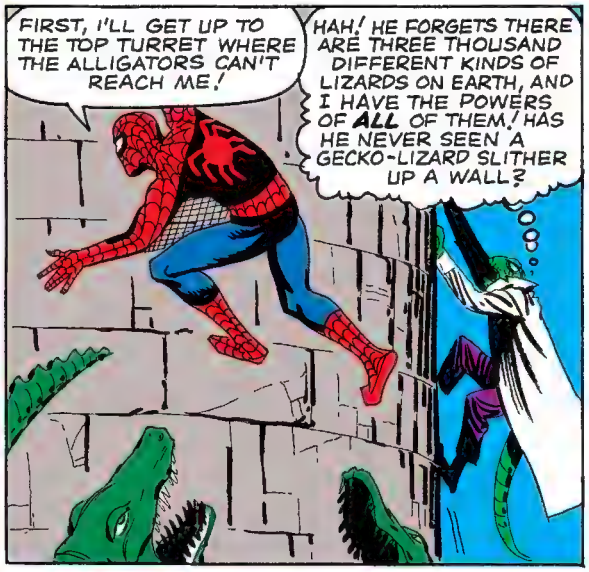
WE SHALL BE THE FIRST! THE FIRST OF EARTH'S NEW RULERS! THE HUMANS WILL HAVE NO PLACE TO RUN...NO PLACE TO HIDE FROM US! FOR THE LIZARDS ARE PART OF THE REPTILE FAMILY, WHICH INCLUDES YOU, THE SNAKES, AND ALL THE CRAWLING HORDES!
THINK OF THE COUNTLESS MILLIONS OF REPTILES IN THESE EVERGLADES ALONE! ONCE I SPILL MY SERUM IN THE MURKY WATERS, NOTHING WILL STOP THE BIRTH OF A NEW RACE OF LIZARD CREATURES!


AND I SHALL BE THE MASTER! MASTER OF AN ENTIRE PLANET! NOW, FOLLOW ME, WHILE I GO TO PREPARE THE SERUM! OUR SUPREME MOMENT IS NEAR AT HAND!
GOOD! THEN I AM STILL IN TIME! HE HASN'T STARTED HIS DEADLY CHAIN REACTION YET!

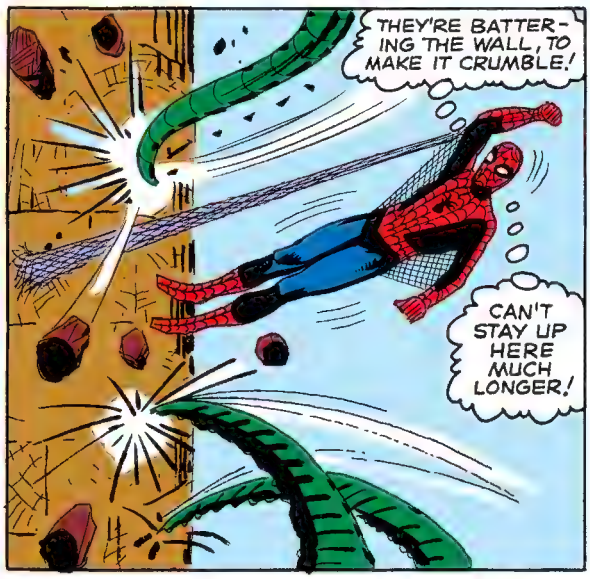

BUT UNEXPECTEDLY, THE ANCIENT, TIME-WORN MORTAR CRUMBLES BENEATH SPIDER-MAN'S WEIGHT, AND...
I'M FALLING!
YOU! YOU STILL LIVE!

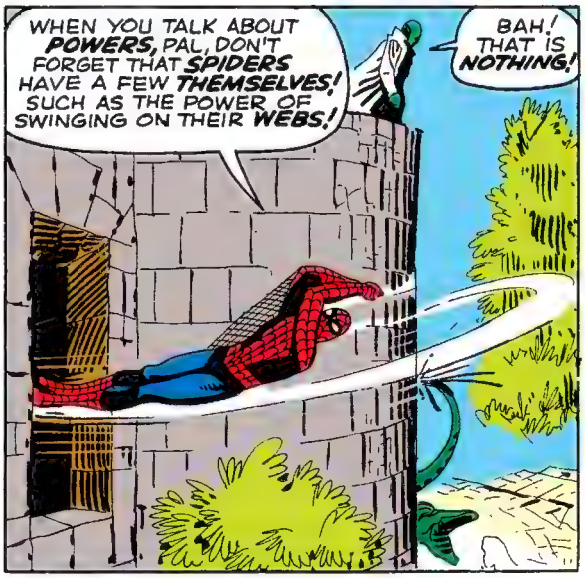

WELL, THIS SOLVES MY FIRST PROBLEM... THE PROBLEM OF WHEN TO ATTACK! LOOKS LIKE IT'S NOW OR NEVER!
GET HIM, MY PETS! SPIDER-MAN MUST NEVER LEAVE HERE ALIVE!

YOU'VE HAD ALL THE INNINGS SO FAR, FELLA!
NOW IT'S TIME FOR SPIDER-MAN TO SHOW WHAT HE CAN DO!

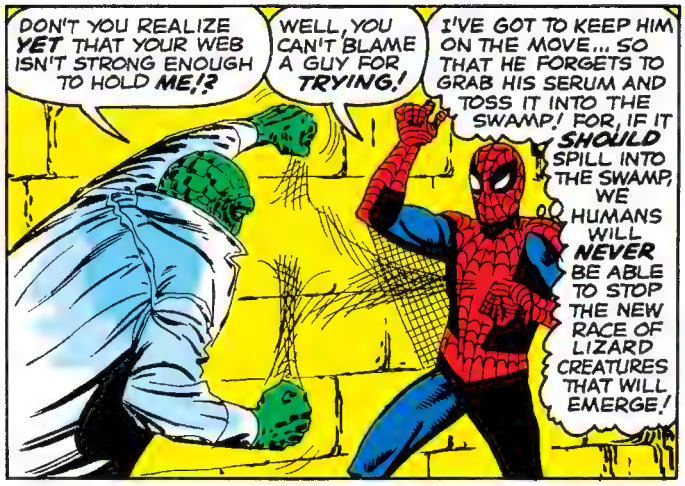

FIRST, I'LL GET UP TO THE TOP TURRET WHERE THE ALLIGATORS CAN'T REACH ME!
HAH! HE FORGETS THERE ARE THREE THOUSAND DIFFERENT KINDS OF LIZARDS ON EARTH, AND I HAVE THE POWERS OF ALL OF THEM! HAS HE NEVER SEEN A GECKO-LIZARD SLITHER UP A WALL?

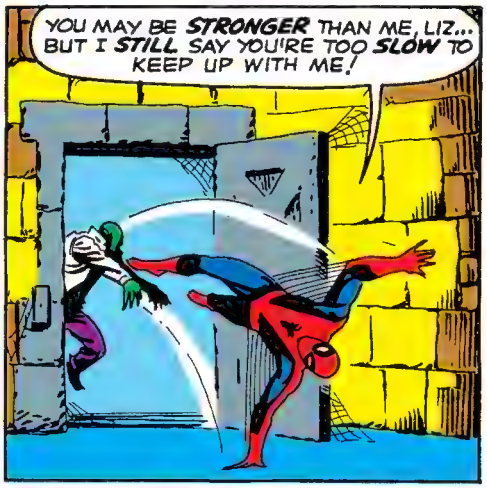
HE BEAT ME TO THE TOP!! NOW I'M TRAPPED BETWEEN THE LIZARD, AND THE 'GATORS BELOW!

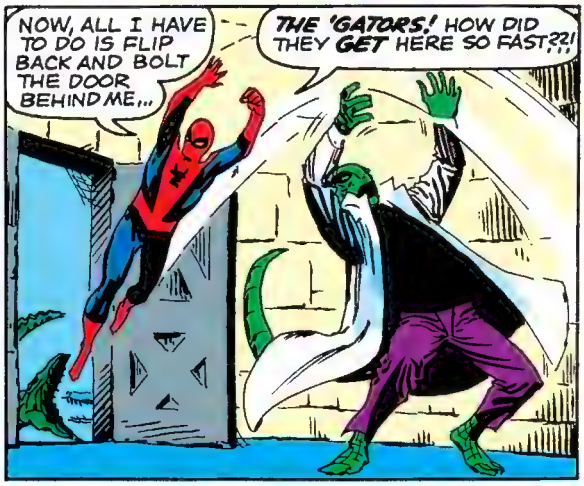

THEY'RE BATTERING THE WALL, TO MAKE IT CRUMBLE!
CAN'T STAY UP HERE MUCH LONGER!

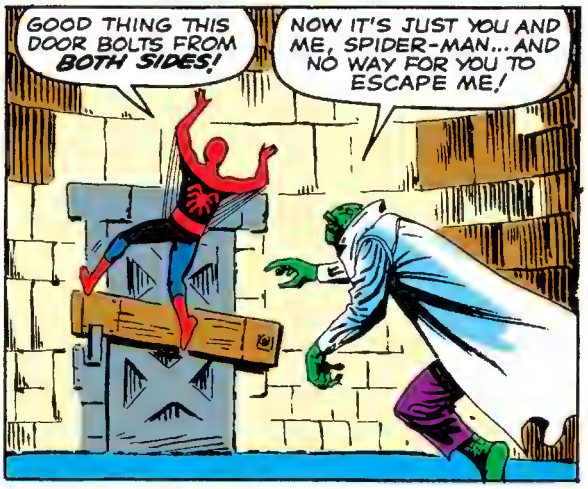

WHEN YOU TALK ABOUT POWERS, PAL, DON'T FORGET THAT SPIDERS HAVE A FEW THEMSELVES! SUCH AS THE POWER OF SWINGING ON THEIR WEBS!
BAH! THAT IS NOTHING!

YOU ARE ONLY POSTPONING THE EVENTUAL OUTCOME! SOONER OR LATER I WILL DESTROY YOU!
I OUGHTTA HAVE A RECORD MADE OF THAT LINE! I HEAR IT ALL THE TIME!

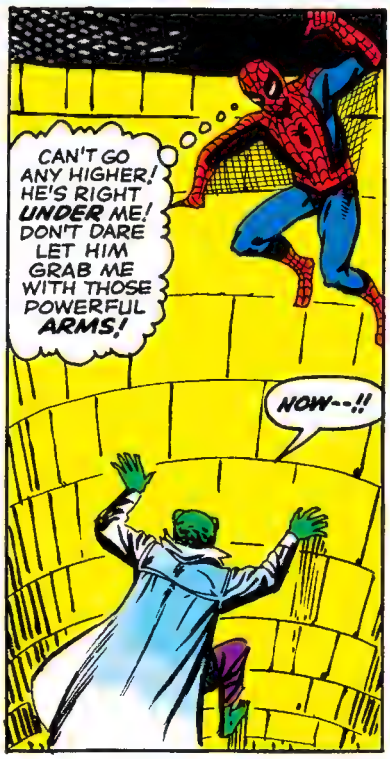

DON'T YOU REALIZE YET THAT YOUR WEB ISN'T STRONG ENOUGH TO HOLD ME!?
WELL, YOU CAN'T BLAME A GUY FOR TRYING!
I'VE GOT TO KEEP HIM ON THE MOVE... SO THAT HE FORGETS TO GRAB HIS SERUM AND TOSS IT INTO THE SWAMP! FOR, IF IT SHOULD SPILL INTO THE SWAMP, WE HUMANS WILL NEVER BE ABLE TO STOP THE NEW RACE OF LIZARD CREATURES THAT WILL EMERGE!


YOU MAY BE STRONGER THAN ME, LIZ... BUT I STILL SAY YOU'RE TOO SLOW TO KEEP UP WITH ME!


NOW, ALL I HAVE TO DO IS FLIP BACK AND BOLT THE DOOR BEHIND ME...
THE 'GATORS! HOW DID THEY GET HERE SO FAST??!


GOOD THING THIS DOOR BOLTS FROM BOTH SIDES!
NOW IT'S JUST YOU AND ME, SPIDER-MAN... AND NO WAY FOR YOU TO ESCAPE ME!

WHEREVER YOU GO, I CAN FOLLOW!

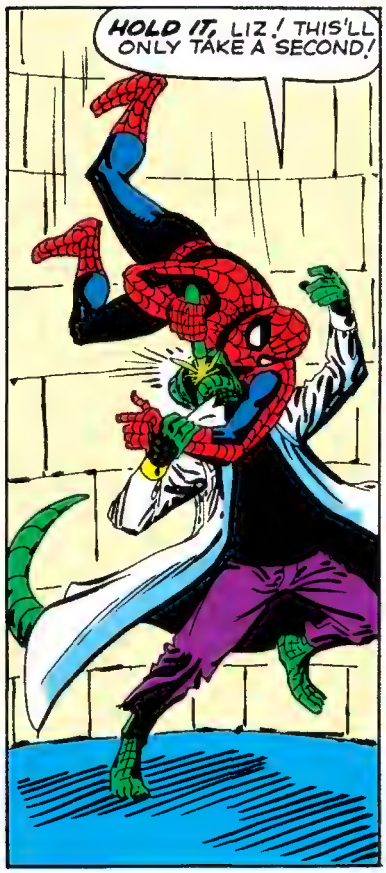

CAN'T GO ANY HIGHER! HE'S RIGHT UNDER ME! DON'T DARE LET HIM GRAB ME WITH THOSE POWERFUL ARMS!
NOW--!!

NICE TRY--BUT YOU'VE GOT TO BE FASTER THAN THAT TO SNAG A SPIDER!
THUD!

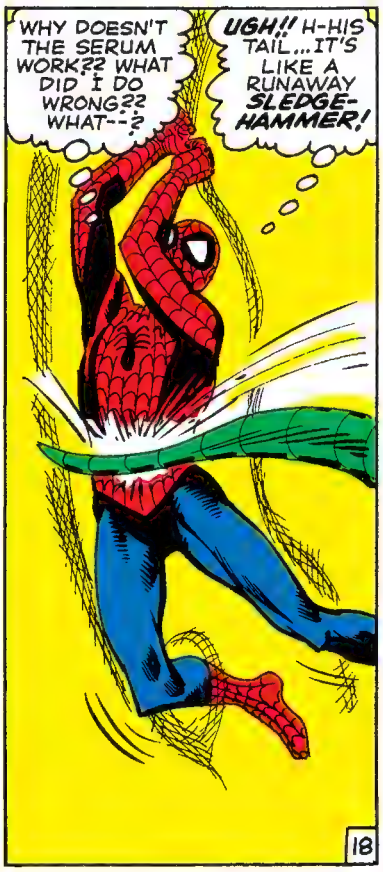
AS SPIDER-MAN PLUNGES TOWARD THE FLOOR BELOW, GRASPING HIS LIFE-SAVING STRAND OF WEB IN ONE HAND, HE LUNGES OUT SKILLFULLY, AND...
WHA--?
GOT YA!

THEN, IN MID-AIR, THE AMAZING COSTUMED CRUSADER SUMMONS ALL HIS SPEED, HIS UNERRING SKILL, HIS LIGHTNING-FAST REFLEXES, AND WHISKS A SMALL VIAL FROM HIS BELT...
THANKS FOR JOINING ME, LIZARD! IT GETS LONESOME TUMBLING DOWN ALONE!

IF I MISS NOW... THERE MAY BE NO SECOND CHANCE FOR ME!

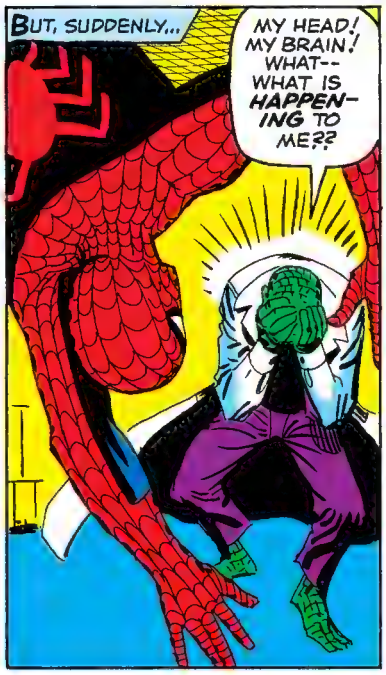

HOLD IT, LIZ! THIS'LL ONLY TAKE A SECOND!

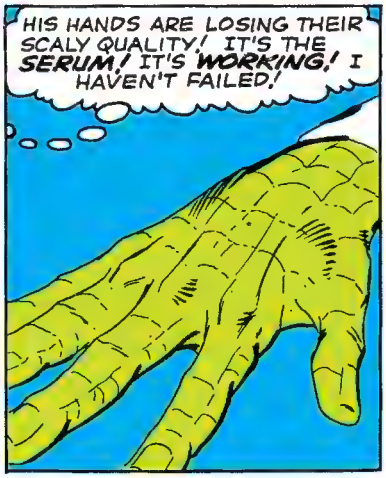
I DID IT! NOW, IF ONLY... OOOF!!
YOUR TIME HAS RUN OUT, SPIDER-MAN! NOW TO FINISH YOU OFF!!

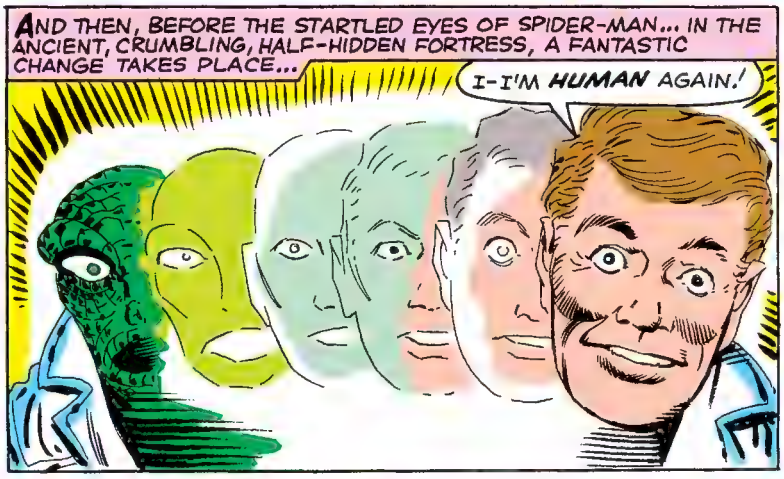

WHY DOESN'T THE SERUM WORK?? WHAT DID I DO WRONG?? WHAT--?
UGH!! H-HIS TAIL... IT'S LIKE A RUNAWAY SLEDGE-HAMMER!

I WARNED YOU THAT YOU WERE NO MATCH FOR ME! AND NOW... WE WILL END THIS... FOREVER!

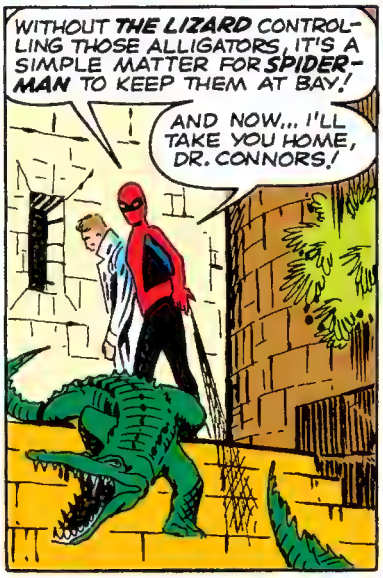
AS SOON AS I HAVE DISPOSED OF YOU, I WILL SPILL MY SERUM IN THE SWAMP, AND THE WORLD WILL BE MINE!
GOT TO STOP HIM! CAN'T GIVE UP!

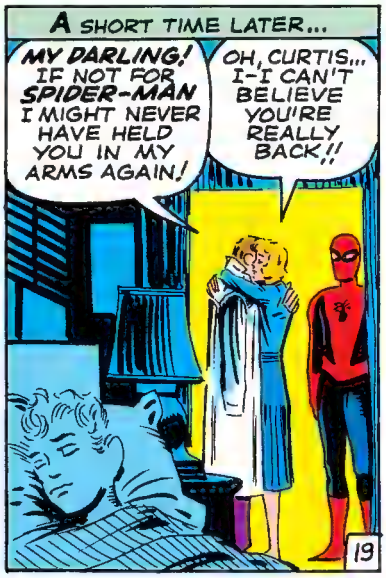

BUT, SUDDENLY...
MY HEAD! MY BRAIN! WHAT-- WHAT IS HAPPENING TO ME??


HIS HANDS ARE LOSING THEIR SCALY QUALITY! IT'S THE SERUM! IT'S WORKING! I HAVEN'T FAILED!

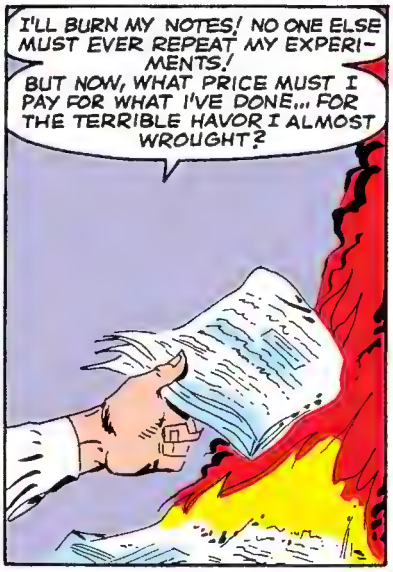

AND THEN, BEFORE THE STARTLED EYES OF SPIDER-MAN... IN THE ANCIENT, CRUMBLING, HALF-HIDDEN FORTRESS, A FANTASTIC CHANGE TAKES PLACE...
I-I'M HUMAN AGAIN!

THE NIGHTMARE HAS ENDED! AT LAST... IT'S OVER!
YOU HAVE ONLY ONE ARM AGAIN! EVERY LAST VESTIGE OF YOUR LIZARD IDENTITY HAS VANISHED!


WITHOUT THE LIZARD CONTROLLING THOSE ALLIGATORS, IT'S A SIMPLE MATTER FOR SPIDER-MAN TO KEEP THEM AT BAY!
AND NOW... I'LL TAKE YOU HOME, DR. CONNORS!


A SHORT TIME LATER...
MY DARLING! IF NOT FOR SPIDER-MAN I MIGHT NEVER HAVE HELD YOU IN MY ARMS AGAIN!
OH, CURTIS... I-I CAN'T BELIEVE YOU'RE REALLY BACK!!

I TAMPERED WITH FORCES OF NATURE WHICH MUST NOT BE TAMPERED WITH! WHEN I THINK WHAT MIGHT HAVE HAPPENED...
HUSH, MY DARLING! IT'S ALL OVER NOW! YOU MUST TRY TO FORGET IT!


I'LL BURN MY NOTES! NO ONE ELSE MUST EVER REPEAT MY EXPERIMENTS!
BUT NOW, WHAT PRICE MUST I PAY FOR WHAT I'VE DONE... FOR THE TERRIBLE HAVOR I ALMOST WROUGHT?

YOU'VE BROKEN NO LAW! AND LUCKILY YOU WERE STOPPED BEFORE YOU COULD DO ANY HARM! I SUGGEST WE JUST KEEP THIS WHOLE AFFAIR A SECRET... AMONG THE THREE OF US!
BLESS YOU, SPIDER-MAN!
WE'LL NEVER FORGET YOU!

THE NEXT DAY...
STILL NO SIGN OF YOUR PHOTOGRAPHER, MR JAMESON! WANT US TO SEND OUT AN ALL-STATE ALARM?
ALL I KNOW IS I'M PAYING A FORTUNE IN HOTEL BILLS AND NOT GETTING WHAT I CAME FOR!

SAY, ISN'T THAT PETER PARKER? FITS THE DESCRIPTION YOU GAVE US!
HI, MR. JAMESON! I'VE BEEN LOOKIN' FOR YOU!
YOU'VE BEEN LOOKING FOR ME??! WHY, YOU BRAINLESS, INCOMPETENT...

HOLD IT! DON'T SAY ANYTHING YOU'LL REGRET! JUST LOOK AT THESE PIX OF THE LIZARD! THINK HOW GREAT THEY'D LOOK IN YOUR PAPER!
THE LIZARD!??

HOW DID YOU EVER GET THESE PICTURES?
I, EH, BOUGHT THEM FROM AN OLD INDIAN GUIDE I MET, AT THE EDGE OF THE EVERGLADES!

WELL, YOU WASTED YOUR MONEY! CAN'T YOU EVEN TELL A FAKE PHOTO WHEN YOU SEE ONE??!
WAIT! STOP! DON'T TEAR THEM!

YOU FOOL! THERE IS NO LIZARD! THE WHOLE THING MUST HAVE BEEN SOME SORT OF PUBLICITY STUNT! BUT WHERE IS SPIDER-MAN?? WHY DIDN'T YOU GET SOME PICTURES OF HIM?!!

YOU AND YOUR BIG TALK! YOU PROMISED ME SENSATIONAL PHOTOS... AND ALL YOU BRING ME IS A BATCH OF **WORTHLESS FAKES!** YOU'VE WASTED **ENOUGH** OF MY TIME! GET PACKED! WE'RE RETURNING TO NEW YORK!

BUT...

OKAY, I'LL PACK!

WHAT ABOUT THE **MONEY** YOU PROMISED ME, MR JAMESON?

FOR **WHAT??!** THE WAY **I** FIGURE IT, **YOU** OWE **ME** FOR YOUR PLANE FARE DOWN HERE AND HALF OF THE HOTEL BILL!

FINALLY, A WEARY PETER PARKER REACHES HIS HOME...

GEE, IT'S GOOD TO BE BACK, AUNT MAY!

NOW DON'T GET TOO COMFORTABLE, PETER! I HAVE A LOT OF **CHORES** FOR YOU TO DO AFTER YOUR NICE REST IN FLORIDA!

REST?!! BUT... OH, OKAY, AUNT MAY! JUST LET ME CALL **BETTY** FIRST, AND SEE IF SHE'LL DATE ME TOMORROW! OH... I FORGOT! SHE'S WORKING LATE FOR MR. JAMESON! WELL, THEN I'LL TRY LIZ ALLEN!

HI, LIZ! THIS IS **PETER!** HOW ABOUT TOMORROW NIGHT?

PETER PARKER! I'LL TELL **YOU** WHAT I TOLD FLASH THOMPSON! I'LL THANK YOU **NOT** TO CALL AND TIE UP MY PHONE! I'M WAITING FOR A CALL FROM **SPIDER-MAN!** AFTER HIM RESCUING ME THE OTHER DAY, AND CALLING ME "BLUE EYES", I'M **SURE** HE'LL CALL!

AND I DON'T WANT THE LINE TO BE BUSY WHEN MY **DREAM MAN** PHONES!!

OH NO!! SHE THINKS **SPIDER-MAN** HAS A CRUSH ON HER! SO SHE WON'T WASTE TIME DATING PLAIN, ORDINARY PETER FROM DULLVILLE!

ONLY A GUY WITH **MY** NUTTY LUCK COULD END UP BEING HIS **OWN** COMPETITION!

SLAM!

AND, AT THE OFFICE OF J. JONAH JAMESON, SPIDER-MAN IS ALSO VERY MUCH THE TOPIC OF CONVERSATION...

YOU MEAN HE SENT IT THRU THE **MAIL,** MISS BRANT?

YES SIR! AFTER ALL, I GUESS **SPIDER-MAN** CAN MAIL A LETTER LIKE ANYONE **ELSE!**

IT SAYS: "ROSES ARE RED, VIOLETS ARE BLUE... I'M STILL AT LARGE, SO PHOOEY TO YOU!"

WELL, DON'T JUST **STAND** THERE! TEAR IT UP! **BURN IT!**

OHH! I'LL GET THAT MASKED MENACE IF IT'S THE LAST THING I DO!

EDITOR'S NOTE: **BIG NEWS!!** NEXT ISSUE WILL FEATURE THE SENSATIONAL RETURN OF ONE OF THE GREATEST VILLAINS OF ALL... THE ASTOUNDING **VULTURE!** RESERVE YOUR COPY AT YOUR DEALER'S NOW! SEE YOU SOON...

the END

SPIDER'S WEB

Dear Stan and Steve,

The truth is I've loved Spider-Man from the very beginning and sincerely hoped he would get his own magazine. Well, I decided to wait until the next issue to send in my verdict. Here is the newly discovered evidence: 1) Issue #3's artwork improved greatly; 2) Issue #3's color schemes were much better; 3) Issue #3's paneling improved. (I especially liked page 9.) Now that I have brought before the court the new evidence, I will give you some helpful (I hope) hints. Keep up the fabulous plots as in issue #3. Also, please keep your human interest gimmicks. Let's have more villains, and keep returning them. Your interesting sub-plots help, too. On the condition that these hints are fulfilled, the prosecuting attorney withdraws all charges and submits this verdict for consideration by the judge, your reader — The verdict is: Guilty — guilty of having the greatest comic magazine! The sentence is: Eternity — an eternity of success for Spider-Man. Case is closed.

Ken Dixon
674 Buttonwood Drive
Springfield, Del. Co., Pa.

The FANTASTIC FOUR is trying to appeal the verdict, we hear, but it's too late! Thanks for your unusual way of telling us you like us. (At least, that's what we HOPE you were saying.)

Dear Stan and Steve,

Just bought AMAZING SPIDER-MAN #3 this morning and I can't say I'm sorry! If you can keep up the good work, in a few years you ought to be able to publish it oftener than monthly. But Stan, old boy, you'll have to keep up the story quality! I wish you lots of luck, since you already must have to use a separate typewriter for each hand with all the work you do. (Looks like you get snowed under occasionally and have to use your feet, too — once in a while you do slip; then again, nobody's perfect.) Together, you and Steve have made SPIDER-MAN one of the few books I not only buy regularly, but also enjoy without a sense of disappointment at substandard stories or a closetful of cliches. Sincerest congratulations on your new feature, DR. STRANGE, in STRANGE TALES! If the first story is any indication, you've got another winner on your hands. This is really good!

Phil Castora
Burbank Hotel
Burbank, Calif.

We almost hoped not too many readers would notice DR. STRANGE, so that we could turn out the stories without too much effort. But, the reaction has been far more favorable than we expected, so it looks as though the ol' Master of Black Magic will be a regular feature, which means another headache for us! If you haven't seen him yet, treat yourself to a copy of the latest STRANGE TALES — but only after you've bought SPIDER-MAN, of course!

Dear Stan and Steve,

How do you do it? First, you came out with the F.F., then Ant-Man, Thor, and Iron Man, and now — the best of all — Spider-Man! What a rare character — he sure is neat. I love his origin, his aunt, and especially him. I liked his idea of joining up with the F.F. My one gripe is his costume. It may be snazzy, but he looks like a criminal in it. Please tell me, is he ever going to be at peace with the world?

John Black
37 Windsor Sq.
Penicuik, Midlothian
Scotland

Never mind YOUR questions! What WE wanna know is: how do you pronounce the name of that town you live in??

Dear Stan and Steve,

AMAZING SPIDER-MAN #3 topped the excellent #2. Although I like two stories in a comic rather than one long one, this story was great. At first, Doctor Octopus looked too crazy, but he turned out to be a great foe. Maybe he should return in a future issue. One of the high points of the story was his crushed spirit at being defeated, and his thoughts of quitting the hero business. It will be a long time before I forget those terrific action scenes on pages 15-19. They were really great. I enjoyed the Human Torch's appearance and I'm glad he didn't play too big a part in capturing Doctor Octopus. My reasons for saying this is since this is Spider-Man's comic, he should have most of the action to himself. I don't agree that Spider-Man should have a secret partner. He wouldn't be the same with one. I like Spider-Man's new sign. The way he flashes it on walls and such gives the story more color (as if you needed it!). I agree that Spider-Man should be published monthly. He is very deserving of it. Finally, the pin-up page was excellent, and it was very skillfully drawn.

Dave Bibby
40 Hillside Ave.
Verona, N. J.

Don't worry, Davey boy — good villains are hard to come by, and when we succeed in creating a few, you can be sure we'll bring them back whenever possible! So don't be surprised if you see Doc Ock (as we call him, here in the bull-pen) coming back for more maypole dances in future ishes.

Dear Stan and Steve,

I guess it'll seem kind of funny hearing from the mother of some of your fans, but I'd like to say that I enjoy your comic SPIDER-MAN. I'm not one to interfere in the hopes of others, but I noticed in your fan mail that they are already searching for a secret pal for Spider-Man or trying to push him into the Fantastic Four. He does a mighty fine job alone! Come on, you kids, why not let Spider-Man live his role alone like Richard Diamond?? Don't mess up two mighty fine comics just because Spider-Man goes it alone, huh? I have four daughters who are fans, also. They say they like Spider-Man just as he is . . . only thing they'd like to see is his clobbering Flash, the boy who is always blabbing at him.

Ruth Green
115 Oak Drive
Central Point, Oregon

We're very pleased to announce that we have received many letters from parents, such as Mrs. Green, all with kind words for SPIDER-MAN! As

CONTINUED

for S-M getting any secret partners, the mail so far has been heavily AGAINST the idea, so we have no plans to introduce any secret pards just yet. (Although we like to spring surprises on you from time to time — such as changing ANT-MAN into GIANT-MAN unexpectedly, in TALES TO ASTONISH #49.)

Dear Stan and Steve,

I find your comic simply perfect! Wait a cotton-picking minute now, and let me finish — I don't mean your stories are all perfect — I mean your style is perfect. First of all, I like the idea of your letter column being at the end of the story, hot in the middle. I like the idea of Spider-Man being a teenager and not a full grown man. I like the idea of his costume being completely different with not one thing being a take-off from some other hero. Last, but not least, I like his personal style which is his alone. I very seldom write to a comic but I couldn't resist this letter because of all the perfectly original ideas you have come up with.

Ralph Gershovich
3200 N.W. 169th Terr.
Miami, Fla.

Never mind the soft soap! What do you MEAN our stories aren't all perfect?? For 12¢ do you expect HEMINGWAY?!! (Irving Hemingway, our next door neighbor!)

Dear Stan and Steve,

Please have the Vulture return occasionally to plague Spider-Man. I like the idea of Spider-Man, who can't fly, fighting the Vulture who can. Please don't have Spider-Man win so easily against normal crooks. Please have Dr. Octopus return again, too, and please have SPIDER-MAN monthly. Please tell me why someone hasn't noticed his super-muscles while he is Peter Parker — doesn't his school have Physical Education??

Alan Oberle
760 Oakway Place
Glendale 22, Mo.

Pete's muscles aren't the bulging kind, Alan. Even in Physical Education (known as P.T. in the N.Y. area, for Physical Training) he just looks like a well-built slim teen-ager. Of course, if one should FEEL his muscles, that would be another story!

Dear Stan and Steve,

I just bought SPIDER-MAN #3 and it was great. I'm surprised with each issue that Steve Ditko does such wonderful art. I was happy to see that Steve signed the cover of SPIDER-MAN #2 and #3. I'd like to see this carried over to other MARVEL COMICS. When Joe Sinnptt draws a story for JOURNEY INTO MYSTERY I'm not sure if he or Jack Kirby drew the cover. The same is true of TALES OF SUSPENSE. I think that Jack drew the covers, even if Don Heck drew some of the stories, but I could be wrong. If each artist would sign his covers, all we fans would be sure of the artist. Here are a few other items I would like to comment on: don't give Spider-Man a secret partner, let Dick Ayres do more art in STRANGE TALES, and let Prince Namor team up with Spider-Man in a full length adventure. Next to Dr. Doom, Dr. Octopus is in second place as far as villains go — the reason is his having such different powers — and in third place is the Vulture. What I'd like to see is the F.F. battling Dr. Octopus and the Vulture together. I bet the Thing would have his hands full trying to hold Dr. Octopus. This would give Spider-Man a chance to get a crack at Dr. Doom. The Torch should be added and make it a book length adventure. I'd also like to see Spider-Man guest star with the Torch in STRANGE TALES, and have Dick Ayres do the art for both. Since both Spider-Man and the Torch are teenagers, they should be featured together every once in a while. They would make a great team! Thanks for letting me bend your ear.

Gerry Johnson
30A Bayview Place
Superior, Wisc.

BEND it? You practically BROKE it! The reason we don't usually have artists sign the covers, Gerry, is that they often represent the work of MANY men. One might do the rough layout — another the pencilling — then, we might decide to change a figure or two and still another artist might make the correction — ditto for the inking. However, when one man does the whole thing as Steve did on the covers you mentioned, he usually DOES affix his signature! There! That ought to pretty well confuse everybody!

Dear Stan and Steve,

PHOOEY! With complaints, that is. I hate all those know-it-all and I-want-to-make-a-comment readers. In the first SPIDER'S WEB there were only two letters I completely agreed with and these were the ones written by Jerome Haro and Bill Ryan. Bill's letter wasn't "suggestions," as he put it, but praises telling you to keep up the good work. Fred Bronson and his "normal superhero." Bah! It clearly states in the first issue that "there's never been a hero like Spider-Man!" Frank Glen can take that "full of pity" letter and stand in the corner. Let Spider-Man stay as he is. Phil Leibfred should learn that a hero like S-M will live on the pages of a comic book as long as someone is there to draw him. Your plots are terrific, so go tell Buddy Saunders to soak his head. Secret partner, be hanged . . . the only partner Spider-Man could have is Ant-Man. You can also tell any "middle of the road" readers to take a long walk off a short pier. Your book is the greatest. Keep up the good work!

Paul McDonough
5 Cherry St.
Hartford 6, Conn.

We appreciate your praise, Paul, but in all honesty, we like the letters of complaint, too. Many times the complaints of our readers are well-founded, as our steady fans know, we have made many changes over the past months based on readers' comments — and will continue to do so in the future. Our one job — our ONLY job — is to please YOU, the wonderful, loyal fans who make our mags possible.

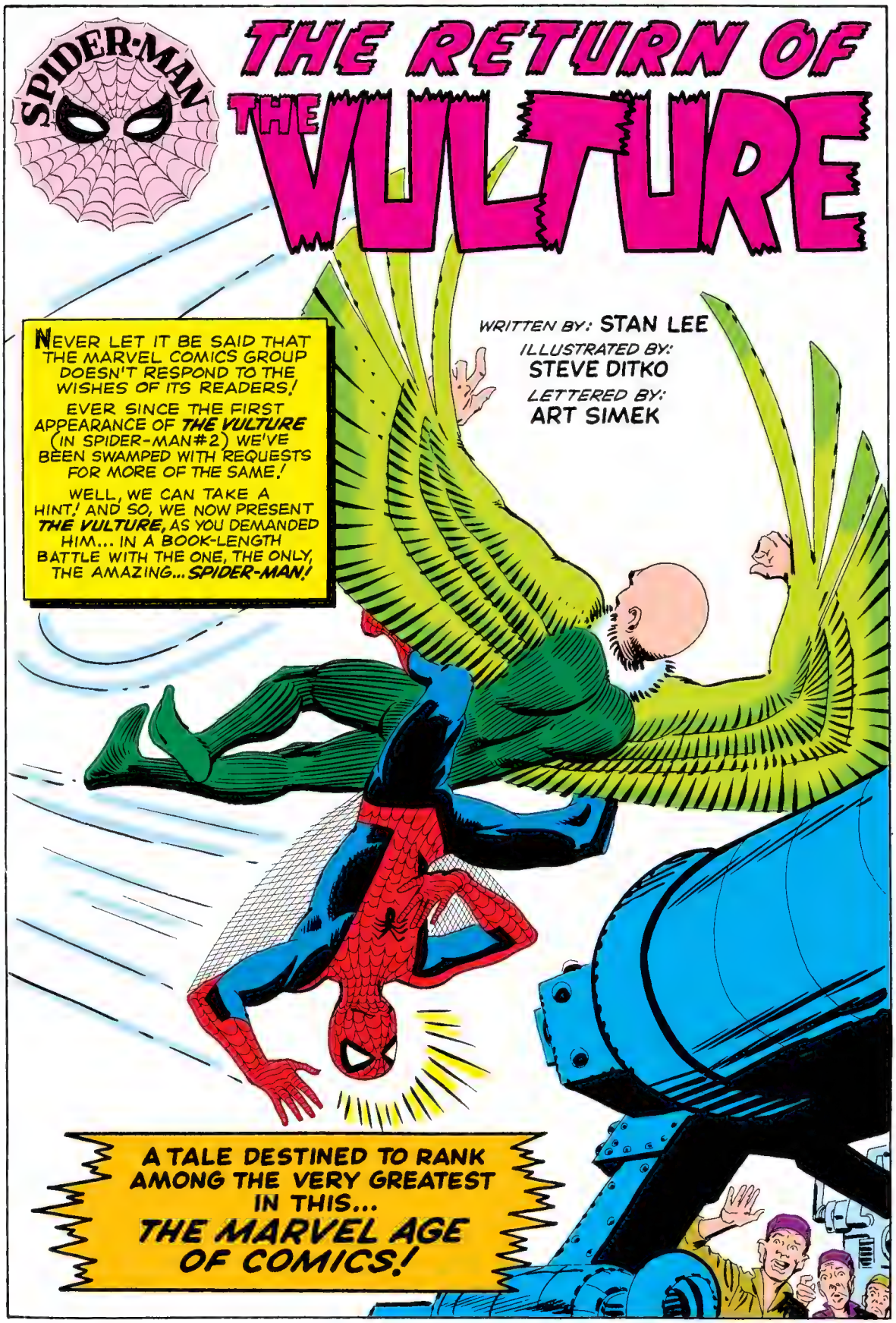
SPECIAL ANNOUNCEMENTS SECTION:

- A personal message to our readers, from Stan and Steve: We've been in the business of creating comics for many years. During that time we've had quite a few hits (and our share of duds, too!) But no successful mag has ever given us the pleasure, or the THRILL, which we get from seeing how you, the magazine readers, have made SPIDER-MAN the success story of '63! Just as he seems to appeal to YOU, he appeals to US the same way! We really ENJOY writing and drawing his adventures, and we want to repeat that your letters mean a lot to us — we read every single one — and we feel that a great deal of Peter Parker's growing fame is due to your intelligent suggestions and sincere criticism. So, from the bottom of our hearts to the tips of our ink-stained fingers — many many heartfelt thanks to you, from Stan and Steve!

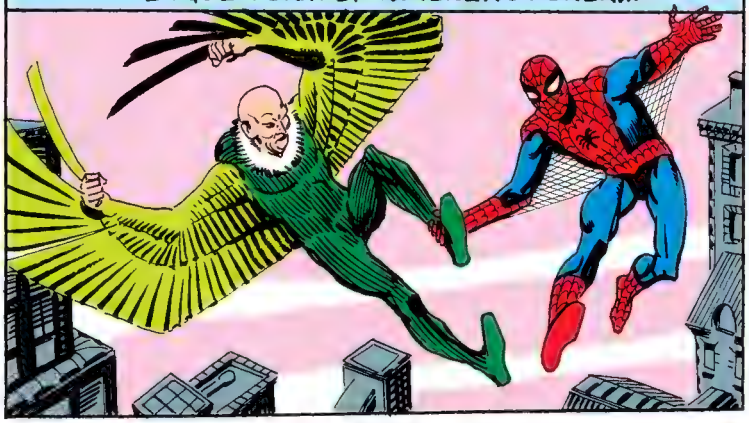
- By now, you have probably seen S-M's appearance in STRANGE TALES ANNUAL #2, and FANTASTIC FOUR ANNUAL #1. If you haven't, we suggest you try to find a copy. (Not as easy as it sounds — they're already sold out in some areas.) We're anxious to hear how you like his guest appearances in other mags, and if you'd like to see more of the same.

- • Well, let's all put away our little webs and resume our normal identities again, until we meet here next ish for more of SPIDER-MAN'S own brand of super-excitement!

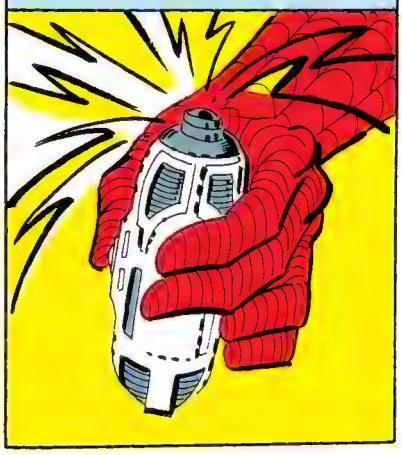
the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
7 DEC.
A MARVEL SUPER-SPECTACULAR:
"the VULTURE'S RETURN!"
THE VULTURE LOOKS TOO SURE OF HIMSELF! HE MUST HAVE A FOOL-PROOF PLAN TO DEFEAT ME! BUT--WHAT CAN IT BE?
HERE IS SPIDER-MAN AS YOU LIKE HIM... FIGHTING! JOKING! DARING! CHALLENGING THE MOST DANGEROUS FOE OF ALL, IN THIS-- THE MARVEL AGE OF COMICS!


SPIDER-MAN
THE RETURN OF THE VULTURE
WRITTEN BY: STAN LEE
ILLUSTRATED BY: STEVE DITKO
LETTERED BY: ART SIMEK
NEVER LET IT BE SAID THAT THE MARVEL COMICS GROUP DOESN'T RESPOND TO THE WISHES OF ITS READERS!
EVER SINCE THE FIRST APPEARANCE OF THE VULTURE (IN SPIDER-MAN#2) WE'VE BEEN SWAMPED WITH REQUESTS FOR MORE OF THE SAME!
WELL, WE CAN TAKE A HINT! AND SO, WE NOW PRESENT THE VULTURE, AS YOU DEMANDED HIM... IN A BOOK-LENGTH BATTLE WITH THE ONE, THE ONLY, THE AMAZING... SPIDER-MAN!
A TALE DESTINED TO RANK AMONG THE VERY GREATEST IN THIS... THE MARVEL AGE OF COMICS!

FOR THOSE OF YOU WHO MISSED **SPIDER-MAN #2,** IT CONCERNED HIS SPECTACULAR BATTLE WITH ONE OF THE MOST DANGEROUS VILLAINS OF ALL TIME... THE AWESOME FLYING **VULTURE!** NO MAN KNEW THE SECRET BEHIND THE VULTURE'S ABILITY TO FLY... UNTIL SPIDER-MAN DEDUCED THAT HIS WINGS WERE OPERATED BY A UNIQUE FORM OF **MAGNETIC POWER...**

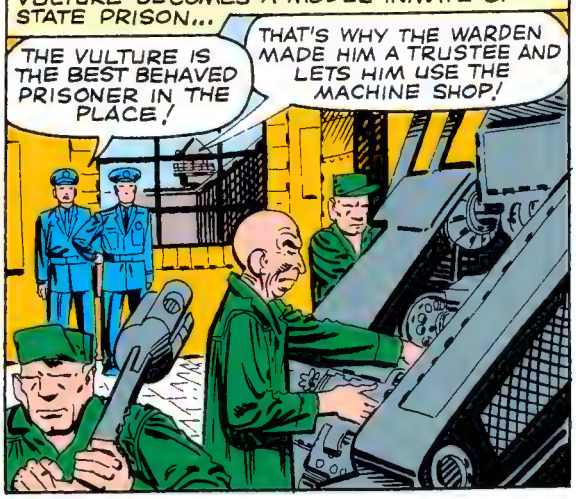


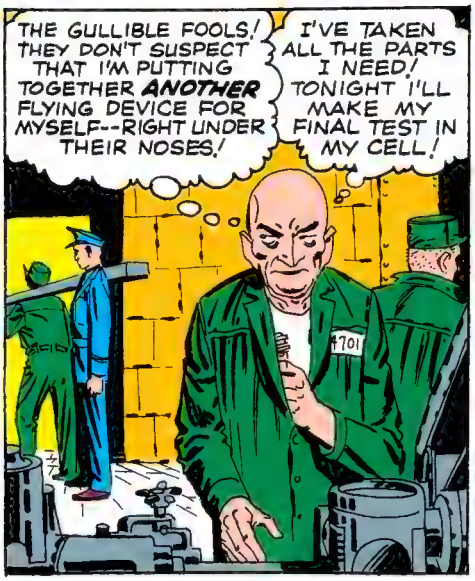
...AND SO, SPIDER-MAN CREATED A POWERFUL **ANTI-MAGNETIC INVERTER** WHICH HE USED AGAINST THE VULTURE IN THEIR FINAL BATTLE...

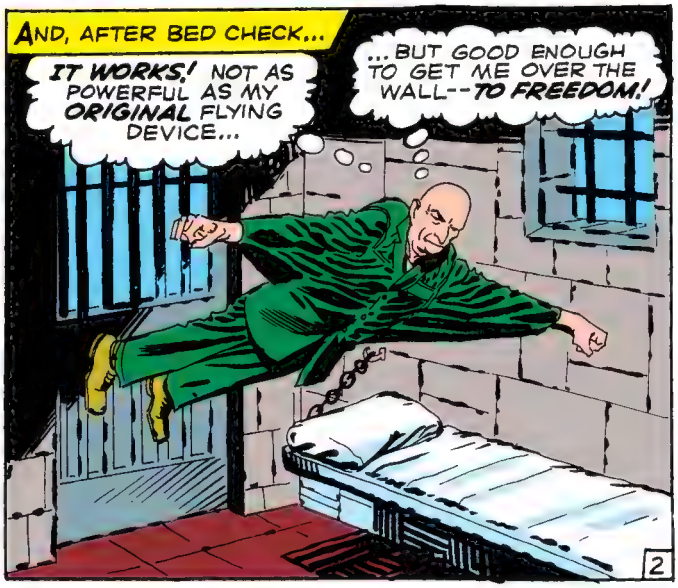


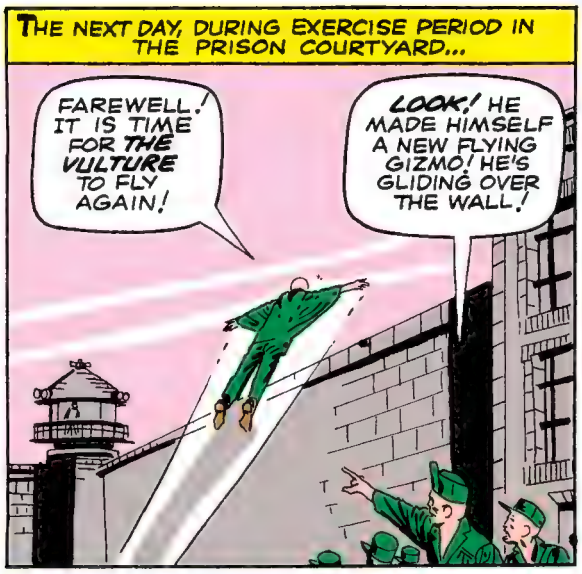
WITH HIS MAGNETIC POWER NULLIFIED, DUE TO **SPIDER-MAN'S** INVERTER, THE VULTURE WAS FORCED TO SPIRAL TO THE GROUND, INTO THE WAITING ARMS OF THE POLICE! AND SO ENDED THAT EPIC BATTLE!

FOR MONTHS IT SEEMS THAT SPIDER-MAN'S PREDICTION IS CORRECT, AS THE IMPRISONED VULTURE BECOMES A MODEL INMATE OF STATE PRISON...

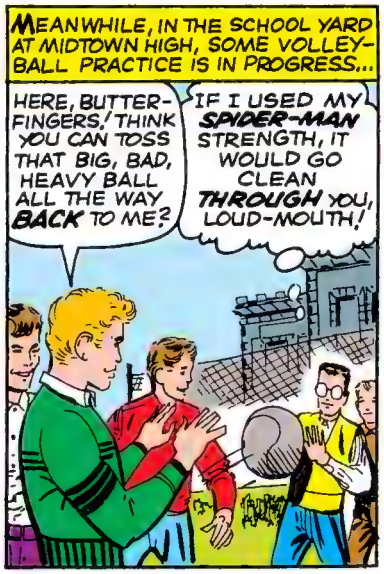


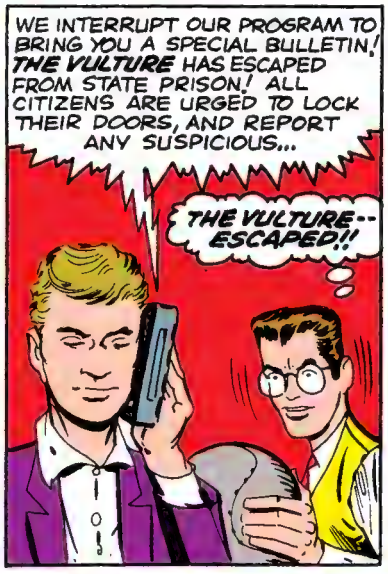




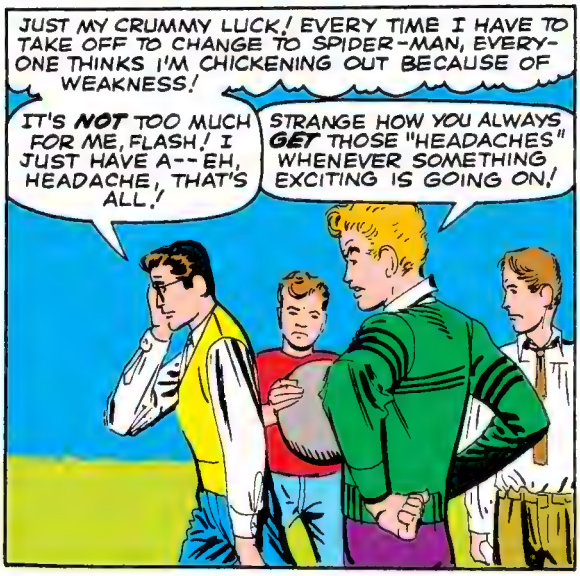

THE NEXT DAY, DURING EXERCISE PERIOD IN THE PRISON COURTYARD...
FAREWELL! IT IS TIME FOR THE VULTURE TO FLY AGAIN!
LOOK! HE MADE HIMSELF A NEW FLYING GIZMO! HE'S GLIDING OVER THE WALL!

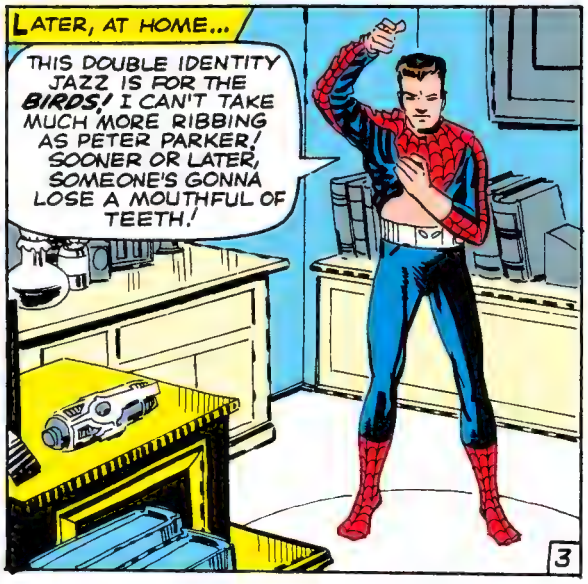
HOW EASY IT WAS! BY THE TIME THE GUARDS CAN ORGANIZE A SEARCH PARTY, I'LL BE SAFELY HIDDEN, MILES AWAY!
AND, WHEN NEXT I APPEAR, I'LL HAVE A NEW SET OF WINGS... FAR MORE POWERFUL THAN BEFORE!


MEANWHILE, IN THE SCHOOL YARD AT MIDTOWN HIGH, SOME VOLLEY-BALL PRACTICE IS IN PROGRESS...
HERE, BUTTER-FINGERS! THINK YOU CAN TOSS THAT BIG, BAD, HEAVY BALL ALL THE WAY BACK TO ME?
IF I USED MY SPIDER-MAN STRENGTH, IT WOULD GO CLEAN THROUGH YOU, LOUD-MOUTH!


WE INTERRUPT OUR PROGRAM TO BRING YOU A SPECIAL BULLETIN! THE VULTURE HAS ESCAPED FROM STATE PRISON! ALL CITIZENS ARE URGED TO LOCK THEIR DOORS, AND REPORT ANY SUSPICIOUS...
THE VULTURE-- ESCAPED!!

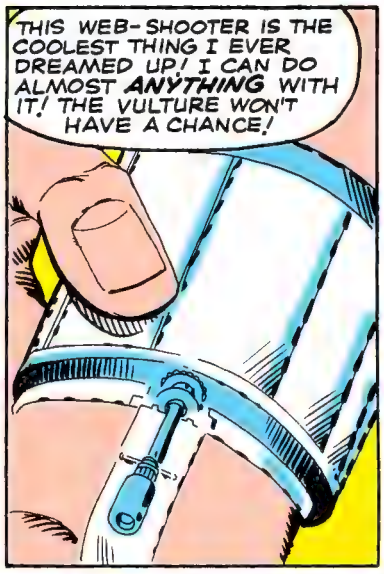
SPIDER-MAN IS THE ONE BEST SUITED TO CATCH HIM! I'VE GOT TO GET OUT OF HERE--FAST!
I--I DON'T FEEL VERY WELL! I'LL ASK COACH SMITH IF I MAY BE EXCUSED!
WE MIGHT HAVE KNOWN! A FAST GAME OF VOLLEY-BALL IS TOO MUCH FOR POOR PUNY PARKER!

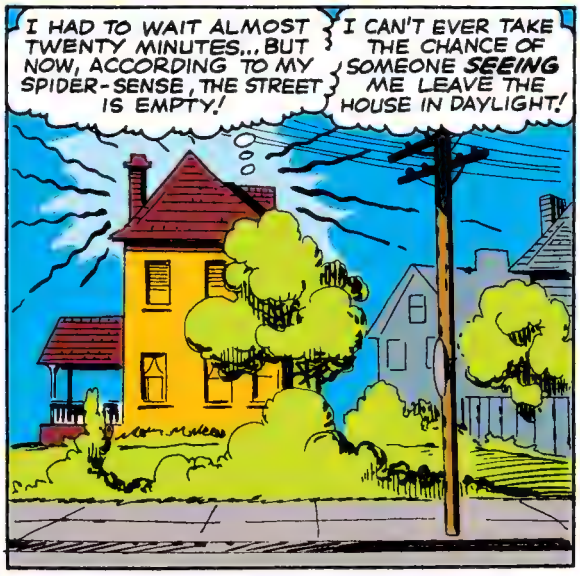

JUST MY CRUMMY LUCK! EVERY TIME I HAVE TO TAKE OFF TO CHANGE TO SPIDER-MAN, EVERY-ONE THINKS I'M CHICKENING OUT BECAUSE OF WEAKNESS!
IT'S NOT TOO MUCH FOR ME, FLASH! I JUST HAVE A--EH, HEADACHE, THAT'S ALL!
STRANGE HOW YOU ALWAYS GET THOSE "HEADACHES" WHENEVER SOMETHING EXCITING IS GOING ON!

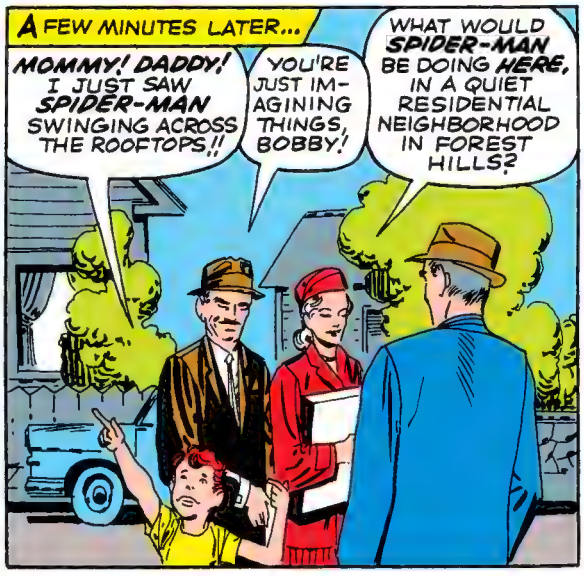

LATER, AT HOME...
THIS DOUBLE IDENTITY JAZZ IS FOR THE BIRDS! I CAN'T TAKE MUCH MORE RIBBING AS PETER PARKER! SOONER OR LATER, SOMEONE'S GONNA LOSE A MOUTHFUL OF TEETH!

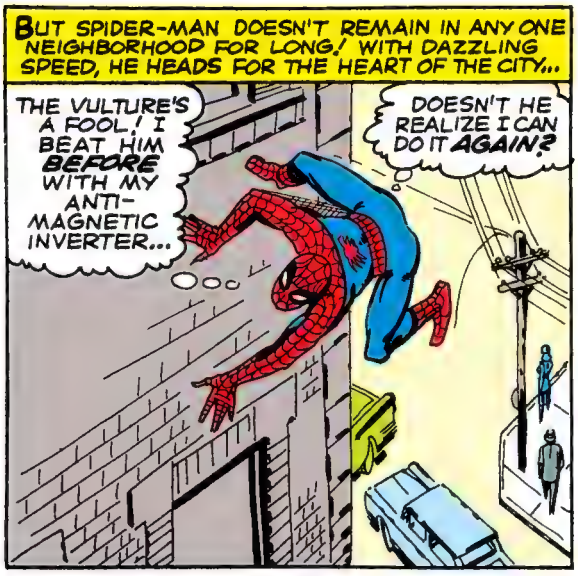
LET'S SEE... I'D BETTER CHECK ALL MY EQUIPMENT! I'VE GOT MY ANTI-MAGNETIC INVERTER WITH ME... AND MY WEB-SHOOTER IS POSITIONED AND READY FOR ACTION...
MY CAMERA IS IN ITS CASE, LOADED WITH FRESH FILM...

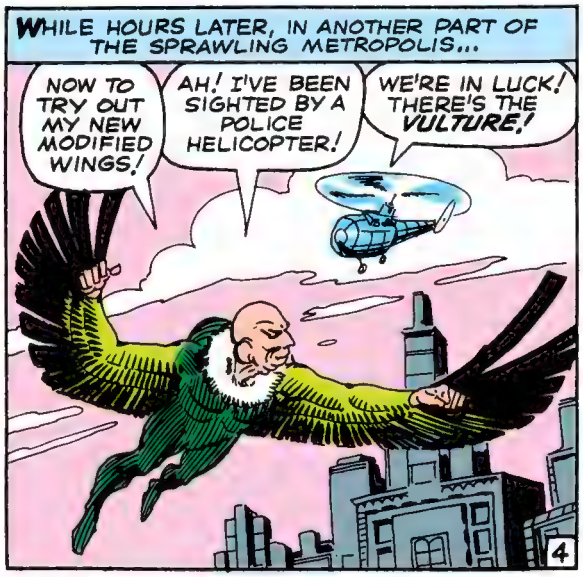
... I REFILLED MY WEB-FLUID CAPSULE--AND ALL DEVICES CHECK OUT... A-OKAY!

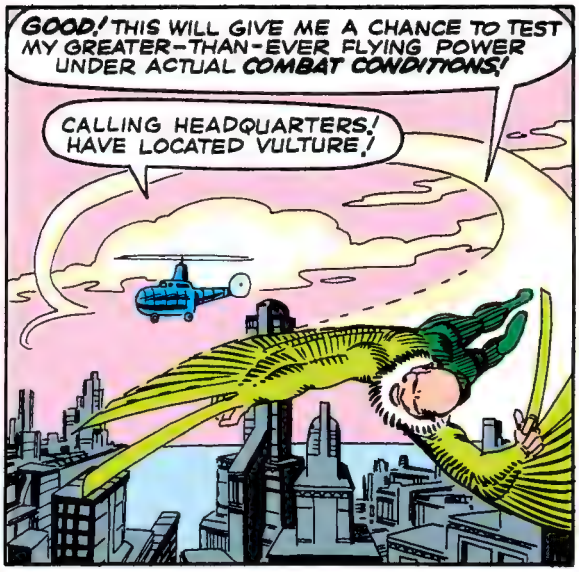

THIS WEB-SHOOTER IS THE COOLEST THING I EVER DREAMED UP! I CAN DO ALMOST ANYTHING WITH IT! THE VULTURE WON'T HAVE A CHANCE!

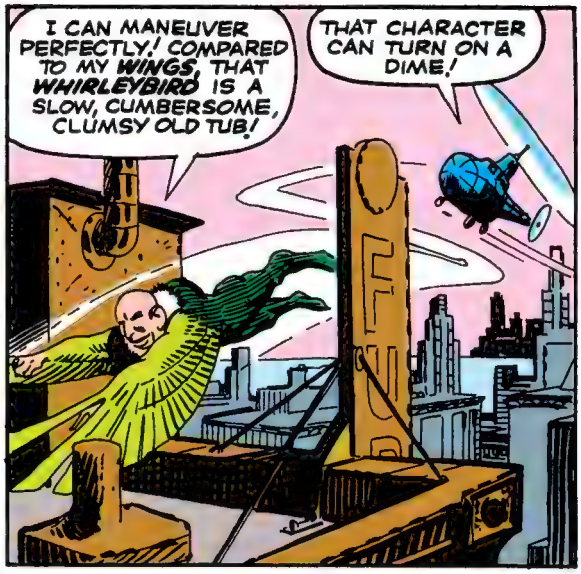

I HAD TO WAIT ALMOST TWENTY MINUTES... BUT NOW, ACCORDING TO MY SPIDER-SENSE, THE STREET IS EMPTY!
I CAN'T EVER TAKE THE CHANCE OF SOMEONE SEEING ME LEAVE THE HOUSE IN DAYLIGHT!

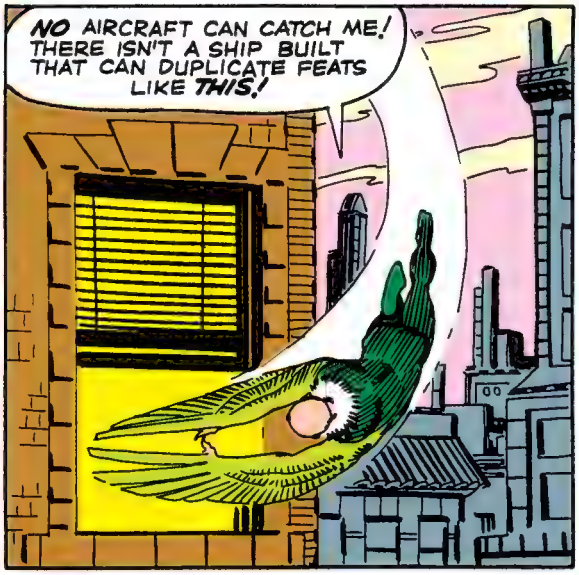

A FEW MINUTES LATER...
MOMMY! DADDY! I JUST SAW SPIDER-MAN SWINGING ACROSS THE ROOFTOPS!!
YOU'RE JUST IMAGINING THINGS, BOBBY!
WHAT WOULD SPIDER-MAN BE DOING HERE, IN A QUIET RESIDENTIAL NEIGHBORHOOD IN FOREST HILLS?


BUT SPIDER-MAN DOESN'T REMAIN IN ANY ONE NEIGHBORHOOD FOR LONG! WITH DAZZLING SPEED, HE HEADS FOR THE HEART OF THE CITY...
THE VULTURE'S A FOOL! I BEAT HIM BEFORE WITH MY ANTI-MAGNETIC INVERTER...
DOESN'T HE REALIZE I CAN DO IT AGAIN?

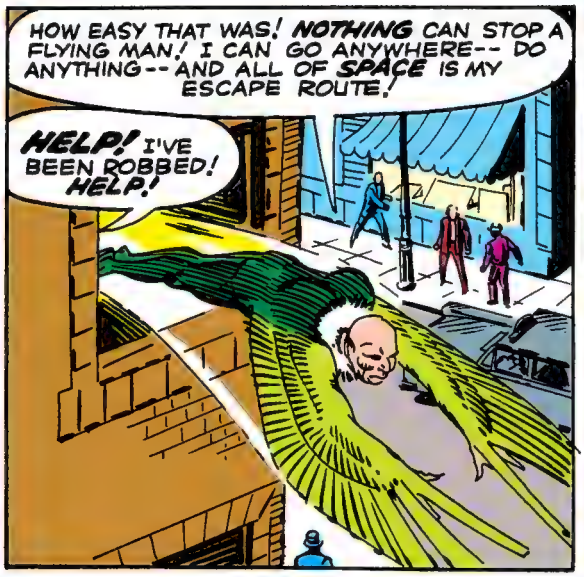

WHILE HOURS LATER, IN ANOTHER PART OF THE SPRAWLING METROPOLIS...
NOW TO TRY OUT MY NEW MODIFIED WINGS!
AH! I'VE BEEN SIGHTED BY A POLICE HELICOPTER!
WE'RE IN LUCK! THERE'S THE VULTURE!


GOOD! THIS WILL GIVE ME A CHANCE TO TEST MY GREATER-THAN-EVER FLYING POWER UNDER ACTUAL COMBAT CONDITIONS!
CALLING HEADQUARTERS! HAVE LOCATED VULTURE!


I CAN MANEUVER PERFECTLY! COMPARED TO MY WINGS, THAT WHIRLEYBIRD IS A SLOW, CUMBERSOME, CLUMSY OLD TUB!
THAT CHARACTER CAN TURN ON A DIME!

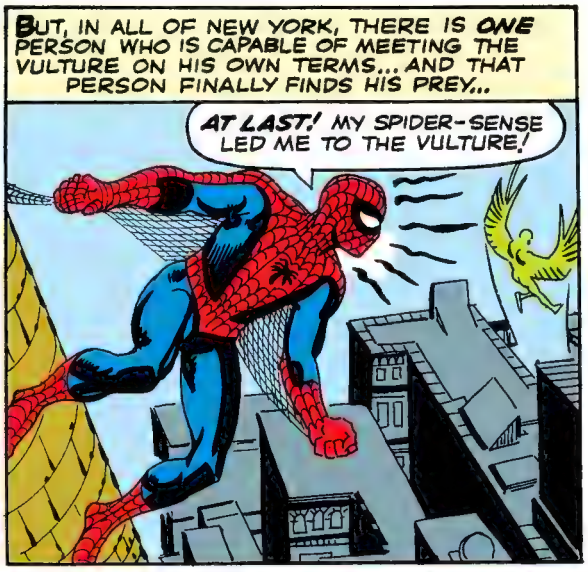

NO AIRCRAFT CAN CATCH ME! THERE ISN'T A SHIP BUILT THAT CAN DUPLICATE FEATS LIKE THIS!

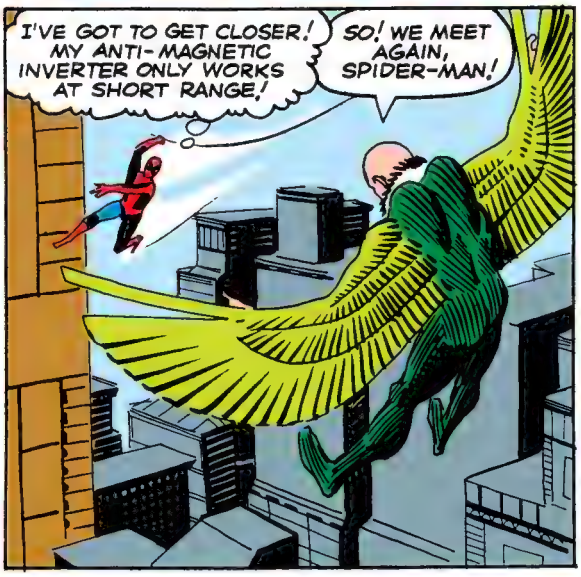
HMMM! A JEWELRY SHOWROOM! I MIGHT AS WELL PUT THIS VISIT TO SOME GOOD USE!
THE VULTURE! H-HOW DID YOU GET IN HERE?
THE SAME WAY I SHALL LEAVE... WITH YOUR MOST VALUABLE GEMS! JUST WATCH ME...


HOW EASY THAT WAS! NOTHING CAN STOP A FLYING MAN! I CAN GO ANYWHERE-- DO ANYTHING-- AND ALL OF SPACE IS MY ESCAPE ROUTE!
HELP! I'VE BEEN ROBBED! HELP!

IF I FLY LOW ENOUGH, I CANNOT BE TRACKED BY RADAR! THE POLICE WILL NEVER KNOW WHERE I SHALL STRIKE NEXT!
LOOK! IT'S THE VULTURE!
SOMEBODY DO SOMETHING!
LIKE WHAT?

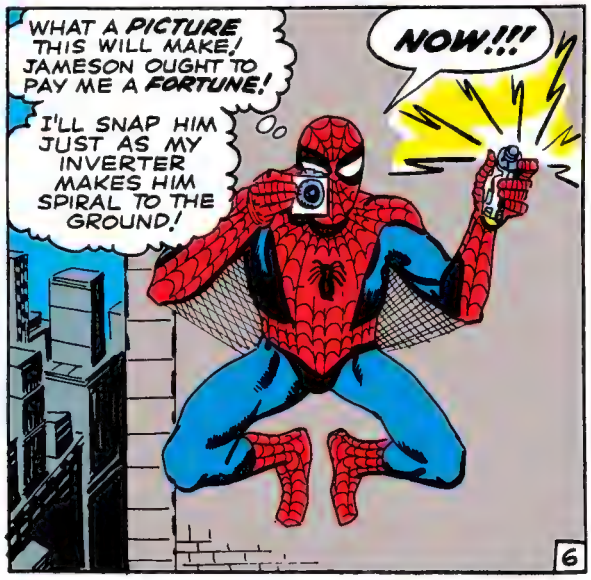
WE CAN'T RISK SHOOTING AT HIM! HE'S CLEVER ENOUGH TO FLY OVER THE CROWD! IF A BULLET SHOULD MISS HIM, IT MIGHT RICHOCHET AND HIT AN INNOCENT BYSTANDER!
THAT'S WHAT HE'S COUNTING ON! HE KNOWS WE WON'T FIRE SO LONG AS HE REMAINS IN THE HEART OF THE CITY!


BUT, IN ALL OF NEW YORK, THERE IS ONE PERSON WHO IS CAPABLE OF MEETING THE VULTURE ON HIS OWN TERMS... AND THAT PERSON FINALLY FINDS HIS PREY...
AT LAST! MY SPIDER-SENSE LED ME TO THE VULTURE!

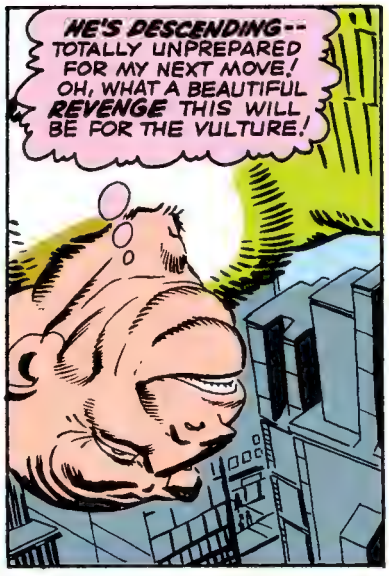

I'VE GOT TO GET CLOSER! MY ANTI-MAGNETIC INVERTER ONLY WORKS AT SHORT RANGE!
SO! WE MEET AGAIN, SPIDER-MAN!

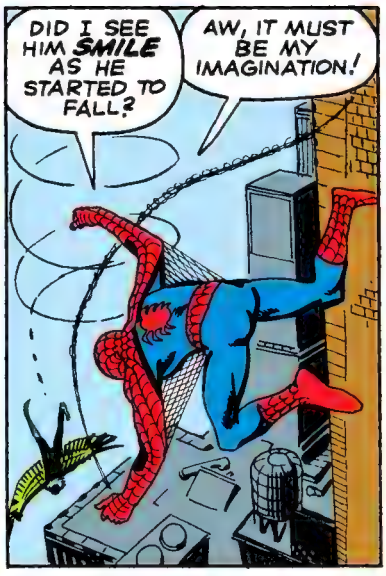
SPIDER-MAN DOESN'T SUSPECT THAT HIS ANTI-MAGNETIC DEVICE, WHICH DEFEATED ME BEFORE, WILL NOT WORK THIS TIME!
THEREFORE, HE WILL ALLOW ME TO GET CLOSE TO HIM... WHICH IS WHAT I WANT TO DO!

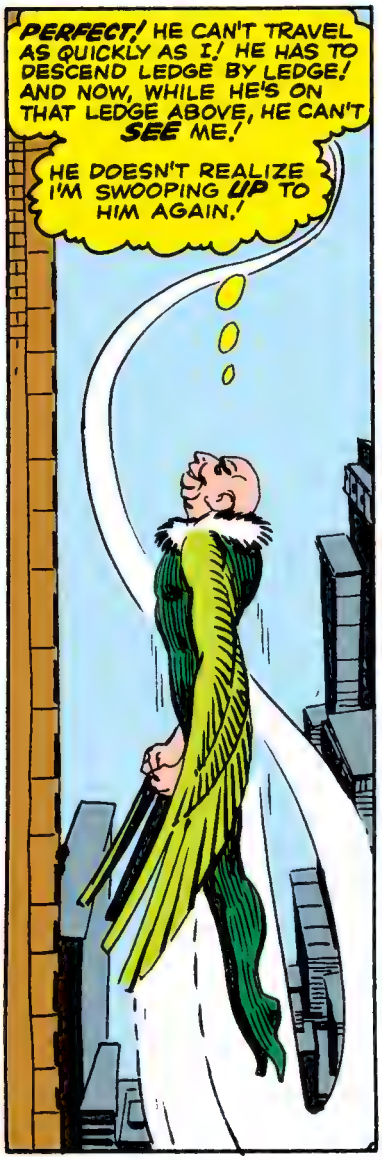
HE'S FLYING STRAIGHT TOWARDS ME! PERFECT!
THIS WILL BE OUR FINAL ENCOUNTER, YOU YOUNG FOOL!
I'M GLAD I BROUGHT MY CAMERA, TOO!

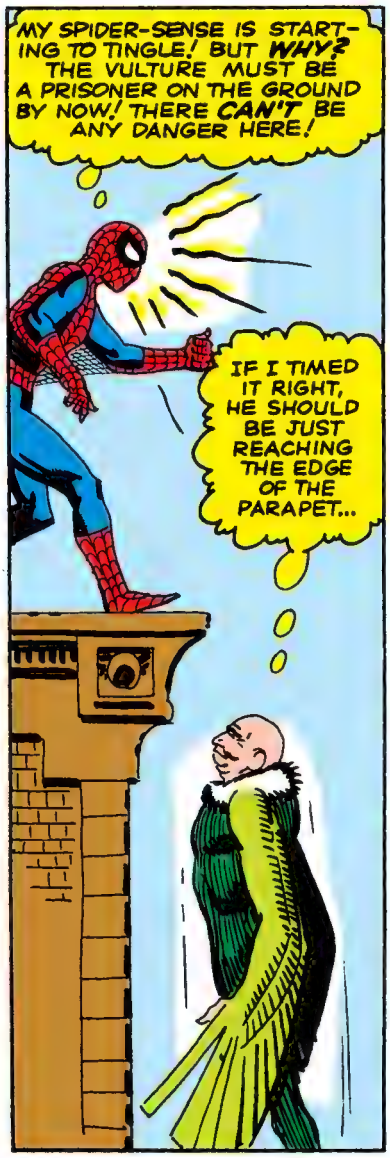

WHAT A PICTURE THIS WILL MAKE! JAMESON OUGHT TO PAY ME A FORTUNE!
NOW!!!
I'LL SNAP HIM JUST AS MY INVERTER MAKES HIM SPIRAL TO THE GROUND!

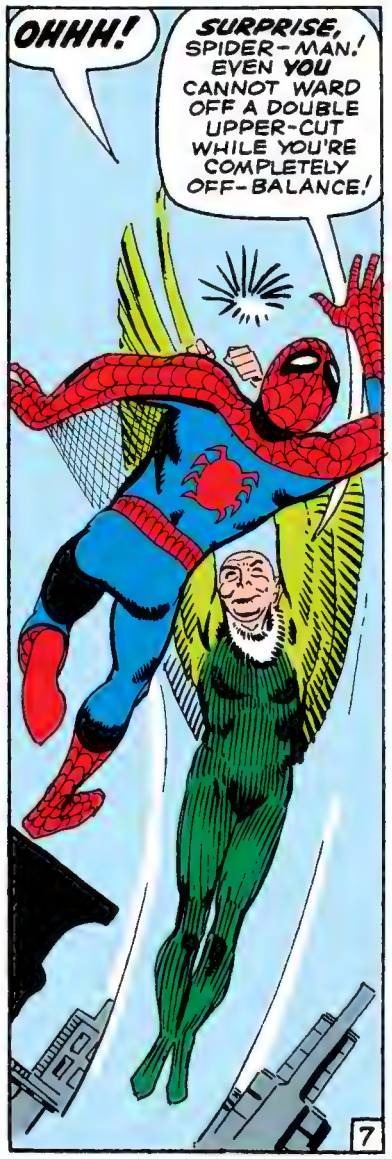
IT WORKED! I'M ALMOST DISAPPOINTED! IT WAS TOO EASY!
I'LL PRETEND TO BE FALLING! HE'S SURE TO FOLLOW ME DOWN!

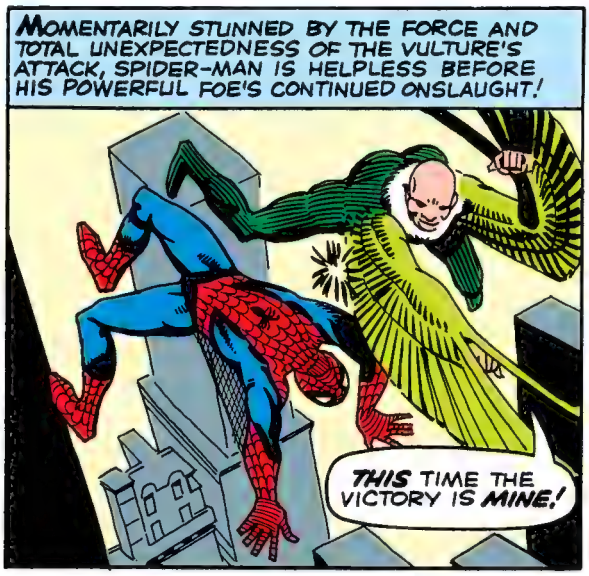

HE'S DESCENDING-- TOTALLY UNPREPARED FOR MY NEXT MOVE! OH, WHAT A BEAUTIFUL REVENGE THIS WILL BE FOR THE VULTURE!


DID I SEE HIM SMILE AS HE STARTED TO FALL?
AW, IT MUST BE MY IMAGINATION!

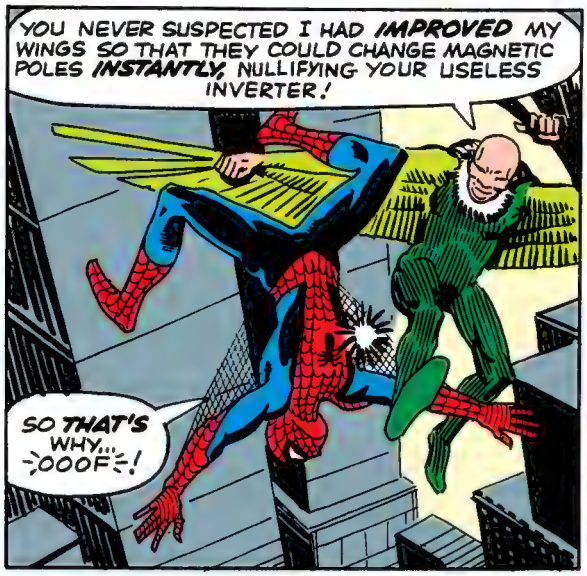

PERFECT! HE CAN'T TRAVEL AS QUICKLY AS I! HE HAS TO DESCEND LEDGE BY LEDGE! AND NOW, WHILE HE'S ON THAT LEDGE ABOVE, HE CAN'T SEE ME!
HE DOESN'T REALIZE I'M SWOOPING UP TO HIM AGAIN!


MY SPIDER-SENSE IS STARTING TO TINGLE! BUT WHY? THE VULTURE MUST BE A PRISONER ON THE GROUND BY NOW! THERE CAN'T BE ANY DANGER HERE!
IF I TIMED IT RIGHT, HE SHOULD BE JUST REACHING THE EDGE OF THE PARAPET...


OHHH!
SURPRISE, SPIDER-MAN! EVEN YOU CANNOT WARD OFF A DOUBLE UPPER-CUT WHILE YOU'RE COMPLETELY OFF-BALANCE!

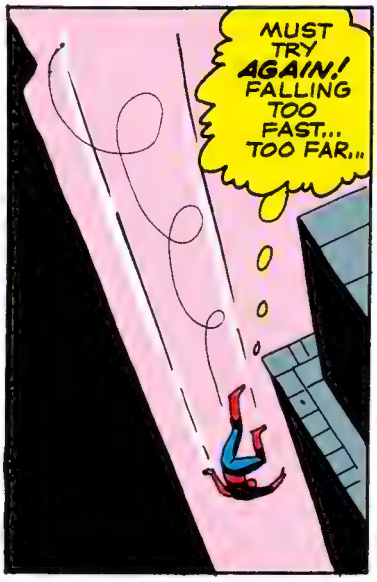

MOMENTARILY STUNNED BY THE FORCE AND TOTAL UNEXPECTEDNESS OF THE VULTURE'S ATTACK, SPIDER-MAN IS HELPLESS BEFORE HIS POWERFUL FOE'S CONTINUED ONSLAUGHT!
THIS TIME THE VICTORY IS MINE!

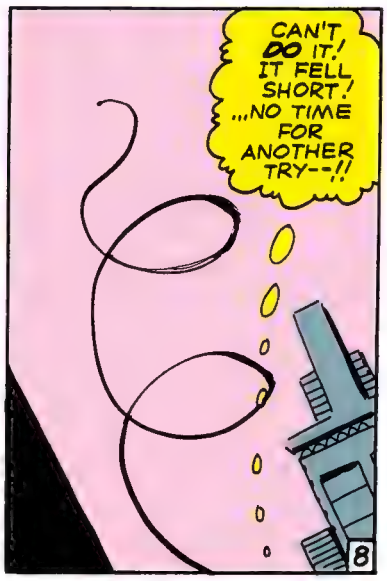
LOOK! UP THERE... ABOVE THE ROOFTOPS! IT'S THE VULTURE... BATTLING WITH SPIDER-MAN!
THANK HEAVEN SPIDER-MAN FOUND HIM! HE'S THE ONLY ONE WHO CAN DEFEAT THE VULTURE SINGLE-HANDED!
GUESS AGAIN, LADY! THE VULTURE IS CLOBBERING HIM!


YOU NEVER SUSPECTED I HAD IMPROVED MY WINGS SO THAT THEY COULD CHANGE MAGNETIC POLES INSTANTLY, NULLIFYING YOUR USELESS INVERTER!
SO THAT'S WHY... -OOOF-!

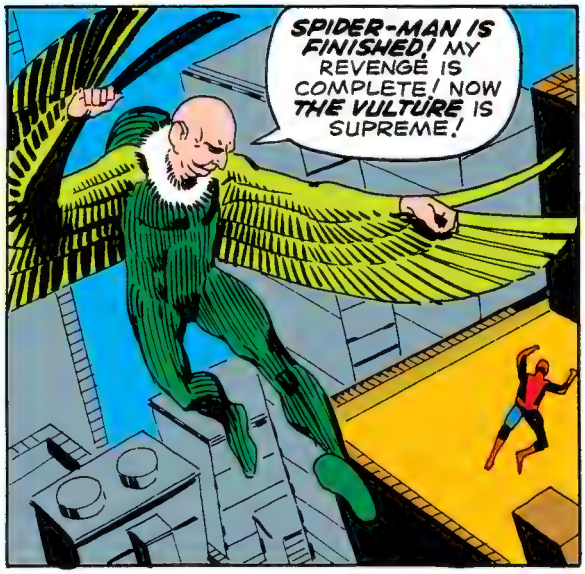
HAPPY LANDINGS, SPIDER-MAN!
GOT TO SHOOT MY MY WEB--FAST--CATCH ON TO BUILDING--BREAK MY FALL--

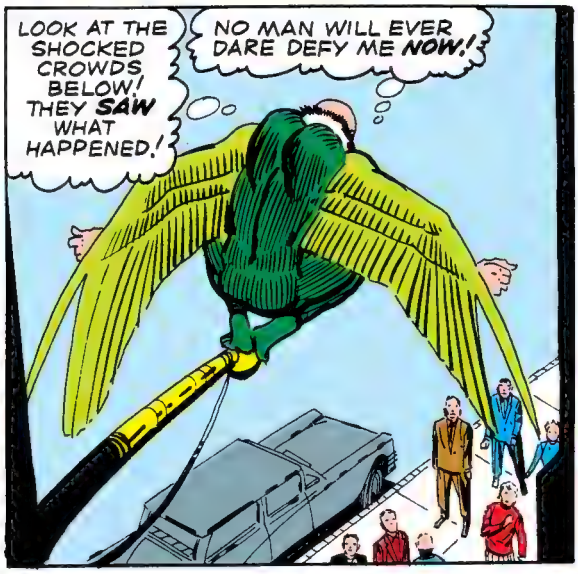
MISSED!!

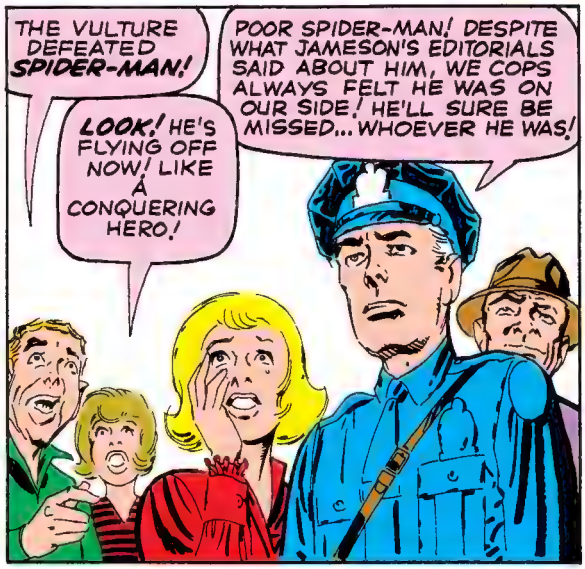

MUST TRY AGAIN! FALLING TOO FAST... TOO FAR...


CAN'T DO IT! IT FELL SHORT! ...NO TIME FOR ANOTHER TRY--!!

GOT TO SPIN AROUND IN AIR--TO SLOW MY RATE OF DESCENT! MUST BREAK FALL! WILL TAKE ALL MY SPIDER STRENGTH! SPIN... KEEP SPINNING--KEEP--OOOF--!!


SPIDER-MAN IS FINISHED! MY REVENGE IS COMPLETE! NOW THE VULTURE IS SUPREME!

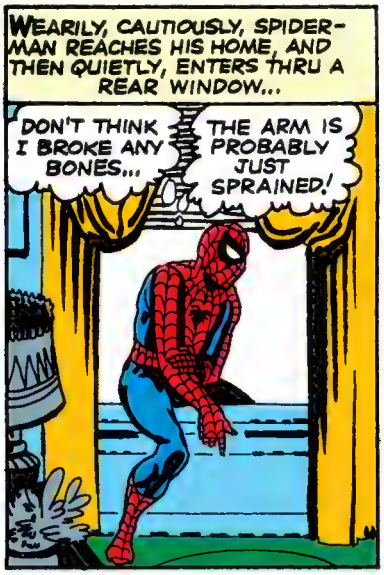

LOOK AT THE SHOCKED CROWDS BELOW! THEY SAW WHAT HAPPENED!
NO MAN WILL EVER DARE DEFY ME NOW!

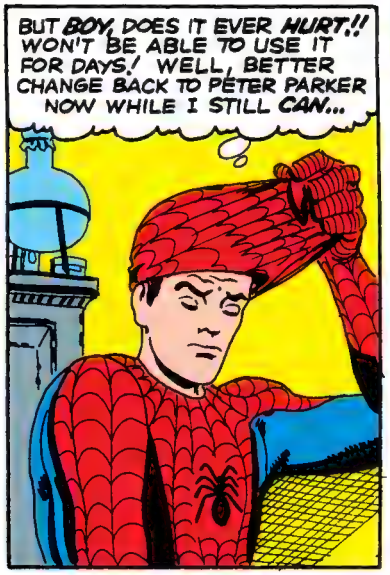

THE VULTURE DEFEATED SPIDER-MAN!
LOOK! HE'S FLYING OFF NOW! LIKE A CONQUERING HERO!
POOR SPIDER-MAN! DESPITE WHAT JAMESON'S EDITORIALS SAID ABOUT HIM, WE COPS ALWAYS FELT HE WAS ON OUR SIDE! HE'LL SURE BE MISSED... WHOEVER HE WAS!

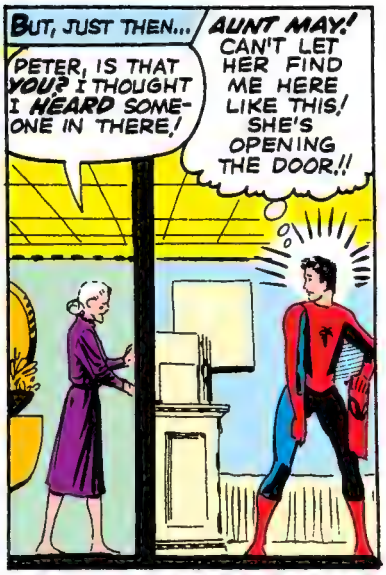
BUT, ALTHOUGH BADLY SHAKEN UP, THE COSTUMED TEEN-AGER IS STILL ALIVE... SAVED BY HIS AMAZING SPIDER STRENGTH!
GOT TO GET UP--CAN'T STAY HERE--CAN'T LET ANYONE DISCOVER ME--
LUCKY TO BE ALIVE! DIDN'T THINK I'D MAKE IT...

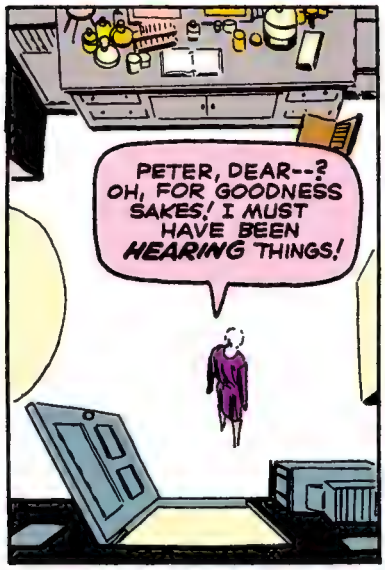
OHH! MY ARM! MUST HAVE LANDED ON IT!
FEELS LIKE IT'S BROKEN!

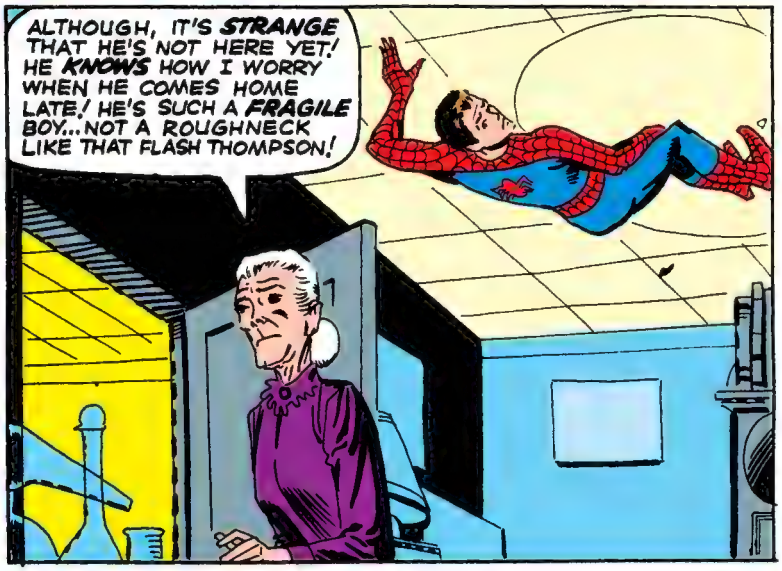
GUESS I CAN'T COMPLAIN! IT PROBABLY SAVED MY LIFE! IF I HADN'T BEEN ABLE TO SPIN AROUND... IF I HAD LANDED ON MY HEAD INSTEAD... ZOWEE!

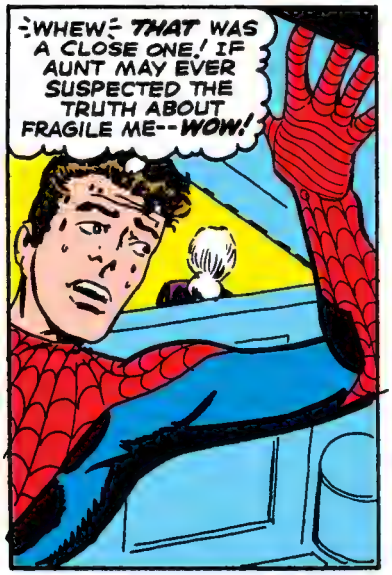

WEARILY, CAUTIOUSLY, SPIDER-MAN REACHES HIS HOME, AND THEN QUIETLY, ENTERS THRU A REAR WINDOW...
DON'T THINK I BROKE ANY BONES...
THE ARM IS PROBABLY JUST SPRAINED!

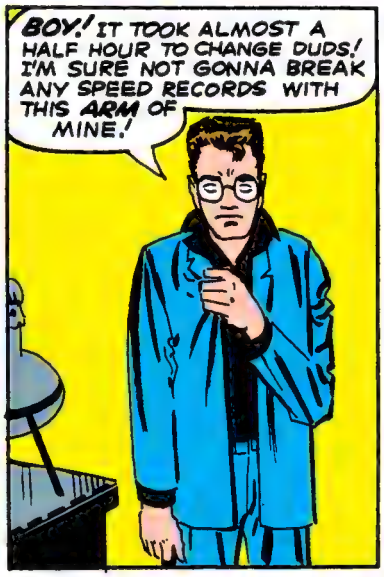

BUT BOY, DOES IT EVER HURT!! WON'T BE ABLE TO USE IT FOR DAYS! WELL, BETTER CHANGE BACK TO PETER PARKER NOW WHILE I STILL CAN...

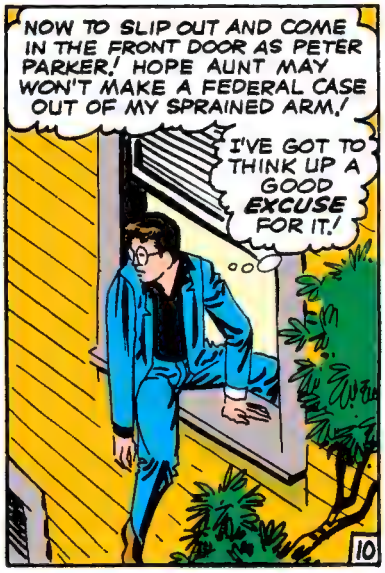

BUT, JUST THEN...
PETER, IS THAT YOU? I THOUGHT I HEARD SOMEONE IN THERE!
AUNT MAY! CAN'T LET HER FIND ME HERE LIKE THIS! SHE'S OPENING THE DOOR!!

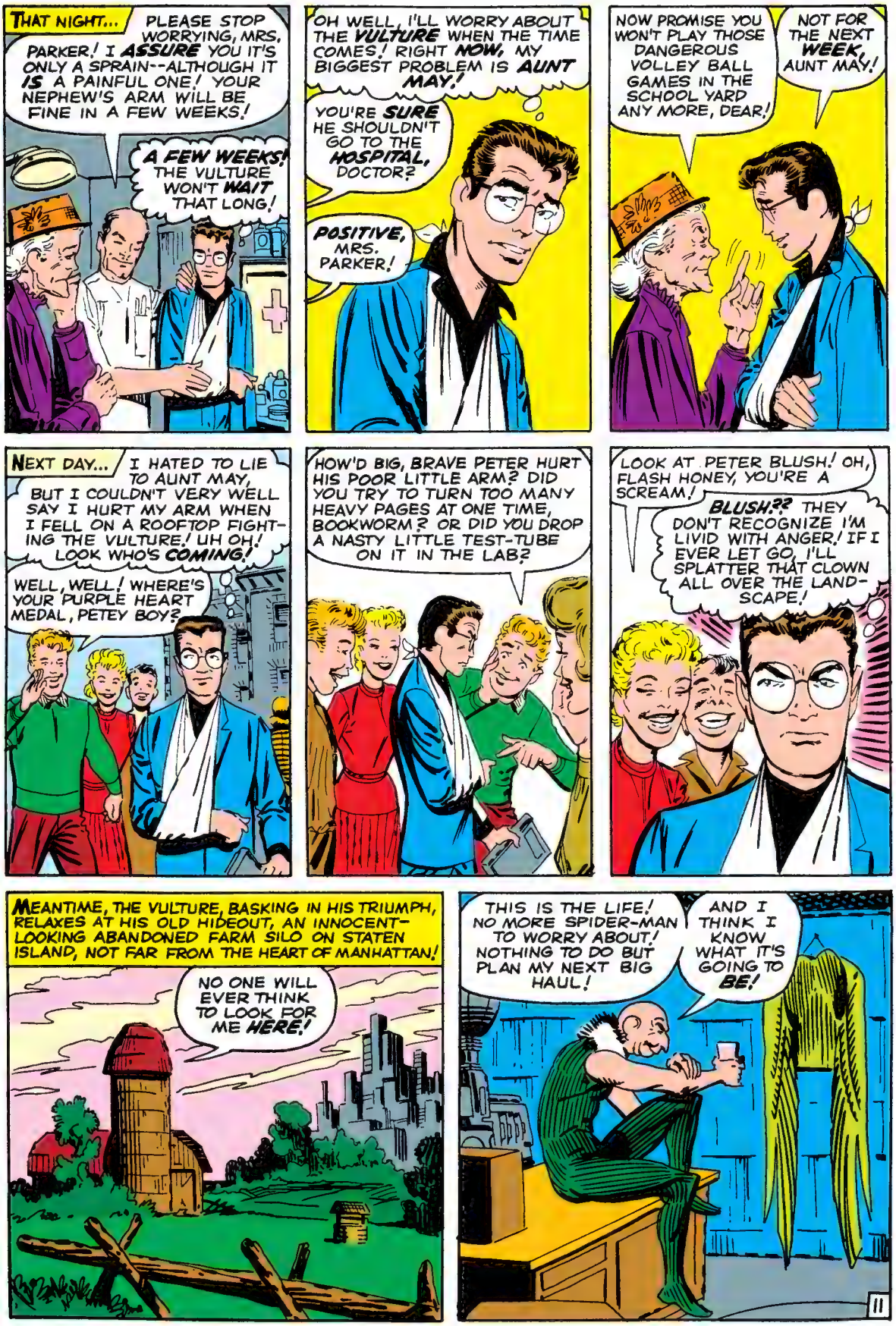

PETER, DEAR--? OH, FOR GOODNESS SAKES! I MUST HAVE BEEN HEARING THINGS!


ALTHOUGH, IT'S STRANGE THAT HE'S NOT HERE YET! HE KNOWS HOW I WORRY WHEN HE COMES HOME LATE! HE'S SUCH A FRAGILE BOY...NOT A ROUGHNECK LIKE THAT FLASH THOMPSON!

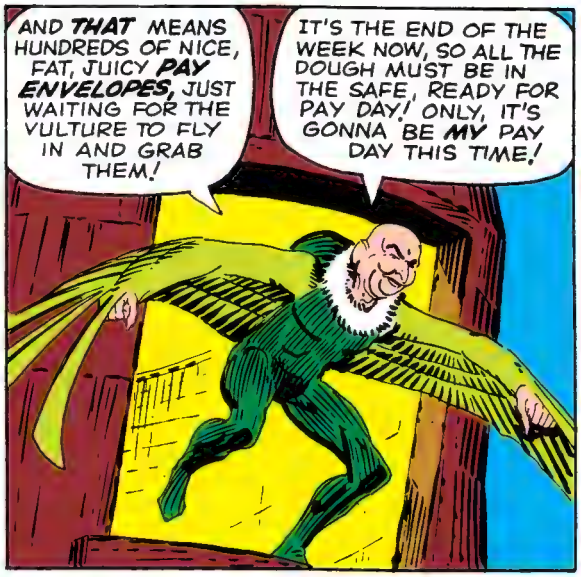

WHEW! THAT WAS A CLOSE ONE! IF AUNT MAY EVER SUSPECTED THE TRUTH ABOUT FRAGILE ME--WOW!

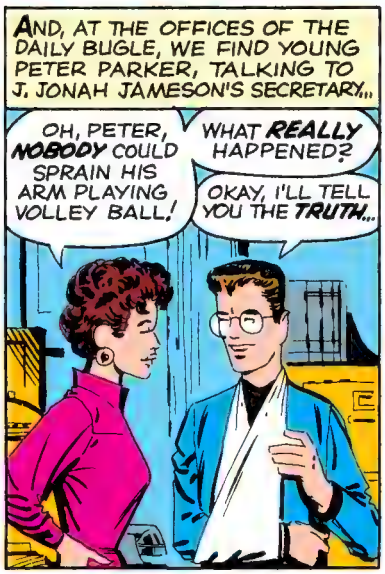

BOY! IT TOOK ALMOST A HALF HOUR TO CHANGE DUDS! I'M SURE NOT GONNA BREAK ANY SPEED RECORDS WITH THIS ARM OF MINE!


NOW TO SLIP OUT AND COME IN THE FRONT DOOR AS PETER PARKER! HOPE AUNT MAY WON'T MAKE A FEDERAL CASE OUT OF MY SPRAINED ARM!
I'VE GOT TO THINK UP A GOOD EXCUSE FOR IT!


THAT NIGHT...
PLEASE STOP WORRYING, MRS. PARKER! I ASSURE YOU IT'S ONLY A SPRAIN--ALTHOUGH IT IS A PAINFUL ONE! YOUR NEPHEW'S ARM WILL BE FINE IN A FEW WEEKS!
A FEW WEEKS! THE VULTURE WON'T WAIT THAT LONG!
OH WELL, I'LL WORRY ABOUT THE VULTURE WHEN THE TIME COMES! RIGHT NOW, MY BIGGEST PROBLEM IS AUNT MAY!
YOU'RE SURE HE SHOULDN'T GO TO THE HOSPITAL, DOCTOR?
POSITIVE, MRS. PARKER!
NOW PROMISE YOU WON'T PLAY THOSE DANGEROUS VOLLEY BALL GAMES IN THE SCHOOL YARD ANY MORE, DEAR!
NOT FOR THE NEXT WEEK, AUNT MAY!
NEXT DAY...
I HATED TO LIE TO AUNT MAY, BUT I COULDN'T VERY WELL SAY I HURT MY ARM WHEN I FELL ON A ROOFTOP FIGHTING THE VULTURE! UH OH! LOOK WHO'S COMING!
WELL, WELL! WHERE'S YOUR PURPLE HEART MEDAL, PETEY BOY?
HOW'D BIG, BRAVE PETER HURT HIS POOR LITTLE ARM? DID YOU TRY TO TURN TOO MANY HEAVY PAGES AT ONE TIME, BOOKWORM? OR DID YOU DROP A NASTY LITTLE TEST-TUBE ON IT IN THE LAB?
LOOK AT PETER BLUSH! OH, FLASH HONEY, YOU'RE A SCREAM!
BLUSH?? THEY DON'T RECOGNIZE I'M LIVID WITH ANGER! IF I EVER LET GO, I'LL SPLATTER THAT CLOWN ALL OVER THE LANDSCAPE!
MEANTIME, THE VULTURE, BASKING IN HIS TRIUMPH, RELAXES AT HIS OLD HIDEOUT, AN INNOCENT-LOOKING ABANDONED FARM SILO ON STATEN ISLAND, NOT FAR FROM THE HEART OF MANHATTAN!
NO ONE WILL EVER THINK TO LOOK FOR ME HERE!
THIS IS THE LIFE! NO MORE SPIDER-MAN TO WORRY ABOUT! NOTHING TO DO BUT PLAN MY NEXT BIG HAUL!
AND I THINK I KNOW WHAT IT'S GOING TO BE!
11

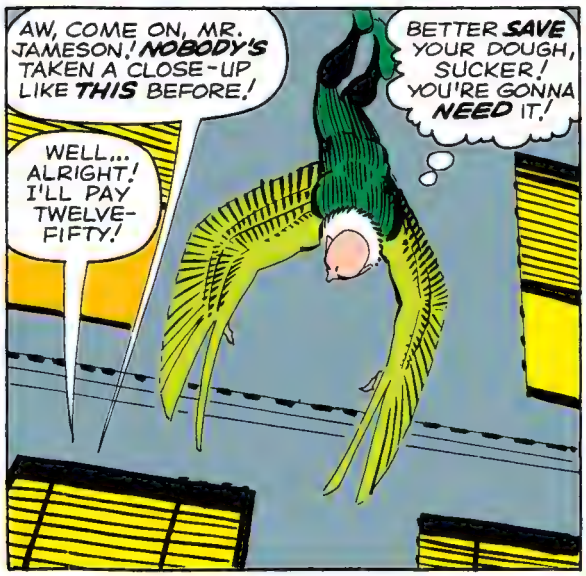
ONE OF THE BIGGEST PAYROLLS IN NEW YORK IS AT THE OFFICE OF J. JONAH JAMESON! HE PUBLISHES THE "DAILY BUGLE" AND "NOW" MAGAZINE! HE MUST EMPLOY HUNDREDS OF WORKERS!


AND THAT MEANS HUNDREDS OF NICE, FAT, JUICY PAY ENVELOPES, JUST WAITING FOR THE VULTURE TO FLY IN AND GRAB THEM!
IT'S THE END OF THE WEEK NOW, SO ALL THE DOUGH MUST BE IN THE SAFE, READY FOR PAY DAY! ONLY, IT'S GONNA BE MY PAY DAY THIS TIME!

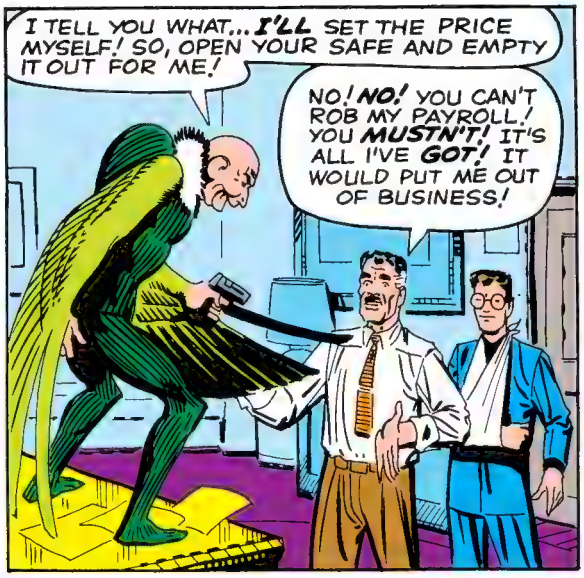

AND, AT THE OFFICES OF THE DAILY BUGLE, WE FIND YOUNG PETER PARKER, TALKING TO J. JONAH JAMESON'S SECRETARY...
OH, PETER, NOBODY COULD SPRAIN HIS ARM PLAYING VOLLEY BALL!
WHAT REALLY HAPPENED?
OKAY, I'LL TELL YOU THE TRUTH...

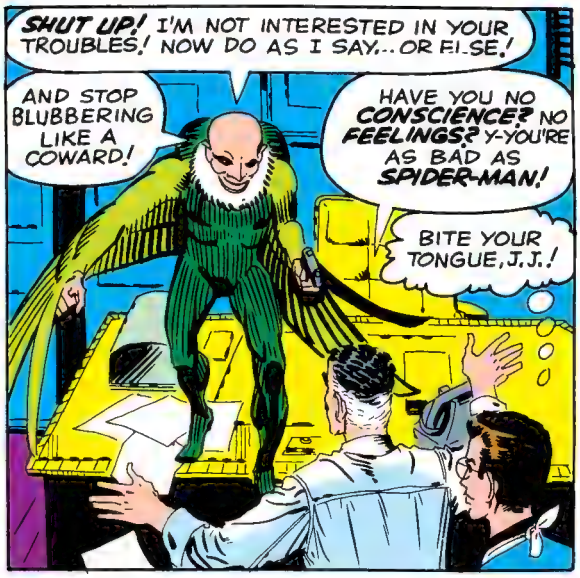
IT HAPPENED IN THE AIR, WHILE I WAS FIGHTING THE VULTURE FOR DEAR LIFE!
OH, WELL! ASK A SILLY QUESTION
SO LET'S STICK TO THE VOLLEY BALL STORY! OKAY?
MISS BRANT! SEND PARKER IN NOW!

I'LL ADMIT THAT'S A FINE PICTURE OF THE VULTURE, PARKER, BUT I CAN'T PAY MORE THAN TEN DOLLARS FOR IT! AFTER ALL, HE'S BEEN SEEN ALL OVER TOWN! LOTS OF PEOPLE HAVE SNAPPED HIM! I WANT SOMETHING DIFFERENT!

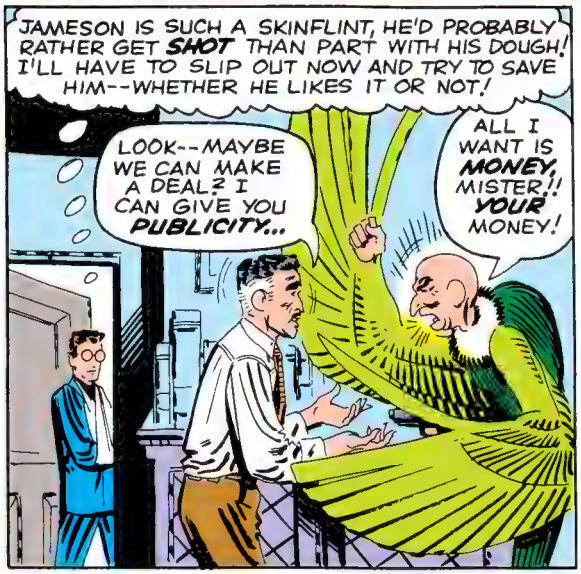

AW, COME ON, MR. JAMESON! NOBODY'S TAKEN A CLOSE-UP LIKE THIS BEFORE!
WELL... ALRIGHT! I'LL PAY TWELVE-FIFTY!
BETTER SAVE YOUR DOUGH, SUCKER! YOU'RE GONNA NEED IT!

GREETINGS, JAMESON! IF YOU'LL PAY FOR A MERE PHOTO OF ME, WHAT WILL YOU GIVE FOR THE VULTURE IN THE FLESH??!
HOLY COW! IT'S HIM!
THE VULTURE!!


I TELL YOU WHAT... I'LL SET THE PRICE MYSELF! SO, OPEN YOUR SAFE AND EMPTY IT OUT FOR ME!
NO! NO! YOU CAN'T ROB MY PAYROLL! YOU MUSTN'T! IT'S ALL I'VE GOT! IT WOULD PUT ME OUT OF BUSINESS!


SHUT UP! I'M NOT INTERESTED IN YOUR TROUBLES! NOW DO AS I SAY... OR ELSE!
AND STOP BLUBBERING LIKE A COWARD!
HAVE YOU NO CONSCIENCE? NO FEELINGS? Y-YOU'RE AS BAD AS SPIDER-MAN!
BITE YOUR TONGUE, J. J.!

I'VE SPENT YEARS BUILDING UP THIS BUSINESS... IT MEANS EVERYTHING TO ME! YOU CAN'T...
OH, CAN'T I?? THE VULTURE CAN DO ANYTHING... AS YOU'RE ABOUT TO LEARN!!

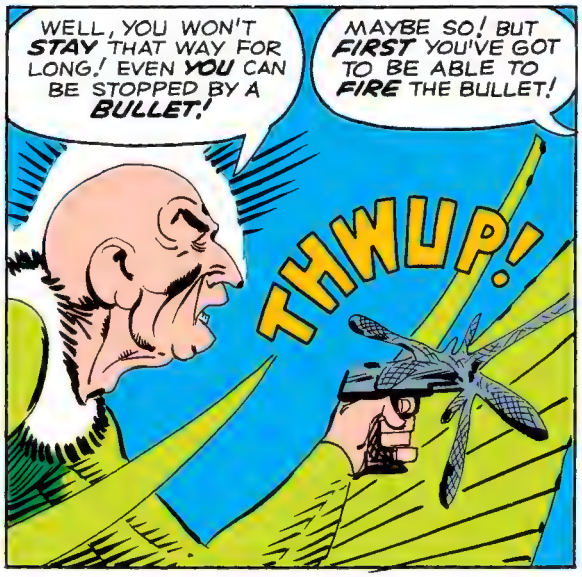

JAMESON IS SUCH A SKINFLINT, HE'D PROBABLY RATHER GET SHOT THAN PART WITH HIS DOUGH! I'LL HAVE TO SLIP OUT NOW AND TRY TO SAVE HIM--WHETHER HE LIKES IT OR NOT!
LOOK--MAYBE WE CAN MAKE A DEAL? I CAN GIVE YOU PUBLICITY...
ALL I WANT IS MONEY, MISTER!! YOUR MONEY!

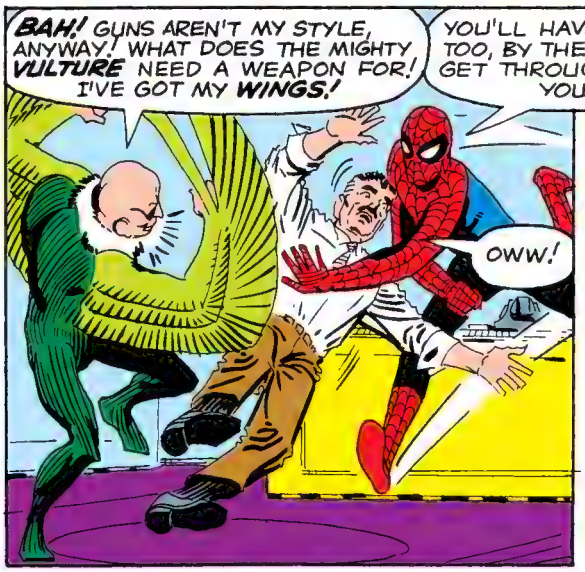
WHERE GREENBACKS ARE CONCERNED, JAMESON CAN OUT-TALK ANYBODY! OWW! IT'S SOME JOB PUTTING MY COSTUME ON WITH THIS BLAMED ARM OF MINE!

I'LL TRY TO ALTER MY WEBBING SLIGHTLY SO IT'LL ACT LIKE A SLING! WITH LUCK, NO ONE WILL NOTICE!

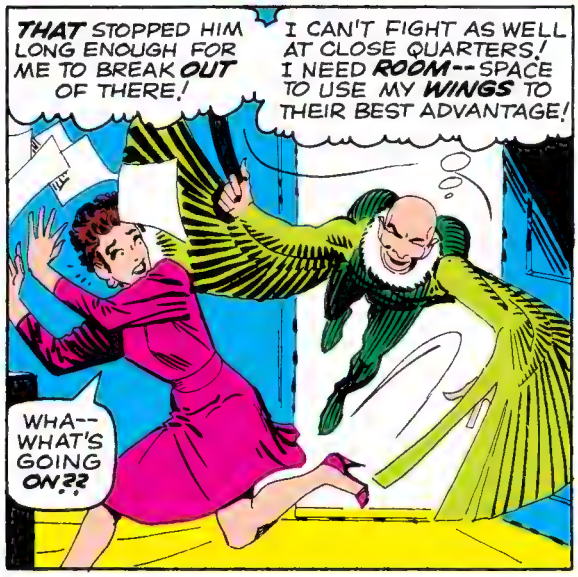
I OUGHT TO HAVE MY HEAD EXAMINED FOR TACKLING THE VULTURE WITH A BAD ARM... BUT THIS'LL SURE MAKE ME SEEM HEROIC... WHEN THEY WRITE MY OBITUARY!

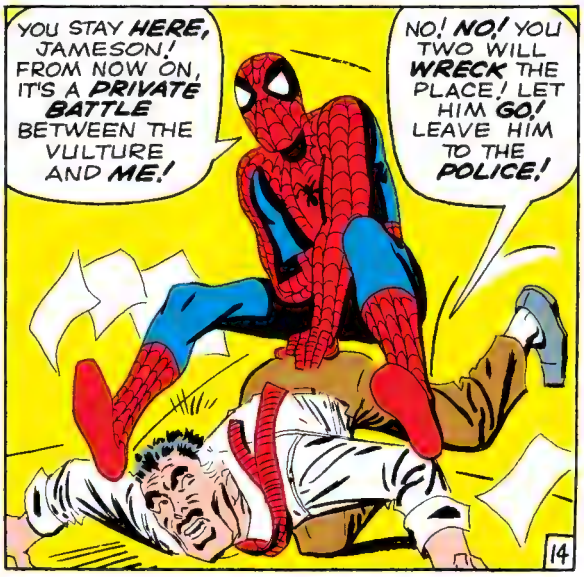
ALL RIGHT, VULTURE--PLAYTIME IS OVER! HERE'S WHERE WE SEPARATE THE MEN FROM THE BOYS!
SPIDER-MAN!!
YOU'RE STILL ALIVE ??!!


WELL, YOU WON'T STAY THAT WAY FOR LONG! EVEN YOU CAN BE STOPPED BY A BULLET!
MAYBE SO! BUT FIRST YOU'VE GOT TO BE ABLE TO FIRE THE BULLET!
THWUP!

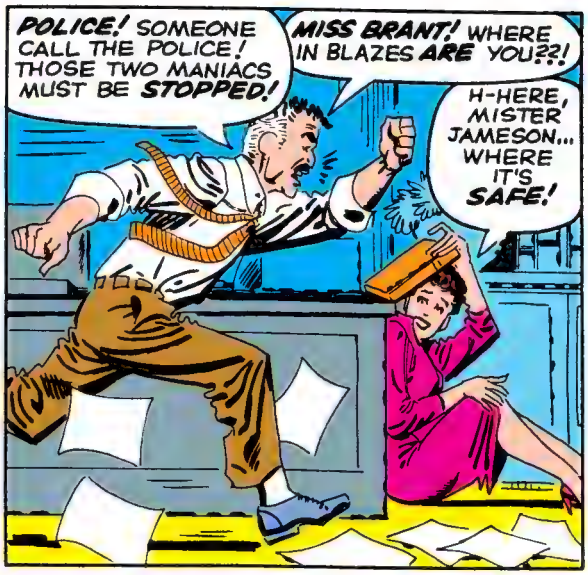

BAH! GUNS AREN'T MY STYLE, ANYWAY! WHAT DOES THE MIGHTY VULTURE NEED A WEAPON FOR! I'VE GOT MY WINGS!
YOU'LL HAVE A HARP, TOO, BY THE TIME I GET THROUGH WITH YOU!
OWW!

HE'S USING JAMESON AS A SHIELD! I CAN'T LET GO WITH A GOOD PUNCH!
OOF!!
SPIDER-MAN! LOOK OUT, YOU FOOL! I'LL BE HURT! LET ME GO!


THAT STOPPED HIM LONG ENOUGH FOR ME TO BREAK OUT OF THERE!
I CAN'T FIGHT AS WELL AT CLOSE QUARTERS! I NEED ROOM--SPACE TO USE MY WINGS TO THEIR BEST ADVANTAGE!
WHA--WHAT'S GOING ON??

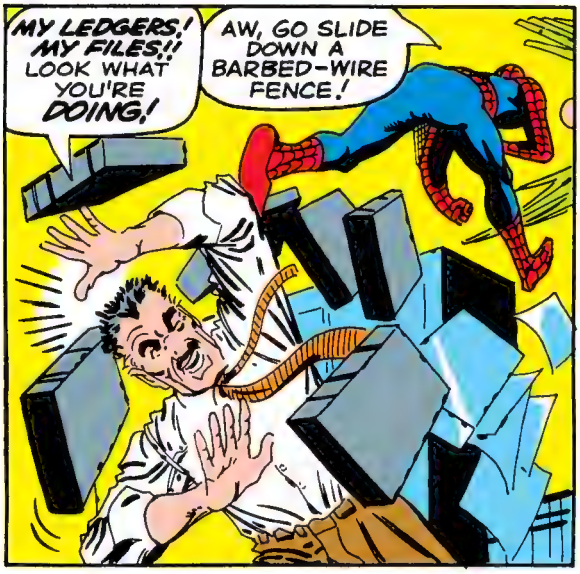

YOU STAY HERE, JAMESON! FROM NOW ON, IT'S A PRIVATE BATTLE BETWEEN THE VULTURE AND ME!
NO! NO! YOU TWO WILL WRECK THE PLACE! LET HIM GO! LEAVE HIM TO THE POLICE!

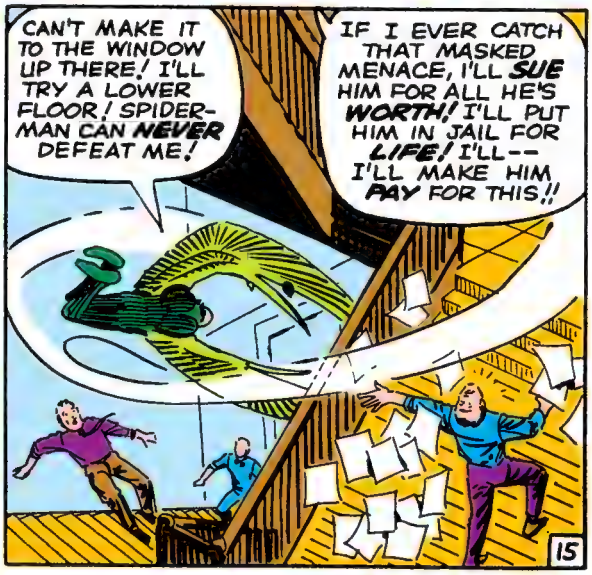
THERE ISN'T TIME! IF HE GETS A CHANCE TO FLY OFF, WE MAY NEVER TRAP HIM AGAIN!
OOP! GET TO THE SIDE OF THE ROAD, GAL!
THIS MUST ALL BE A BAD DREAM!

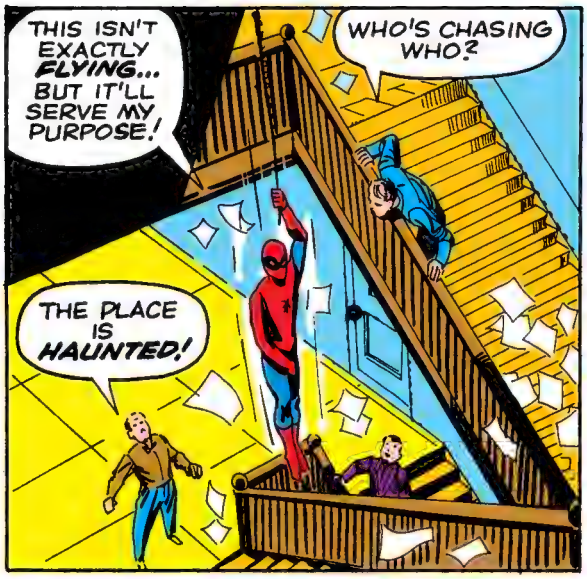

POLICE! SOMEONE CALL THE POLICE! THOSE TWO MANIACS MUST BE STOPPED!
MISS BRANT! WHERE IN BLAZES ARE YOU??!
H-HERE, MISTER JAMESON... WHERE IT'S SAFE!

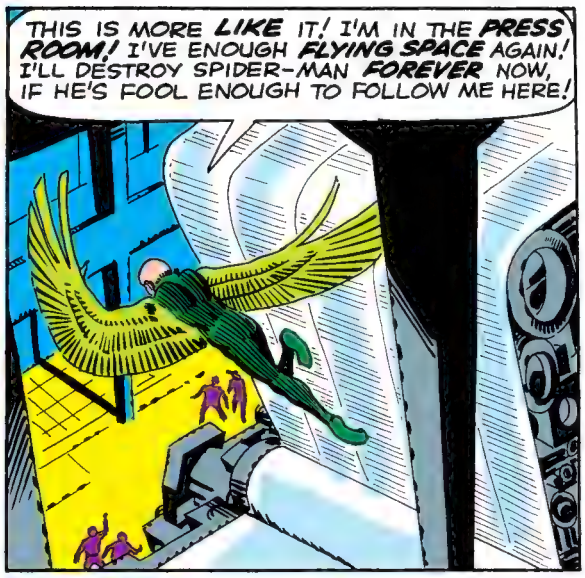
HE'S TRYING TO FIND A WINDOW HE CAN FLY THROUGH! I'VE GOT TO STOP HIM!
I WARN YOU, SPIDER-MAN! STAY OUT OF MY WAY, WHILE YOU STILL CAN!

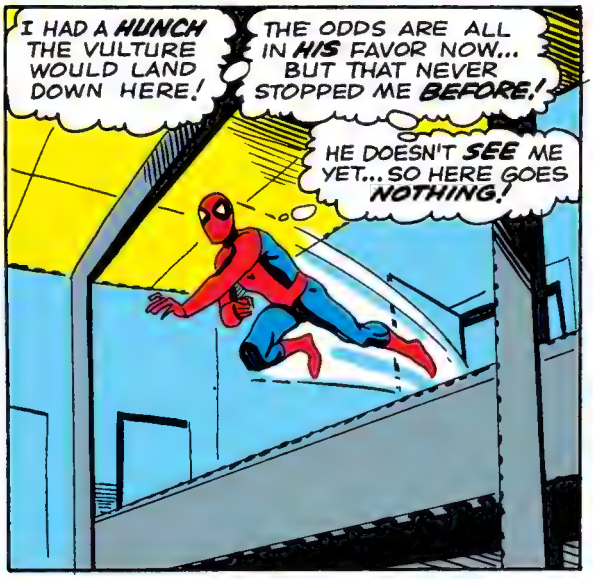
MISTER, I THRIVE ON WARNINGS! IN FACT, SOME DAY I'M GOING TO WRITE AN ARTICLE FOR THE READERS' DIGEST TITLED: "THE MOST UNFORGETTABLE WARNING I'VE EVER KNOWN!"
VER-RY FUNNY!!
GET DOWN FROM THERE!
HAH! YOU MISSED BY A MILE!

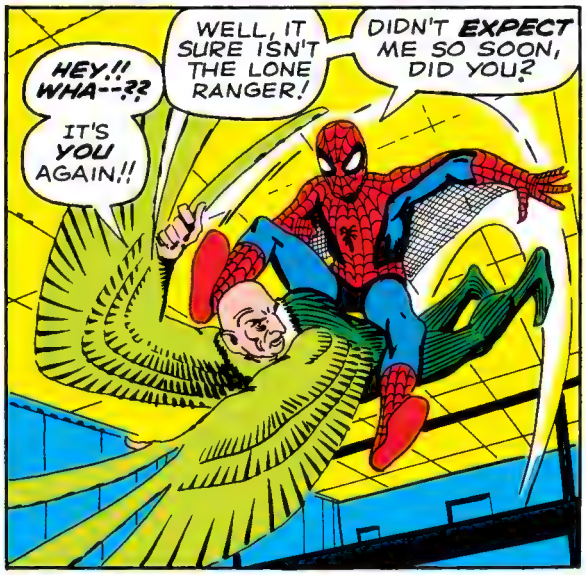

MY LEDGERS! MY FILES!! LOOK WHAT YOU'RE DOING!
AW, GO SLIDE DOWN A BARBED-WIRE FENCE!

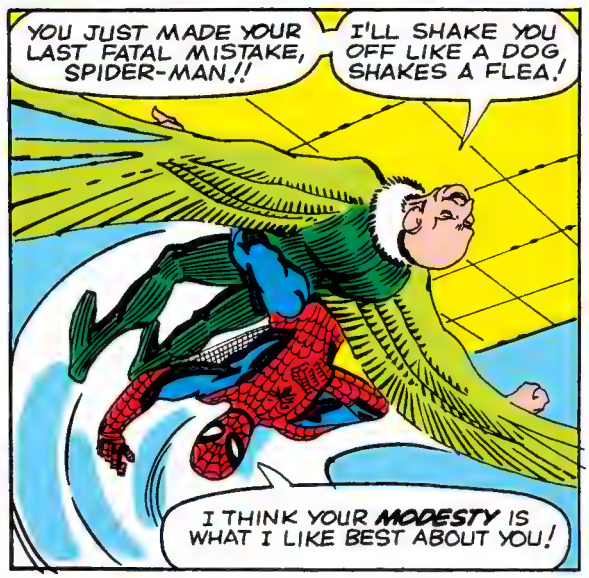

CAN'T MAKE IT TO THE WINDOW UP THERE! I'LL TRY A LOWER FLOOR! SPIDER-MAN CAN NEVER DEFEAT ME!
IF I EVER CATCH THAT MASKED MENACE, I'LL SUE HIM FOR ALL HE'S WORTH! I'LL PUT HIM IN JAIL FOR LIFE! I'LL-- I'LL MAKE HIM PAY FOR THIS!!

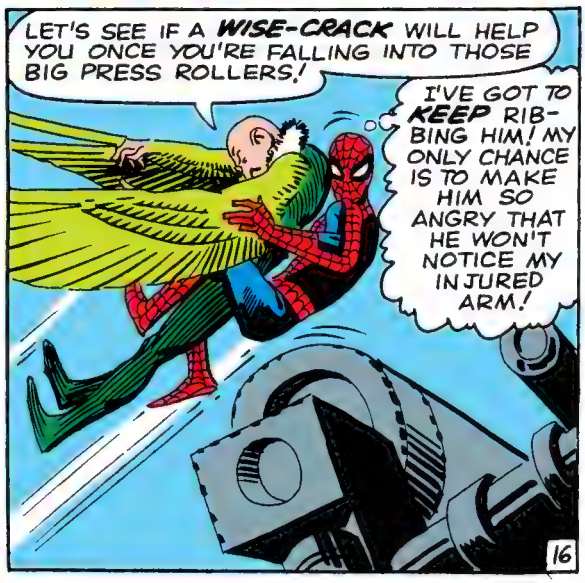

THIS ISN'T EXACTLY FLYING... BUT IT'LL SERVE MY PURPOSE!
WHO'S CHASING WHO?
THE PLACE IS HAUNTED!

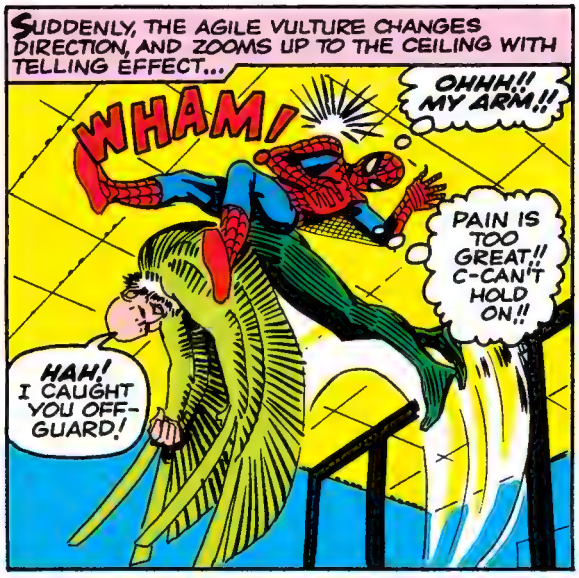

THIS IS MORE LIKE IT! I'M IN THE PRESS ROOM! I'VE ENOUGH FLYING SPACE AGAIN! I'LL DESTROY SPIDER-MAN FOREVER NOW, IF HE'S FOOL ENOUGH TO FOLLOW ME HERE!


I HAD A HUNCH THE VULTURE WOULD LAND DOWN HERE!
THE ODDS ARE ALL IN HIS FAVOR NOW... BUT THAT NEVER STOPPED ME BEFORE!
HE DOESN'T SEE ME YET... SO HERE GOES NOTHING!

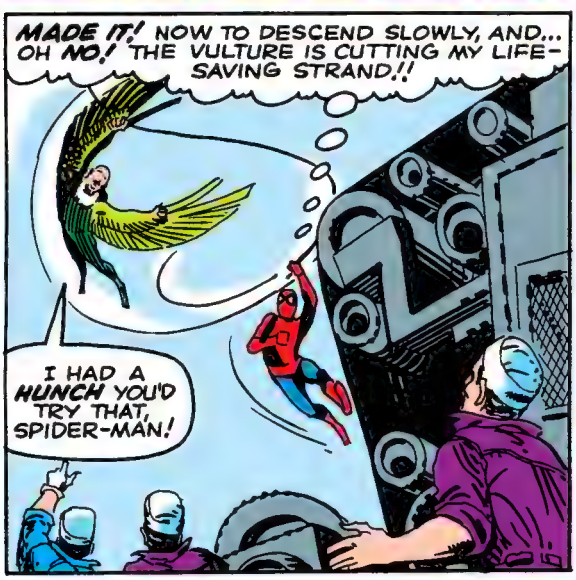

HEY!! WHA--??
IT'S YOU AGAIN!!
WELL, IT SURE ISN'T THE LONE RANGER!
DIDN'T EXPECT ME SO SOON, DID YOU?

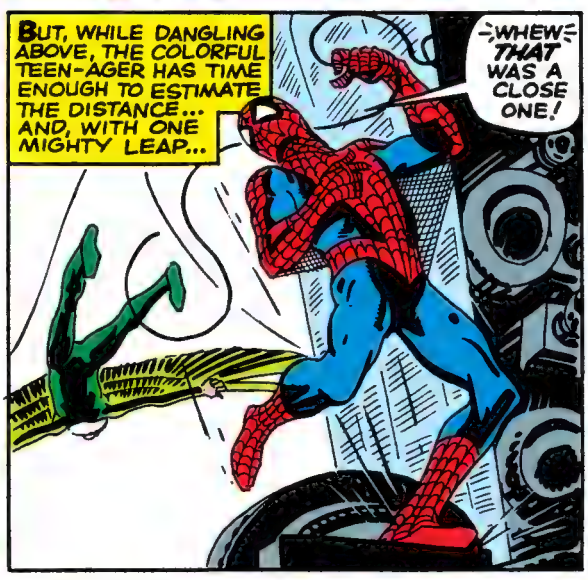

YOU JUST MADE YOUR LAST FATAL MISTAKE, SPIDER-MAN!!
I'LL SHAKE YOU OFF LIKE A DOG SHAKES A FLEA!
I THINK YOUR MODESTY IS WHAT I LIKE BEST ABOUT YOU!

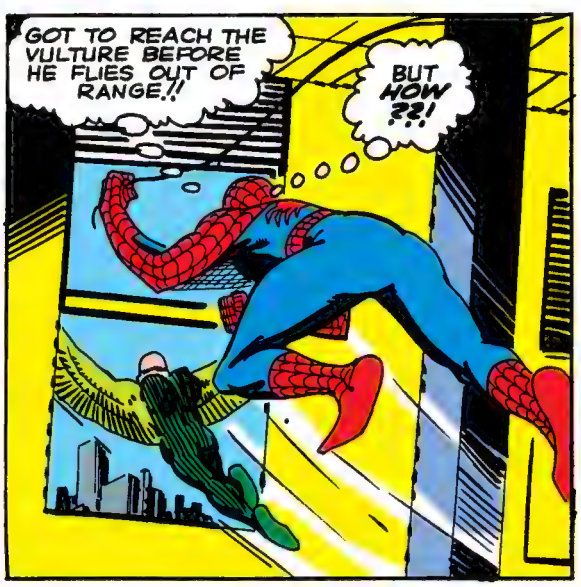

LET'S SEE IF A WISE-CRACK WILL HELP YOU ONCE YOU'RE FALLING INTO THOSE BIG PRESS ROLLERS!
I'VE GOT TO KEEP RIB-BING HIM! MY ONLY CHANCE IS TO MAKE HIM SO ANGRY THAT HE WON'T NOTICE MY INJURED ARM!

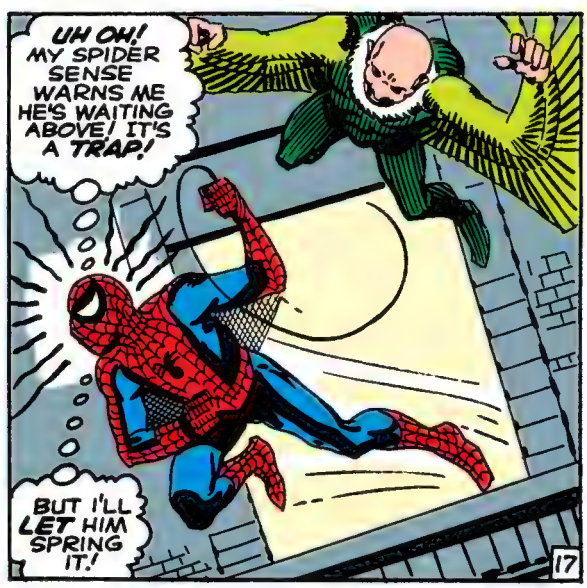

SUDDENLY, THE AGILE VULTURE CHANGES DIRECTION, AND ZOOMS UP TO THE CEILING WITH TELLING EFFECT...
WHAM!
OHHH!! MY ARM!!
PAIN IS TOO GREAT!! C-CAN'T HOLD ON!!
HAH! I CAUGHT YOU OFF-GUARD!

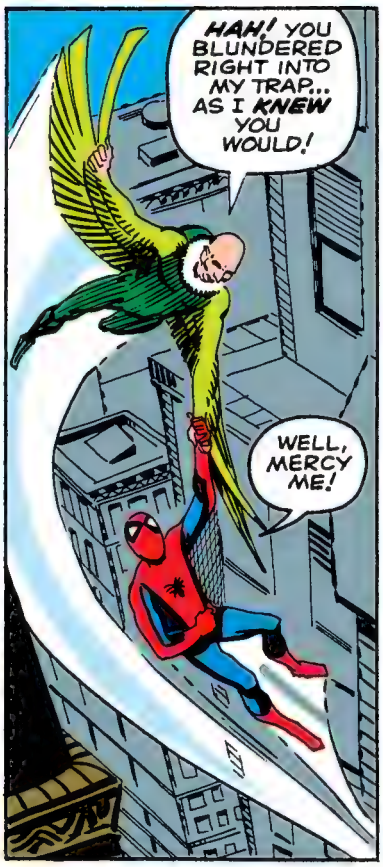
IF I HIT THOSE GIANT ROLLERS, I'M DONE FOR!
MY WEB HAS TO SAVE ME NOW... THIS TIME THERE'LL BE NO SECOND CHANCE!

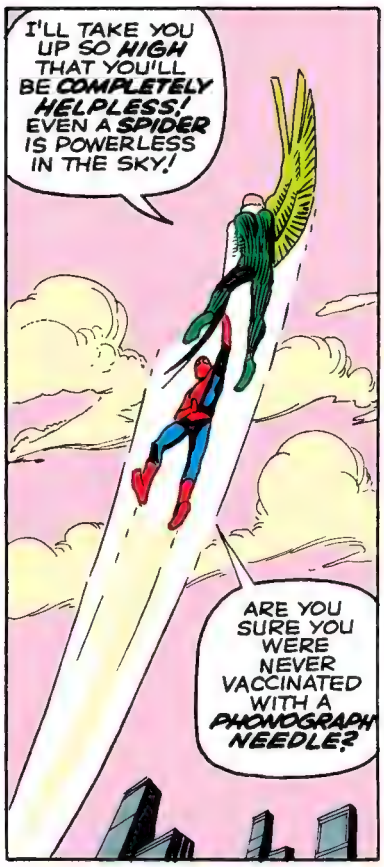

MADE IT! NOW TO DESCEND SLOWLY, AND... OH NO! THE VULTURE IS CUTTING MY LIFE-SAVING STRAND!!
I HAD A HUNCH YOU'D TRY THAT, SPIDER-MAN!

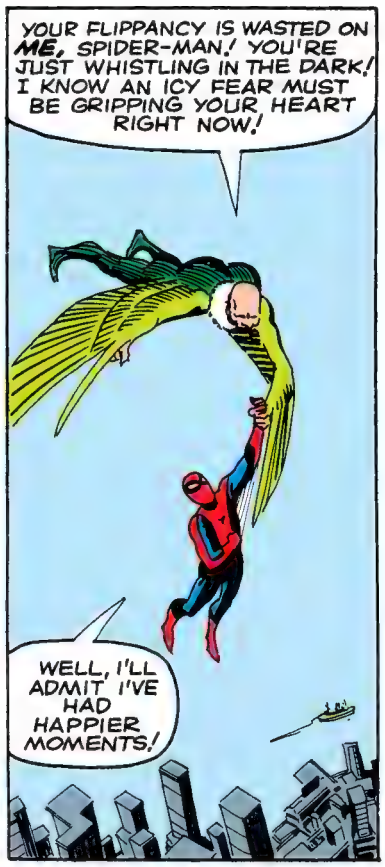

BUT, WHILE DANGLING ABOVE, THE COLORFUL TEEN-AGER HAS TIME ENOUGH TO ESTIMATE THE DISTANCE... AND, WITH ONE MIGHTY LEAP...
WHEW! THAT WAS A CLOSE ONE!


GOT TO REACH THE VULTURE BEFORE HE FLIES OUT OF RANGE!!
BUT HOW ??!


UH OH! MY SPIDER SENSE WARNS ME HE'S WAITING ABOVE! IT'S A TRAP!
BUT I'LL LET HIM SPRING IT!


HAH! YOU BLUNDERED RIGHT INTO MY TRAP... AS I KNEW YOU WOULD!
WELL, MERCY ME!


I'LL TAKE YOU UP SO HIGH THAT YOU'LL BE COMPLETELY HELPLESS! EVEN A SPIDER IS POWERLESS IN THE SKY!
ARE YOU SURE YOU WERE NEVER VACCINATED WITH A PHONOGRAPH NEEDLE?


YOUR FLIPPANCY IS WASTED ON ME, SPIDER-MAN! YOU'RE JUST WHISTLING IN THE DARK! I KNOW AN ICY FEAR MUST BE GRIPPING YOUR HEART RIGHT NOW!
WELL, I'LL ADMIT I'VE HAD HAPPIER MOMENTS!

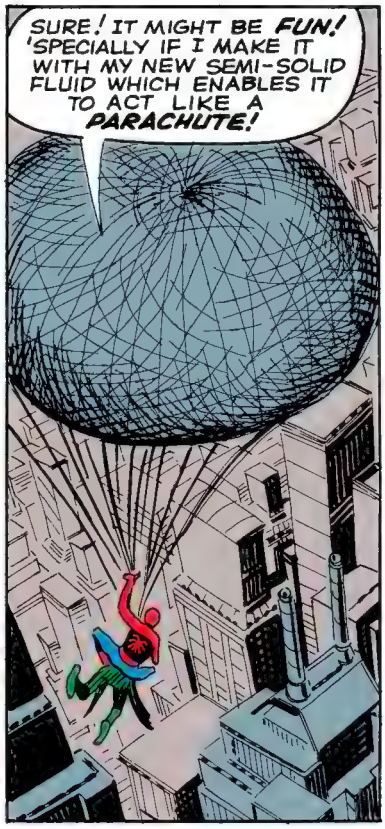
BEFORE I DROP YOU, SPIDER-MAN, I WANT TO SAY I ADMIRE YOUR COURAGE! ANYONE ELSE WOULD BE BEGGING FOR MERCY NOW! I'M ALMOST SORRY TO HAVE TO DO THIS...
YEAH! I CAN SEE THAT YOU'RE ALL BROKEN UP!

WELL, I'M GONNA TELL YOU A SECRET... THIS LITTLE PARTY ISN'T OVER YET! WATCH...!

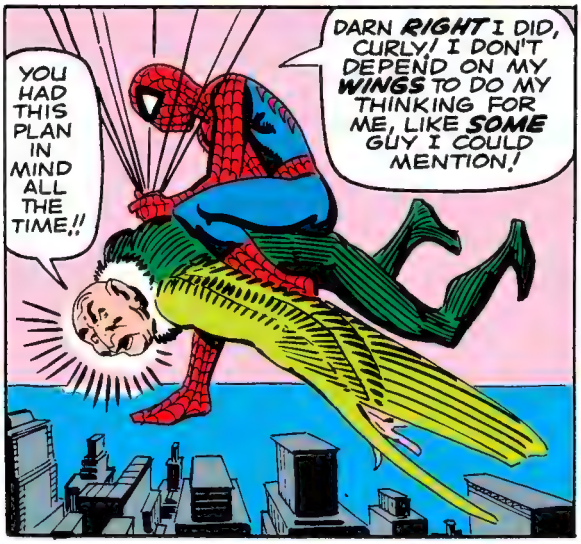
YOU--YOU PINNED MY WINGS WITH YOUR WEB!! YOU FOOL! IF I CANNOT FLY... WE BOTH WILL PERISH!
WELL, WHO WANTS TO LIVE FOREVER?!

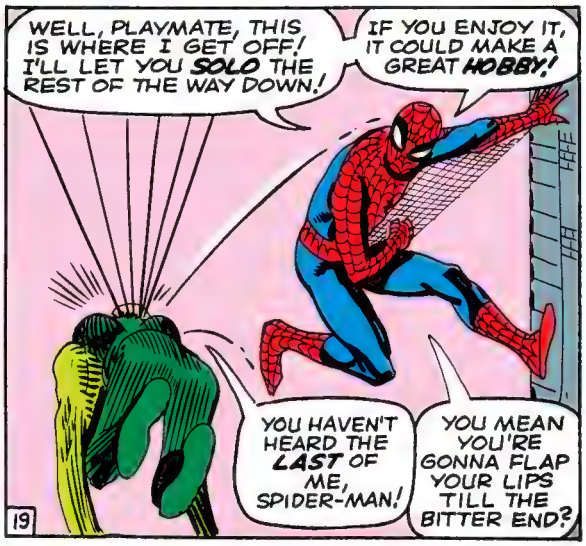
I DON'T WANT TO DIE! SAVE ME! -SOB- DO SOMETHING! PLEASE--PLEASE! SAVE ME!
I CAN'T! I'M TOO BUSY ADMIRING YOUR TIGHT-LIPPED COURAGE!

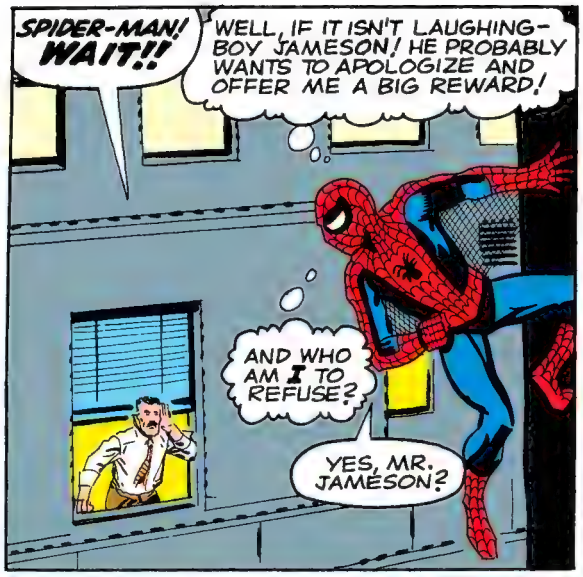
WELL, ANYTHING TO STOP YOUR MOANING! SUPPOSE I SPIN A LITTLE WEB WHILE WE FALL--?!
AT A TIME LIKE THIS ??!

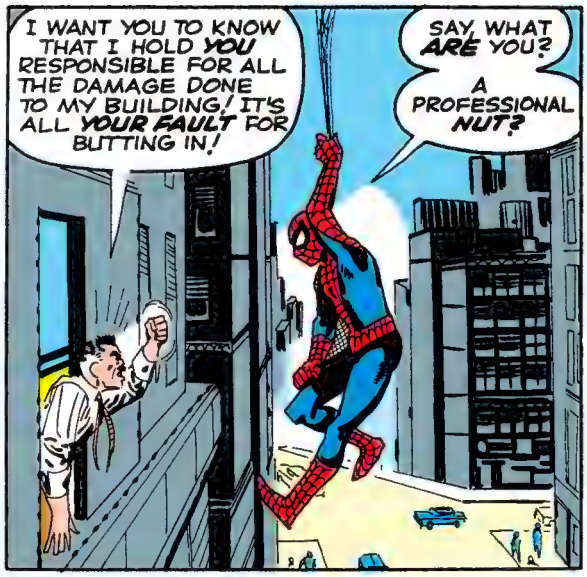

SURE! IT MIGHT BE FUN! 'SPECIALLY IF I MAKE IT WITH MY NEW SEMI-SOLID FLUID WHICH ENABLES IT TO ACT LIKE A PARACHUTE!

LOOK! IN THE SKY! A GIANT PARACHUTE!
THERE ARE TWO FIGURES DANGLING FROM IT!!
WHO ARE THEY??
CAN'T TELL! TOO HIGH UP! WAIT--THEY'RE GETTING CLOSER! I-I CAN MAKE A OUT A COSTUME--!
IT'S SPIDER-MAN! AND THE VULTURE!
SPIDER-MAN'S BEATEN HIM!
BY SOME MIRACLE, SPIDER-MAN WON!


YOU HAD THIS PLAN IN MIND ALL THE TIME!!
DARN RIGHT I DID, CURLY! I DON'T DEPEND ON MY WINGS TO DO MY THINKING FOR ME, LIKE SOME GUY I COULD MENTION!


WELL, PLAYMATE, THIS IS WHERE I GET OFF! I'LL LET YOU SOLO THE REST OF THE WAY DOWN!
IF YOU ENJOY IT, IT COULD MAKE A GREAT HOBBY!
YOU HAVEN'T HEARD THE LAST OF ME, SPIDER-MAN!
YOU MEAN YOU'RE GONNA FLAP YOUR LIPS TILL THE BITTER END?


SPIDER-MAN! WAIT!!
WELL, IF IT ISN'T LAUGHING-BOY JAMESON! HE PROBABLY WANTS TO APOLOGIZE AND OFFER ME A BIG REWARD!
AND WHO AM I TO REFUSE?
YES, MR. JAMESON?

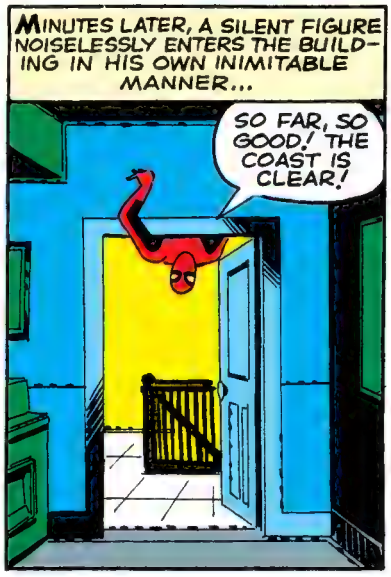

I WANT YOU TO KNOW THAT I HOLD YOU RESPONSIBLE FOR ALL THE DAMAGE DONE TO MY BUILDING! IT'S ALL YOUR FAULT FOR BUTTING IN!
SAY, WHAT ARE YOU?
A PROFESSIONAL NUT?

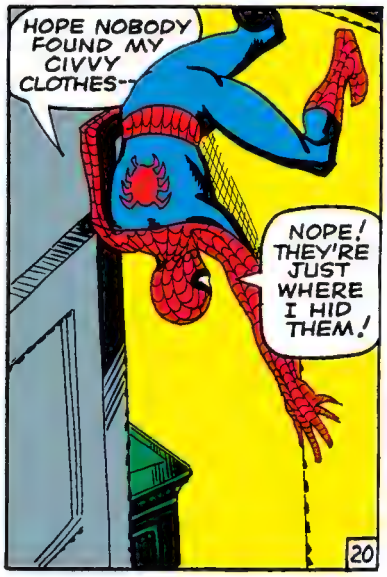
I'LL SHOW YOU WHO'S A NUT! SOONER OR LATER I'LL LEARN WHO YOU REALLY ARE! AND WHEN I DO...
YEAH? THEN WHAT?

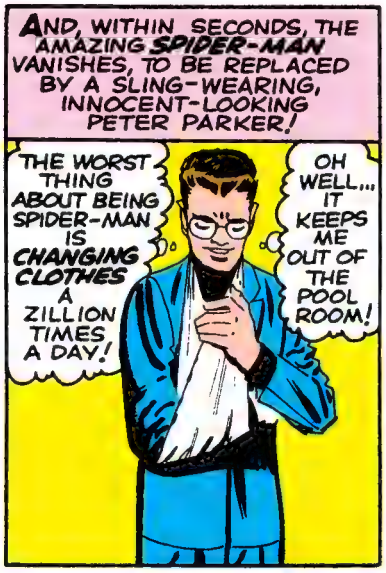
--I'LL GET WHAT'S COMING TO ME! IN SPADES!
MISTER, I'M ABOUT TO GIVE YOU SOMETHING RIGHT NOW THAT'S BEEN COMING TO YOU FOR MONTHS!

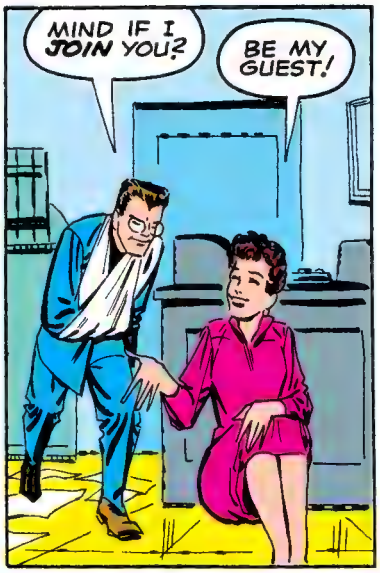
NO! NO! YOU-YOU WOULDN'T DARE!! DON'T--!
WHY NOT? WHAT HAVE I GOT TO LOSE? YOU COULDN'T HATE ME ANY MORE THAN YOU DO NOW!
THWUP!

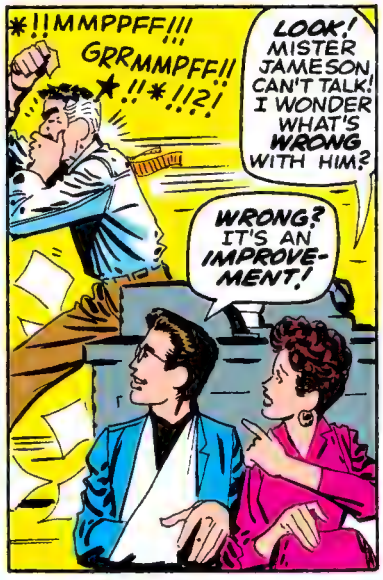
BUT, ANYHOW, I WON'T HAVE TO LISTEN TO YOU FOR A WHILE! THAT WON'T WEAR OFF FOR AT LEAST AN HOUR!
MMPFF!
GLBBFF!
PHHMF!

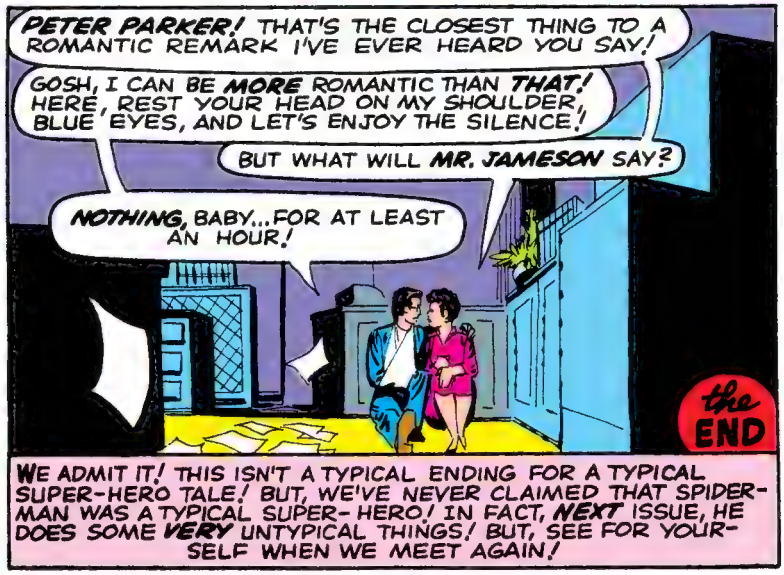

MINUTES LATER, A SILENT FIGURE NOISELESSLY ENTERS THE BUILDING IN HIS OWN INIMITABLE MANNER...
SO FAR, SO GOOD! THE COAST IS CLEAR!


HOPE NOBODY FOUND MY CIVVY CLOTHES--
NOPE! THEY'RE JUST WHERE I HID THEM!









WE ADMIT IT! THIS ISN'T A TYPICAL ENDING FOR A TYPICAL SUPER-HERO TALE! BUT, WE'VE NEVER CLAIMED THAT SPIDER-MAN WAS A TYPICAL SUPER-HERO! IN FACT, NEXT ISSUE, HE DOES SOME VERY UNTYPICAL THINGS! BUT, SEE FOR YOURSELF WHEN WE MEET AGAIN!

SPIDER'S WEB

Dear Stan and Steve,

"Nothing Can Stop the Sandman" was more than a well-written, well-drawn story of a battle between a super-hero and a super-villain. It was, in my humble opinion, the most reasonable account ever written of a day in the life of a super-hero. His problems, his triumphs, and his thoughts were all covered thoroughly in your story. Although Peter Parker's bizarre costume makes him appear bigger than life (which after all is its purpose beside hiding his identity), this story carefully painted a picture of a teenager with super abilities wondering if they are really a gift. Other episodes like his problems with the torn mask, J. J. Jameson's hate for him, and his girl troubles all made for the best portrait of a super-hero's life ever written. I could hardly help feeling I actually knew Spider-Man personally. Of course, Sandman was an ingenious villain. His simple powers were just perfect and proved a match for Spider-Man. Continue Spider-Man in his present vein and he will run till, as you say, "Peter Parker picks a peck of pickled peppers."

Joe Finley
Route 4
Sparta, Tenn.

Didn't anyone ever tell you, Joe—if you can't say something NICE about a fella, don't say anything! But seriously, if we're half as good as you imply, then we're twice as pleased as you!

Dear Stan and Steve,

I think Peter Parker should have a girl friend who sticks up for him when he's being bullied; and I don't mean some chick who's homely, wears specs and a sack dress, with black-and-white saddle shoes, or is as science-minded as he is. I mean a doll with a good figure, get-up-and-go, who digs jazz and rock-and-roll. You follow me?

Sidney Wright
Worcester, Mass.

No, Sid, but we'd sure follow HER!

Dear Stan and Steve,

May I congratulate you (or should it be thank you) for the tremendous quality of AMAZING SPIDER-MAN. Originally, (meaning AMAZING FANTASY #15) he was a run-of-the-mill deadbeat, typical of the baleful boredom which sometimes prevailed in your comics. The Ditko art, pitifully primitive, lacked imagination, and made one believe that Steve was a doting, senile old codger who you kept on your staff because you didn't have the heart to fire him. But no longer! The plots now ring with originality, and the villains are as vibrant as life. And Ditko — now I picture him as a lively, eager 25 year old! His SPIDER-MAN is one of the best heroes today. No longer does Steve have the same ol' faces in each story gazing toward the rest of an empty panel. He's helped most of all to bring the AMAZING SPIDER-MAN right up to the top of the MARVEL COMICS GROUP — some people now put him over the fabulous FANTASTIC FOUR (folks in fandom that is) and the brilliant SGT. FURY! And it's not the same old Stan Lee either — whose claims of "We're superior! We're different! We're the best! We're too great for words!" were trying to promote his own work (sort of like most of your competitors). I don't know if their stuff has deteriorated or whether you have improved that much, but the competition now seems like echh! Each person in the plot(s) is a complete world, down to the bow tie and personality. Wow — now that I've cleared my head, I know what I should have said at the beginning — may I thank you for the tremendous quality of AMAZING SPIDER-MAN!

Paul Gambaccini
8 Elizabeth Drive
Westport, Conn.

We appreciate your praise, Paul, but feel we must pause for a serious word to you, and all of fandom. We don't feel it's fair for you to knock any other group of magazines while boosting ours. After all, it's just a matter of taste—and there are probably many fans who prefer our competitors' mags to ours. There are many fine talents producing well-written and well-drawn stories at other houses beside MARVEL. While we admit we try to create the greatest comics possible, we feel it isn't proper to comment about mags other than our own on these pages. Okay?

Dear Stan and Steve,

I just got issue #4 of the AMAZING SPIDER-MAN, and it is the greatest of all the Spider-Man issues. Sandman is the best villain he has ever fought. I think the word "Amazing" should be left on the title of the comic, for I think it is a part of the title, and Spider-Man *is* amazing. I would like to see Spider-Man talking with the spiders like the Ant-Man does with ants, and the Wasp does with the wasps.

Larry Rothenberger
906 Jackson St.
Wausau, Wisconsin

And we suppose you'd like to see IRON MAN talking with pieces of IRON? Oh well, as usual, we'll wait for the comments from our fans out there in mag-land!

SPIDER SCRATCHINGS:

(Due to lack of space, we can't print these letters in their entirety, but we try to include as many interesting comments as we can.)

"You ought to have Spider-Man in the army or navy helping them."—Zane Smith, Carthage, Mo. . . ."Your July issue of *Spider-Man* was so good that I had to write or explode." —Marshall Barroll, Chestertown, Md. . . ."The F.F. will be sorry they turned down Spider-Man when he wanted to join up!"—Herbie Clayburn, Jr., N. Y. C., N. Y. . . ."Dr. Octopus has just got to make a comeback."—Leonard Tirado, Brooklyn, N. Y. . . ."Keep the public wary of Spider-Man, and keep him a 'loner'"—DannyDeVere, Haskell, N. J. . . ."I think Spider-Man should have a super partner to help him out even if he doesn't need help." —Robert Dwyer, Marlboro, Mass. . . ."We found a clubhouse for our *Spider-Man Club*, and it's full of spiders! Would you give us a good name for our clubhouse?" —Ricky Gil, Los Angeles, Cal. (Ed. note: How about the SPIDER-MANsion?) . . ."Until I ran across your Spider-Man I would not even go near a comic for fear of somebody ribbing me, but this book opens up an entirely new field in comic history."—Mike Roese, Fort Wayne, Ind. . . . "I'd like to see Spider-Man and the Torch come together again."—Michael Bissonnette, Chicopee Falls, Mass.

CONTINUED . . .

CONTINUED . . .

Dear Stan and Steve,

SPIDER-MAN is improving as I knew he would have to after seeing how the F.F. improved. Thanks for making it monthly. I like the way you answer the letters — you don't beat around the bush, but get straight to the point. What's even more important, you speak our language and remember to say "thanks" which is something rarely done in the letters section of a comic.

Christine Cassello
8017 S. Muskegon
Chicago 17, Ill.

Yep, that's ONE thing you can say about us, Chris—our mags may be riddled with errors, our fans may be deserting us in droves, Stan and Steve may be running out of ideas, but one thing is for sure—we're polite! Nice of you to notice, gal—thanks.

Dear Stan and Steve,

I read the story about Dr. Octopus in SPIDER-MAN and it was great. Now in the part where Spider-Man says, "It's almost too easy. I've run out of enemies who can give me any real opposition.". . . that certainly isn't true. Every issue gives him a very powerful foe to fight. (Except for that, the whole thing was perfect.) When Spider-Man sees Dr. Octopus, the arms are coming out of his suit. Did the arms become a part of him, or were they just covered up? I liked the appearance of the Human Torch. No matter what anybody else says about it, he spoke the greatest words I have ever heard. I think Spider-Man is a great, great hero, and I'd like to see him printed for another trillion years.

Franz Wright
132 Douglass St.
San Francisco 14, Cal.

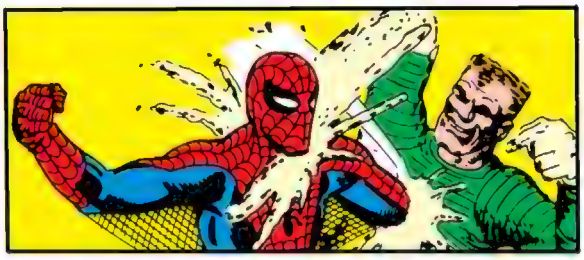
So would WE, Franz, but let's be practical . . . we might have to settle for just a million or two! About Doc Ock's arms, to all intents and purposes they ARE part of him now.

Dear Stan and Steve,

It is my opinion that SPIDER-MAN #2 was the finest all-around comic magazine I've read in the past three or four years. For overall excellence it simply couldn't be matched. The artwork was truly superb, the finest Ditko art I've seen anywhere. The gothic settings (perhaps I should say semi-gothic) were ideally suited, since Spider-Man himself is something of a weird story hero, and should feel right at home in such a backround. The stories were also extremely good, on all counts. #2 was a great surprise to me after reading the sorry mess you had created in #1, and I was all set to wave flags and blare out the news with brass bands when issue # 3 hit the stands. However, I was disappointed. Maybe you people just work in short tremendous creative spurts or something, but I found #3 a great letdown. The story itself was good, better than most comic stories these days, but the art . . . Ditko plunged from one extreme to another. The art in #3 looked as though he had done it with a rat's tail, blindfolded perhaps. The misshapen figures and the appalling lack of anything resembling passable detail leads me to believe he must have done the whole comic in a mad rush. I certainly hope you will bring Spider-Man back up to the pinnacle of excellence you established for him with issue #2. He's such a unique and truly great character, he deserves only your best attentions.

Bob Jennings
3819 Chambers Drive
Nashville 11, Tenn.

Admit it, Bob—how much did THE HUMAN TORCH pay you to write that letter? You know we don't draw with rats' tails—they're too expensive! We use our fingernails, like everyone else!

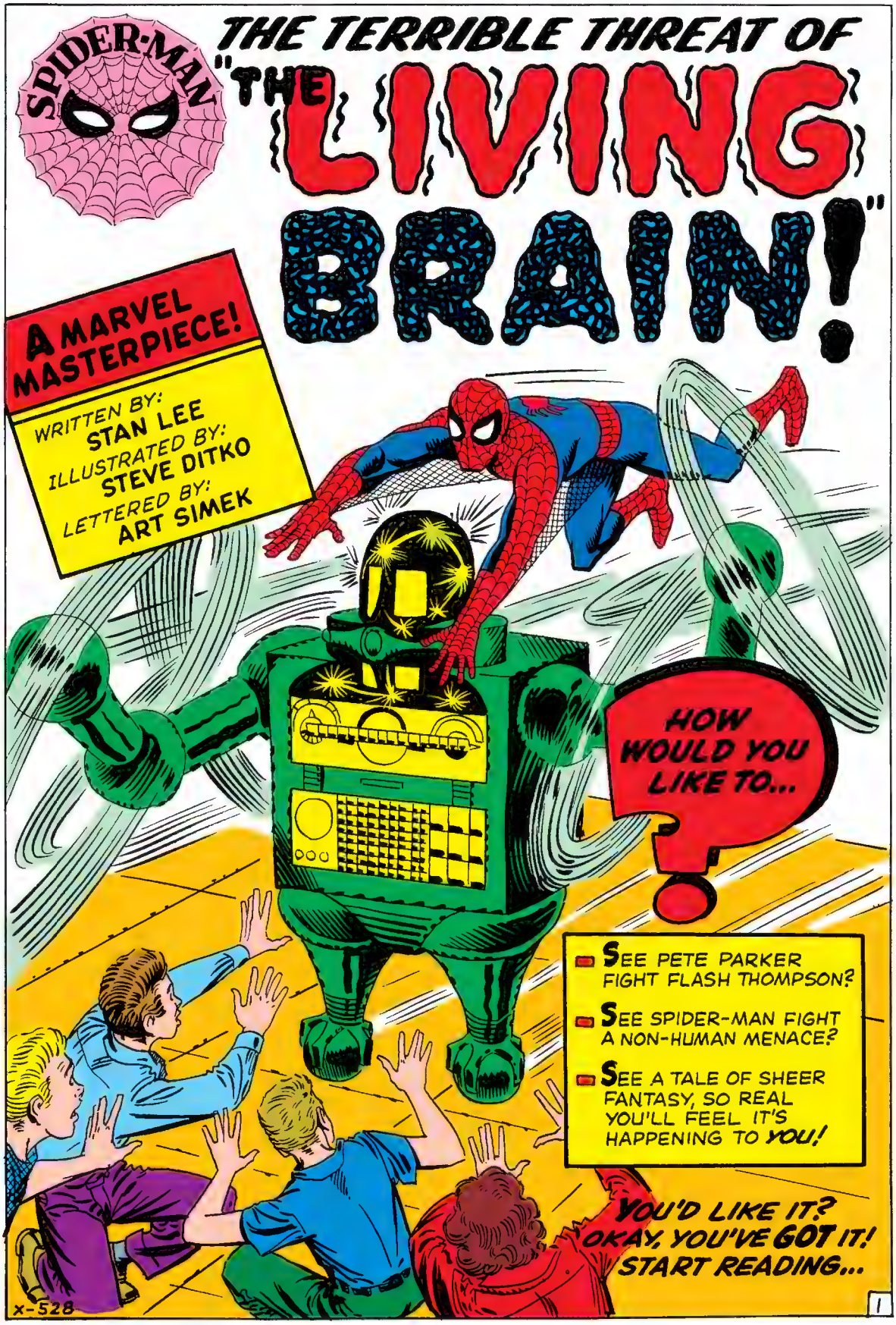


SPECIAL ANNOUNCEMENTS SECTION:

Here it is, the section we like best! A place for us to get together, relax a while, and chew the fat about comic mags. First of all, let's start with an interesting announcement about one of SPIDER-MAN'S ex-villains...

- **Remember the SANDMAN? Well, he made such a hit in SPIDERMAN #4 that we brought him back in another Marvel mag! And so, you'll find ol' Sandy in STRANGE TALES #115, fighting the HUMAN TORCH! It should be fun to see how Torchy fares against one of Pete Parker's most dangerous waltzing partners! STRANGE TALES #15 is on sale now—we think!)**
- **Earth-shaking bulletin #2: Ask us who the guest star is in FANTASTIC FOUR #21! Go on, ASK us! Well, it's SGT. FURY! And if you're wondering how we managed to fit HIM into a story involving a different kind of super-villain with a totally different kind of super-power, there's one way to find out—and you know what THAT is!**
- **We've got so much to talk about, we don't know where to begin! It looks as though our two new mags, X-MEN and THE AVENGERS are destined to be runaway best-sellers! And there's been a lot of talk about DR. STRANGE (in STRANGE TALES, of course). Those that don't like him really HATE the poor guy—and those who like him are WILD about him! Nobody's neutral! We'll give you the result of the pro-and-con count in a few issues. Meantime, if you haven't seen him yet, he's done by Stan and Steve—'nuff said!**
- **By the way, don't delay in letting us know how you like the big changes in TALES TO ASTONISH and TALES OF SUSPENSE! Ant-Man, as you know, has become GIANT-MAN. And IRON MAN—well, you'll have to SEE what we've done to him! Hope you like it! (That's probably the most unnecessary phrase ever written! If you DON'T like the mags we edit for you, we'll shoot ourselves!)**
- **Here's our most difficult announcement: We want to ask your permission to discontinue this letters section! Now hold on, before you hit the ceiling! We KNOW you enjoy these two pages! WE enjoy 'em, too! But, they take HOURS to put together—to select the letters, write the copy, etc., and we'd rather spend that time producing new strips for you. We feel it would be best to have only one clearing house for all Marvel Mail, and that would be the FANTASTIC FOUR Mag. So, how about it? Suppose all the mail for all the Marvel Mags is sent to FF? That'll give SPIDER-MAN two extra pages for longer stories, features, or what-have you! We'll do nothing till we hear from you, so let us know. But, as a special favor, we hope you'll tell us you don't mind.**
- **Okay, time to close shop for now. So let's put away our little webs till next ish, when we'll bring you another book-length epic which all you armchair critics can tear apart to your heart's content! Till then, keep well, keep happy, and keep away from radioactive spiders!**

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
MARVEL COMICS GROUP 12¢
8 JAN.
SPECIAL "TRIBUTE-TO-TEEN-AGERS" ISSUE!!
SEE...
SPIDER-MAN VERSUS "THE LIVING BRAIN!"
SEE...
PETER PARKER'S FIGHT WITH FLASH THOMPSON!
DON'T MISS OUR EXTRA ADDED ATTRACTION...
SPIDER-MAN TACKLES "the HUMAN TORCH"


SPIDER-MAN
THE TERRIBLE THREAT OF
"THE LIVING BRAIN!"
A MARVEL MASTERPIECE!
WRITTEN BY: STAN LEE
ILLUSTRATED BY: STEVE DITKO
LETTERED BY: ART SIMEK
HOW WOULD YOU LIKE TO...
SEE PETE PARKER FIGHT FLASH THOMPSON?
SEE SPIDER-MAN FIGHT A NON-HUMAN MENACE?
SEE A TALE OF SHEER FANTASY, SO REAL YOU'LL FEEL IT'S HAPPENING TO YOU!
YOU'D LIKE IT? OKAY, YOU'VE GOT IT! START READING...
X-528
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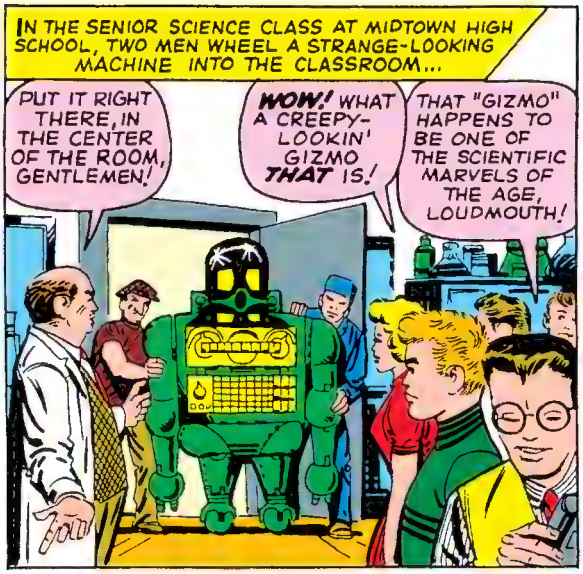
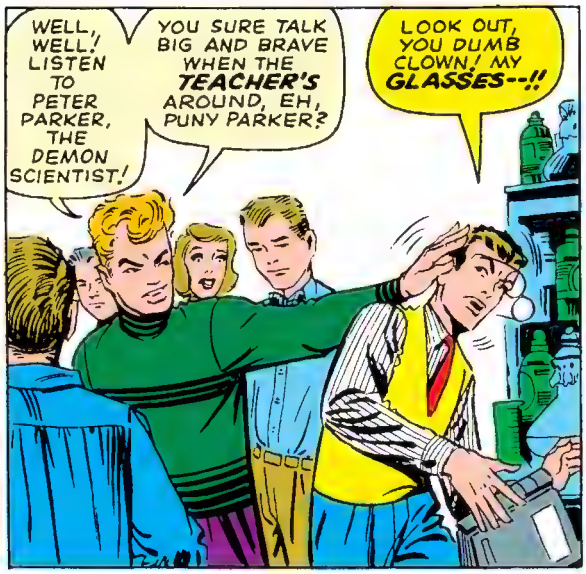
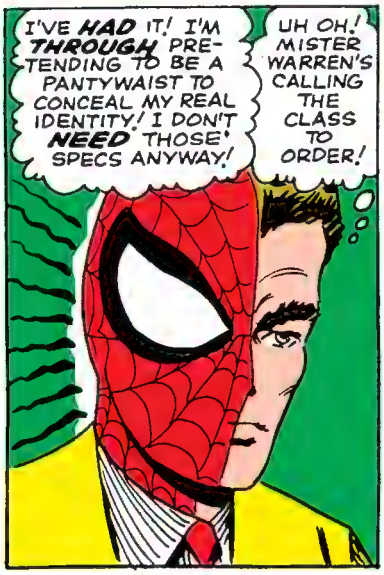

IN THE SENIOR SCIENCE CLASS AT MIDTOWN HIGH SCHOOL, TWO MEN WHEEL A STRANGE-LOOKING MACHINE INTO THE CLASSROOM...
PUT IT RIGHT THERE, IN THE CENTER OF THE ROOM, GENTLEMEN!
WOW! WHAT A CREEPY-LOOKIN' GIZMO THAT IS!
THAT "GIZMO" HAPPENS TO BE ONE OF THE SCIENTIFIC MARVELS OF THE AGE, LOUDMOUTH!

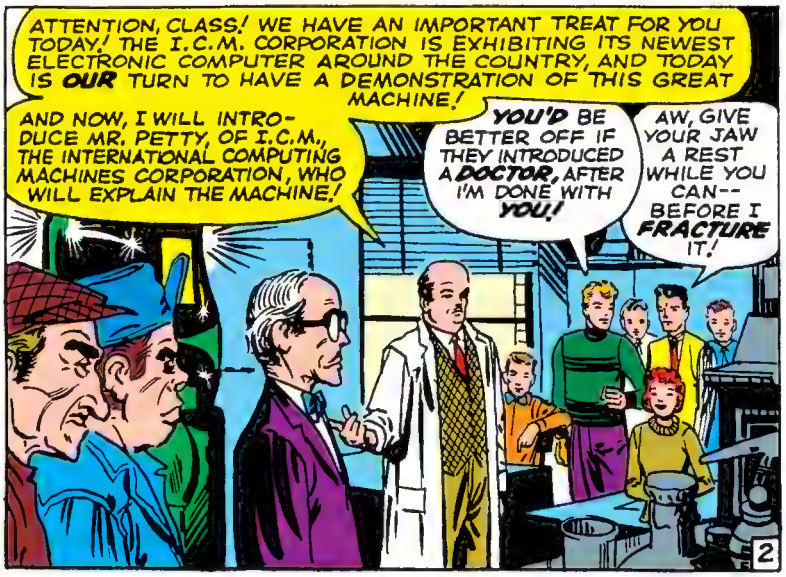

WELL, WELL! LISTEN TO PETER PARKER, THE DEMON SCIENTIST!
YOU SURE TALK BIG AND BRAVE WHEN THE TEACHER'S AROUND, EH, PUNY PARKER?
LOOK OUT, YOU DUMB CLOWN! MY GLASSES--!!

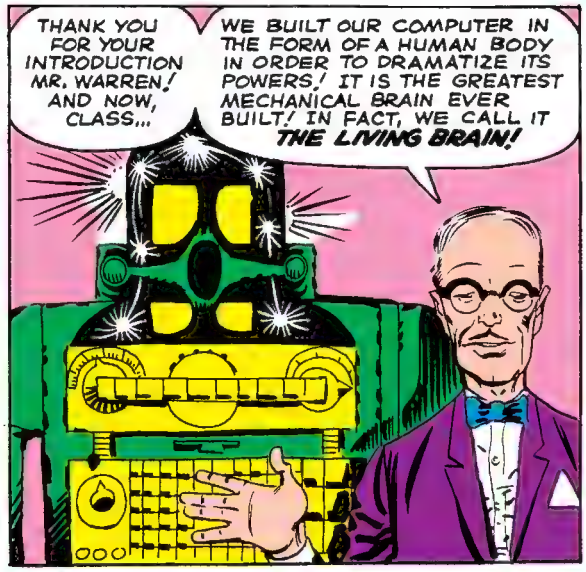
OKAY, OKAY! DON'T MAKE A FEDERAL CASE OUT OF IT! IT WAS AN ACCIDENT!
YOU'RE THE ONLY ACCIDENT AROUND HERE, YOU CLUMSY MEATHEAD! I OUGHTTA...

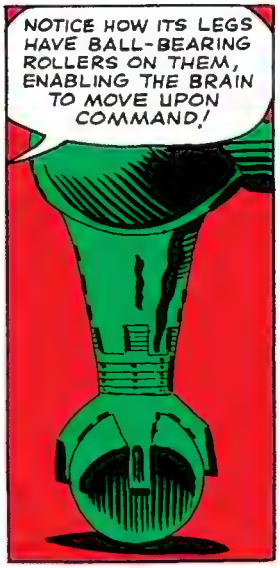
YOU OUGHTTA WHAT, WEAK-LING??
BOYS! KEEP YOUR VOICES DOWN! REMEMBER--YOU'RE STILL IN CLASS!
OKAY, LIZ! BUT FLASH HAS GONE TOO FAR THIS TIME!

LOOK, SCARECROW! WE'LL SEE IF YOU STILL TALK SO BIG AFTER CLASS!
JUST HANG AROUND, UGLY! YOU'VE GOT A LITTLE SURPRISE COMING!


I'VE HAD IT! I'M THROUGH PRETENDING TO BE A PANTYWAIST TO CONCEAL MY REAL IDENTITY! I DON'T NEED THOSE SPECS ANYWAY!
UH OH! MISTER WARREN'S CALLING THE CLASS TO ORDER!

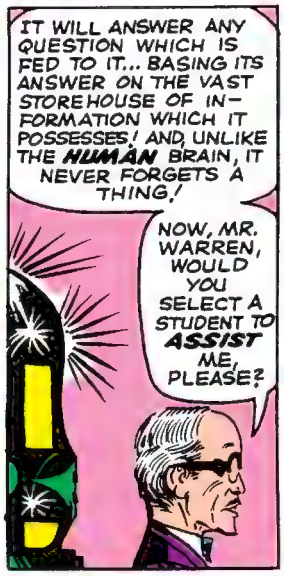

ATTENTION, CLASS! WE HAVE AN IMPORTANT TREAT FOR YOU TODAY! THE I.C.M. CORPORATION IS EXHIBITING ITS NEWEST ELECTRONIC COMPUTER AROUND THE COUNTRY, AND TODAY IS OUR TURN TO HAVE A DEMONSTRATION OF THIS GREAT MACHINE!
AND NOW, I WILL INTRODUCE MR. PETTY, OF I.C.M., THE INTERNATIONAL COMPUTING MACHINES CORPORATION, WHO WILL EXPLAIN THE MACHINE!
YOU'D BE BETTER OFF IF THEY INTRODUCED A DOCTOR, AFTER I'M DONE WITH YOU!
AW, GIVE YOUR JAW A REST WHILE YOU CAN-- BEFORE I FRACTURE IT!


THANK YOU FOR YOUR INTRODUCTION MR. WARREN! AND NOW, CLASS...
WE BUILT OUR COMPUTER IN THE FORM OF A HUMAN BODY IN ORDER TO DRAMATIZE ITS POWERS! IT IS THE GREATEST MECHANICAL BRAIN EVER BUILT! IN FACT, WE CALL IT THE LIVING BRAIN!

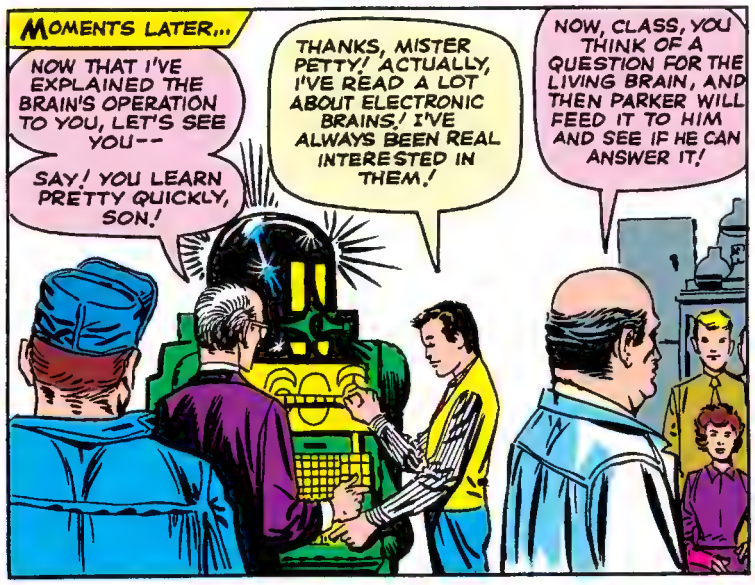

NOTICE HOW ITS LEGS HAVE BALL-BEARING ROLLERS ON THEM, ENABLING THE BRAIN TO MOVE UPON COMMAND!

AND ITS ARMS ARE SO CONSTRUCTED THAT THEY TOO CAN PERFORM SIMPLE MOTIONS...

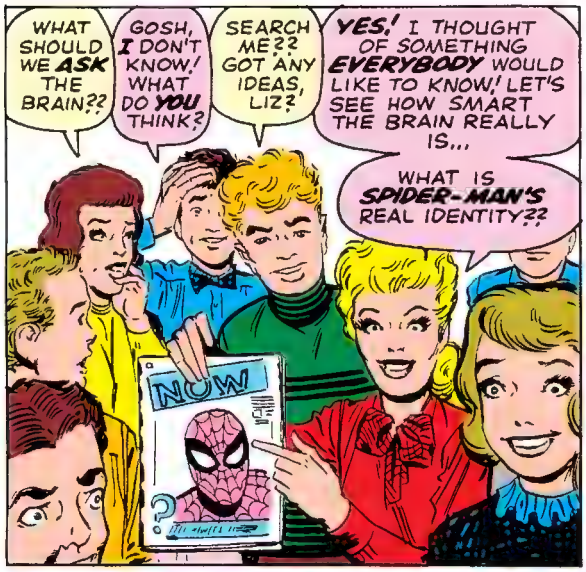
BUT THE MOST IMPORTANT THING ABOUT THE BRAIN, OF COURSE, IS ITS ABILITY TO THINK! IT CONTAINS MORE KNOWLEDGE THAN ANY OTHER BRAIN ON EARTH, HUMAN OR MECHANICAL!

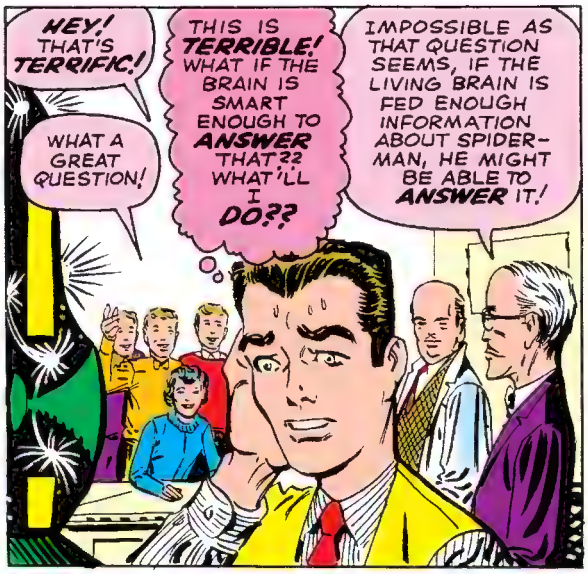

IT WILL ANSWER ANY QUESTION WHICH IS FED TO IT... BASING ITS ANSWER ON THE VAST STOREHOUSE OF INFORMATION WHICH IT POSSESSES! AND, UNLIKE THE HUMAN BRAIN, IT NEVER FORGETS A THING!
NOW, MR. WARREN, WOULD YOU SELECT A STUDENT TO ASSIST ME, PLEASE?

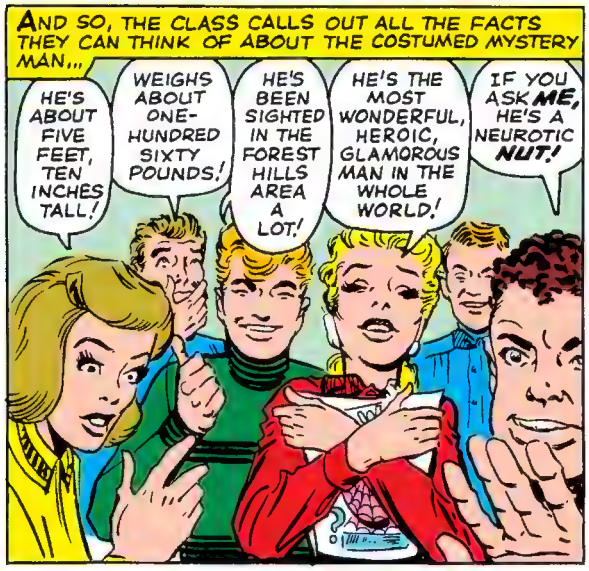
PETER PARKER IS OUR TOP SCIENCE STUDENT! PARKER, WILL YOU STEP UP HERE FOR A MOMENT?
I'LL BE GLAD TO, SIR!
SURE YOU'D BE GLAD TO! HOW DOES IT FEEL TO BE A PROFESSIONAL TEACHER'S PET??
QUIET, FLASH! LET'S SEE WHAT THEY WANT PETE TO DO!

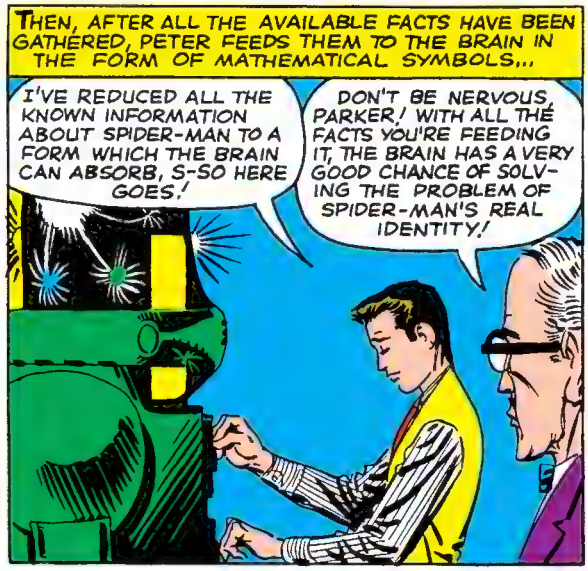

MOMENTS LATER...
NOW THAT I'VE EXPLAINED THE BRAIN'S OPERATION TO YOU, LET'S SEE YOU--
SAY! YOU LEARN PRETTY QUICKLY, SON!
THANKS, MISTER PETTY! ACTUALLY, I'VE READ A LOT ABOUT ELECTRONIC BRAINS! I'VE ALWAYS BEEN REAL INTERESTED IN THEM!
NOW, CLASS, YOU THINK OF A QUESTION FOR THE LIVING BRAIN, AND THEN PARKER WILL FEED IT TO HIM AND SEE IF HE CAN ANSWER IT!

DIDJA HEAR HIM CALL THE BRAIN "HE"--LIKE IT WAS A REAL PERSON??
IT'S SMARTER THAN ANY REAL PERSON! IT CAN FIGURE OUT HORSE RACE WINNERS, ELECTIONS, ANYTHING! WE COULD GET RICH IF WE OWNED IT!

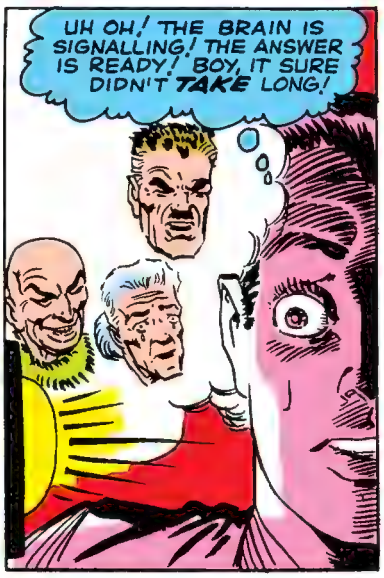

WHAT SHOULD WE ASK THE BRAIN??
GOSH, I DON'T KNOW! WHAT DO YOU THINK?
SEARCH ME?? GOT ANY IDEAS, LIZ?
YES! I THOUGHT OF SOMETHING EVERYBODY WOULD LIKE TO KNOW! LET'S SEE HOW SMART THE BRAIN REALLY IS...
WHAT IS SPIDER-MAN'S REAL IDENTITY??
NOW


HEY! THAT'S TERRIFIC!
WHAT A GREAT QUESTION!
THIS IS TERRIBLE! WHAT IF THE BRAIN IS SMART ENOUGH TO ANSWER THAT?? WHAT'LL I DO??
IMPOSSIBLE AS THAT QUESTION SEEMS, IF THE LIVING BRAIN IS FED ENOUGH INFORMATION ABOUT SPIDER-MAN, HE MIGHT BE ABLE TO ANSWER IT!


AND SO, THE CLASS CALLS OUT ALL THE FACTS THEY CAN THINK OF ABOUT THE COSTUMED MYSTERY MAN...
HE'S ABOUT FIVE FEET, TEN INCHES TALL!
WEIGHS ABOUT ONE-HUNDRED SIXTY POUNDS!
HE'S BEEN SIGHTED IN THE FOREST HILLS AREA A LOT!
HE'S THE MOST WONDERFUL, HEROIC, GLAMOROUS MAN IN THE WHOLE WORLD!
IF YOU ASK ME, HE'S A NEUROTIC NUT!


THEN, AFTER ALL THE AVAILABLE FACTS HAVE BEEN GATHERED, PETER FEEDS THEM TO THE BRAIN IN THE FORM OF MATHEMATICAL SYMBOLS...
I'VE REDUCED ALL THE KNOWN INFORMATION ABOUT SPIDER-MAN TO A FORM WHICH THE BRAIN CAN ABSORB, S-SO HERE GOES!
DON'T BE NERVOUS, PARKER! WITH ALL THE FACTS YOU'RE FEEDING IT, THE BRAIN HAS A VERY GOOD CHANCE OF SOLVING THE PROBLEM OF SPIDER-MAN'S REAL IDENTITY!

I KNOW IT! THAT'S WHAT I'M NERVOUS ABOUT!!


UH OH! THE BRAIN IS SIGNALLING! THE ANSWER IS READY! BOY, IT SURE DIDN'T TAKE LONG!

VERY WELL, PARKER! AS YOU CAN TELL BY THAT WINKING LIGHT, THE ANSWER IS READY FOR YOU! YOU MAY TAKE IT NOW!
YES, SO I SEE! I-I'LL GET IT...

AS YOU KNOW, THE ANSWER IS GIVEN IN THE FORM OF MATHEMATICAL CODE SYMBOLS! IT WILL BE UP TO YOU TO TRANSLATE THEM OVERNIGHT, PARKER!
WHEW! GOOD! AT LEAST THAT'LL GIVE ME TIME TO TRY TO THINK OF SOMETHING!

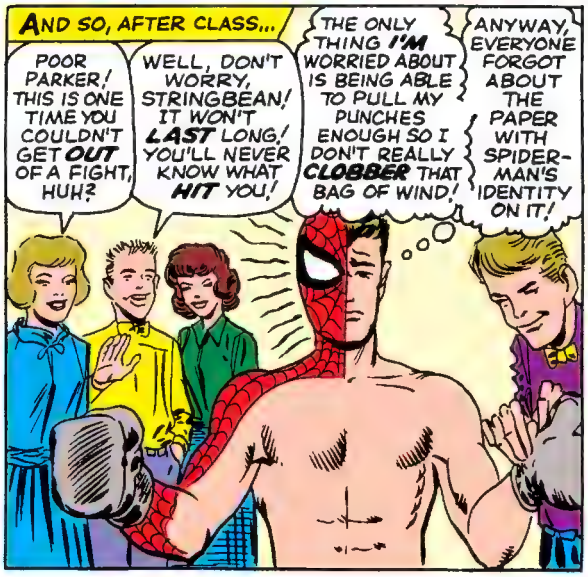
MEANTIME, THE TWO ATTENDANTS ARE MAKING PLANS OF THEIR OWN...
THEN IT'S A DEAL? FIRST CHANCE WE GET WE STEAL THE BRAIN!
WE'LL MAKE A FORTUNE OUT OF IT AND SKIP TO SOME OTHER COUNTRY!

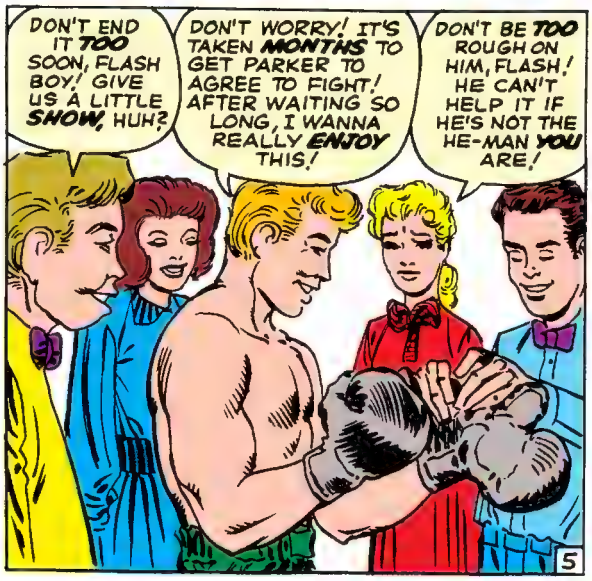
AND, AT THAT MOMENT...
LET ME HAVE THAT PAPER, PARKER! YOU'RE TOO WEAK TO TAKE CARE OF SOMETHING SO VALUABLE! I'LL DECODE IT!
GET YOUR GRUBBY HANDS OFF THIS, THOMPSON! YOU COULDN'T DECODE YOUR OWN NAME UNLESS SOMEONE SPELLED IT OUT FOR YOU!

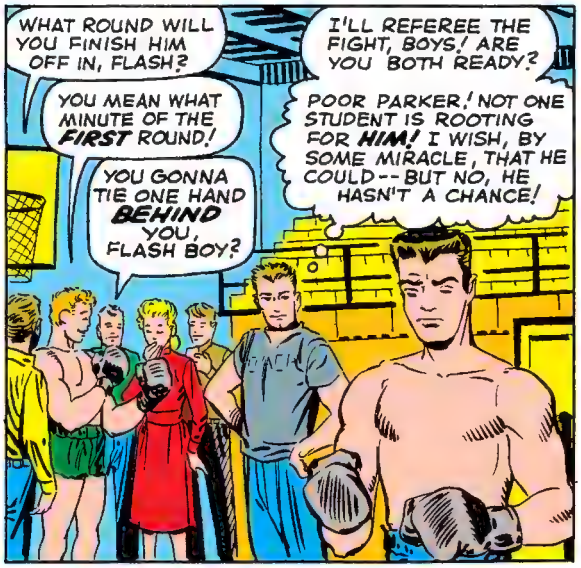
YOU HEARD ME, BIRDBRAIN! GIVE ME THAT PAPER!
WELL, WELL! SO THE WORM TURNS, EH? AND IN YOUR CASE, I DO MEAN "WORM"!

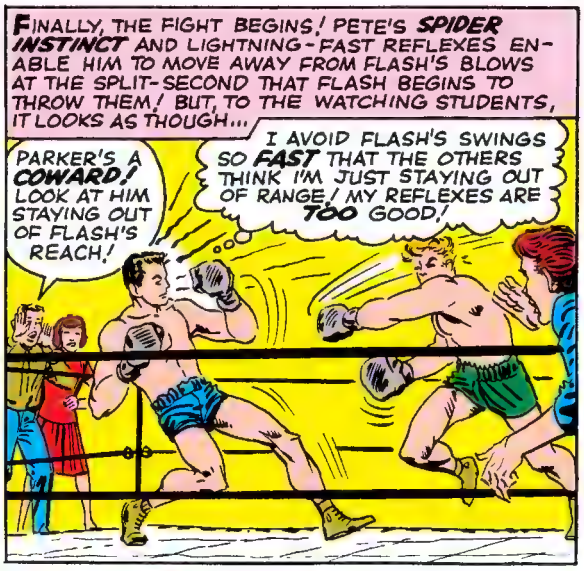
ALL RIGHT, YOU TWO! BREAK IT UP--AND I MEAN RIGHT NOW!
YES SIR!
SORRY, MISTER WARREN!

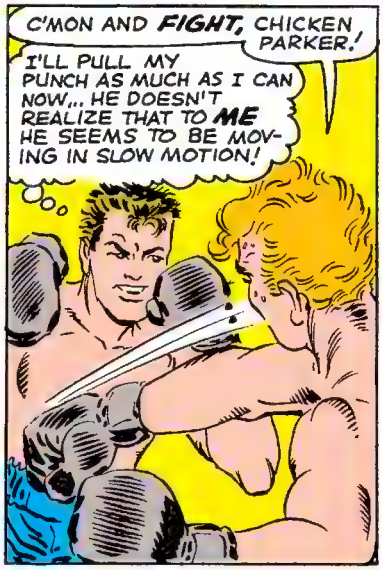
I'VE HAD MY EYE ON YOU TWO FOR A WHILE NOW! IF YOU BOTH ARE SUCH ENEMIES, I SUGGEST YOU SETTLE YOUR FEUD ONCE AND FOR ALL--IN THE GYM!
IT'S A DEAL!
SUITS ME JUST FINE!

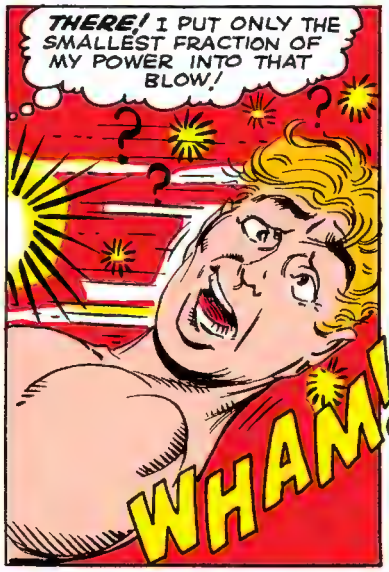

AND SO, AFTER CLASS...
POOR PARKER! THIS IS ONE TIME YOU COULDN'T GET OUT OF A FIGHT, HUH?
WELL, DON'T WORRY, STRINGBEAN! IT WON'T LAST LONG! YOU'LL NEVER KNOW WHAT HIT YOU!
THE ONLY THING I'M WORRIED ABOUT IS BEING ABLE TO PULL MY PUNCHES ENOUGH SO I DON'T REALLY CLOBBER THAT BAG OF WIND!
ANYWAY, EVERYONE FORGOT ABOUT THE PAPER WITH SPIDER-MAN'S IDENTITY ON IT!


DON'T END IT TOO SOON, FLASH BOY! GIVE US A LITTLE SHOW, HUH?
DON'T WORRY! IT'S TAKEN MONTHS TO GET PARKER TO AGREE TO FIGHT! AFTER WAITING SO LONG, I WANNA REALLY ENJOY THIS!
DON'T BE TOO ROUGH ON HIM, FLASH! HE CAN'T HELP IT IF HE'S NOT THE HE-MAN YOU ARE!

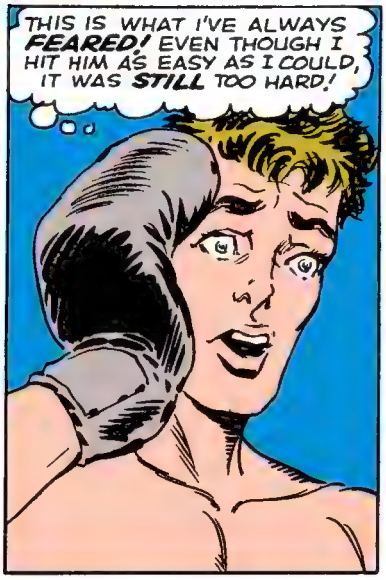

WHAT ROUND WILL YOU FINISH HIM OFF IN, FLASH?
I'LL REFEREE THE FIGHT, BOYS! ARE YOU BOTH READY?
YOU MEAN WHAT MINUTE OF THE FIRST ROUND!
POOR PARKER! NOT ONE STUDENT IS ROOTING FOR HIM! I WISH, BY SOME MIRACLE, THAT HE COULD--BUT NO, HE HASN'T A CHANCE!
YOU GONNA TIE ONE HAND BEHIND YOU, FLASH BOY?

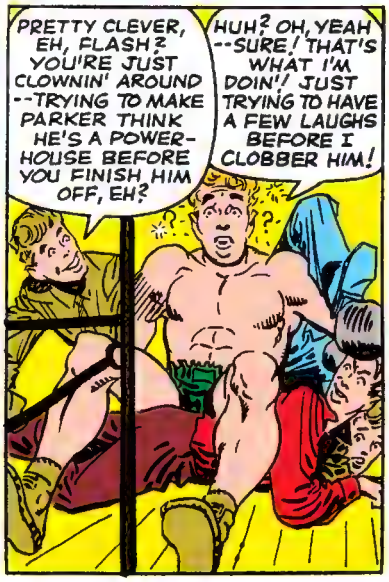

FINALLY, THE FIGHT BEGINS! PETE'S SPIDER INSTINCT AND LIGHTNING-FAST REFLEXES ENABLE HIM TO MOVE AWAY FROM FLASH'S BLOWS AT THE SPLIT-SECOND THAT FLASH BEGINS TO THROW THEM! BUT, TO THE WATCHING STUDENTS, IT LOOKS AS THOUGH...
PARKER'S A COWARD! LOOK AT HIM STAYING OUT OF FLASH'S REACH!
I AVOID FLASH'S SWINGS SO FAST THAT THE OTHERS THINK I'M JUST STAYING OUT OF RANGE! MY REFLEXES ARE TOO GOOD!

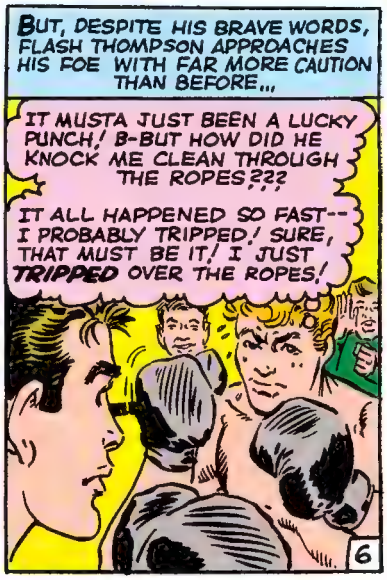

C'MON AND FIGHT, CHICKEN PARKER!
I'LL PULL MY PUNCH AS MUCH AS I CAN NOW... HE DOESN'T REALIZE THAT TO ME HE SEEMS TO BE MOVING IN SLOW MOTION!

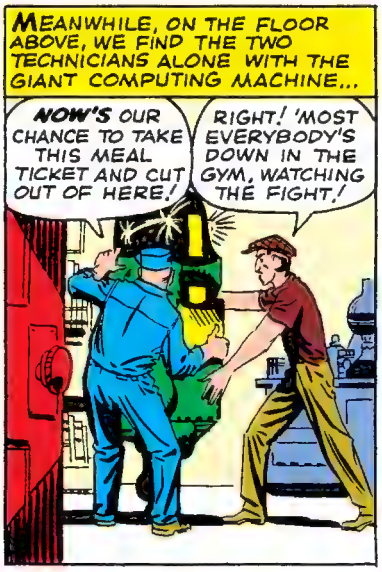

THERE! I PUT ONLY THE SMALLEST FRACTION OF MY POWER INTO THAT BLOW!
WHAM!

HOLY COW! DID YOU SEE THAT??!
I'M NOT SURE! IT HAPPENED SO FAST, IT WAS LIKE A BLUR TO ME!


THIS IS WHAT I'VE ALWAYS FEARED! EVEN THOUGH I HIT HIM AS EASY AS I COULD, IT WAS STILL TOO HARD!

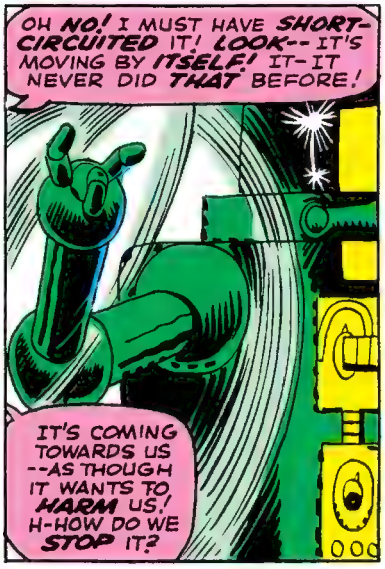

PRETTY CLEVER, EH, FLASH? YOU'RE JUST CLOWNIN' AROUND--TRYING TO MAKE PARKER THINK HE'S A POWERHOUSE BEFORE YOU FINISH HIM OFF, EH?
HUH? OH, YEAH--SURE! THAT'S WHAT I'M DOIN'! JUST TRYING TO HAVE A FEW LAUGHS BEFORE I CLOBBER HIM!

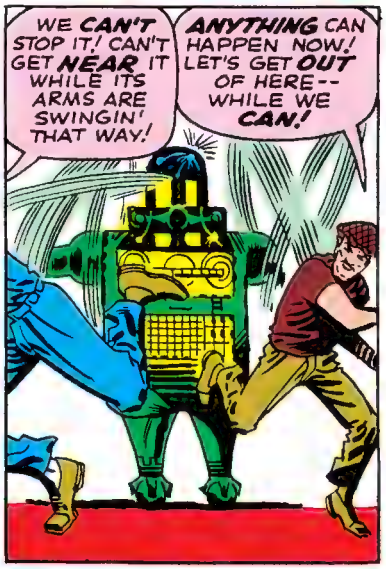

BUT, DESPITE HIS BRAVE WORDS, FLASH THOMPSON APPROACHES HIS FOE WITH FAR MORE CAUTION THAN BEFORE...
IT MUSTA JUST BEEN A LUCKY PUNCH! B-BUT HOW DID HE KNOCK ME CLEAN THROUGH THE ROPES???
IT ALL HAPPENED SO FAST--I PROBABLY TRIPPED! SURE, THAT MUST BE IT! I JUST TRIPPED OVER THE ROPES!

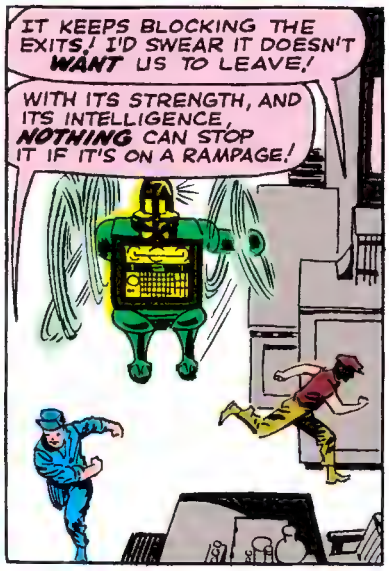

MEANWHILE, ON THE FLOOR ABOVE, WE FIND THE TWO TECHNICIANS ALONE WITH THE GIANT COMPUTING MACHINE...
NOW'S OUR CHANCE TO TAKE THIS MEAL TICKET AND CUT OUT OF HERE!
RIGHT! 'MOST EVERYBODY'S DOWN IN THE GYM, WATCHING THE FIGHT!

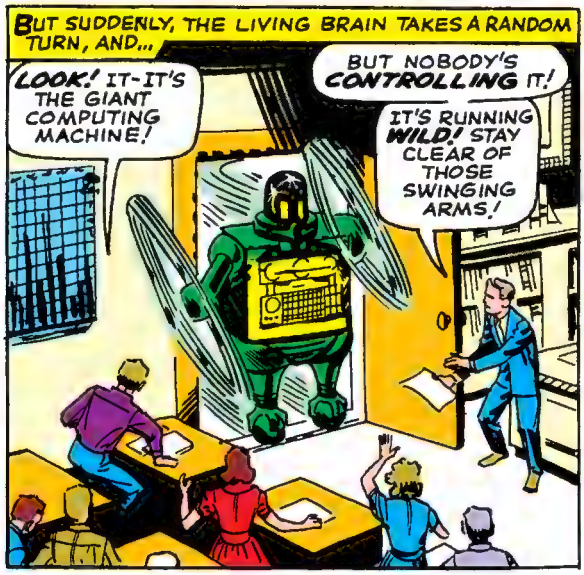
BUT THERE IS ONE MAN WHO IS NOT WATCHING THE FIGHT...
WAIT! WHERE ARE YOU TWO GOING WITH THE BRAIN??!
IT'S PETTY! WE'VE GOT TO SHUT HIM UP, FAST!

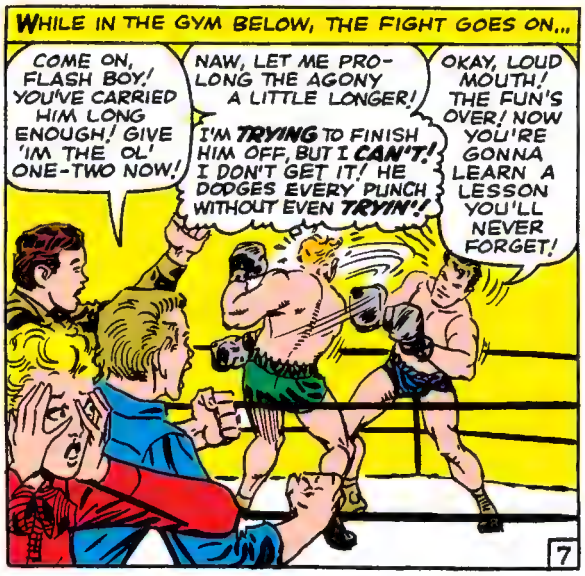
THERE! BY THE TIME HE WAKES UP, WE'LL BE GONE!
HEY-- LOOK OUT! YOU MADE ME BUMP INTO THE BRAIN'S CONTROL PANEL!

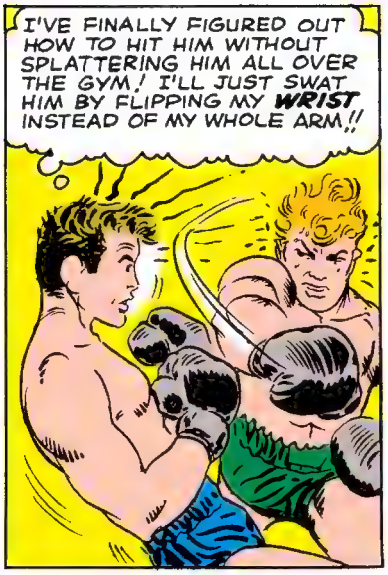

OH NO! I MUST HAVE SHORT-CIRCUITED IT! LOOK-- IT'S MOVING BY ITSELF! IT-IT NEVER DID THAT BEFORE!
IT'S COMING TOWARDS US --AS THOUGH IT WANTS TO HARM US! H-HOW DO WE STOP IT?

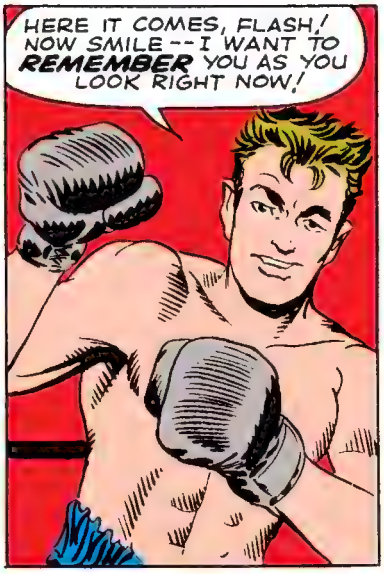

WE CAN'T STOP IT! CAN'T GET NEAR IT WHILE ITS ARMS ARE SWINGIN' THAT WAY!
ANYTHING CAN HAPPEN NOW! LET'S GET OUT OF HERE-- WHILE WE CAN!

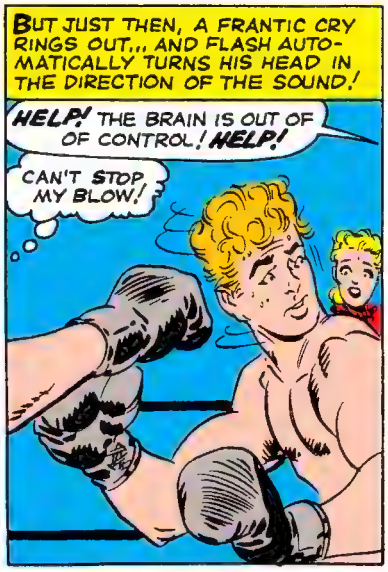

IT KEEPS BLOCKING THE EXITS! I'D SWEAR IT DOESN'T WANT US TO LEAVE!
WITH ITS STRENGTH, AND ITS INTELLIGENCE, NOTHING CAN STOP IT IF IT'S ON A RAMPAGE!

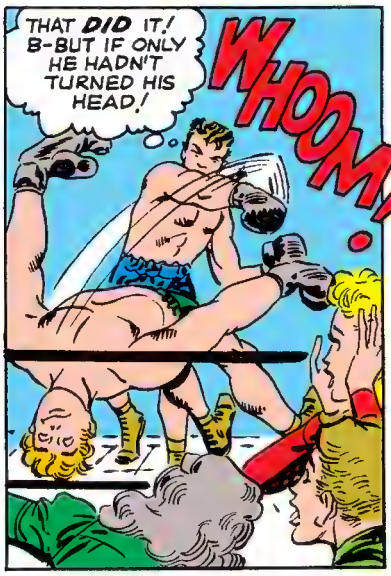

BUT SUDDENLY, THE LIVING BRAIN TAKES A RANDOM TURN, AND...
LOOK! IT-IT'S THE GIANT COMPUTING MACHINE!
BUT NOBODY'S CONTROLLING IT!
IT'S RUNNING WILD! STAY CLEAR OF THOSE SWINGING ARMS!

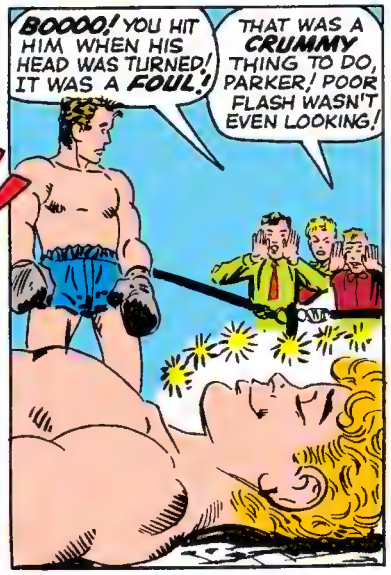

WHILE IN THE GYM BELOW, THE FIGHT GOES ON...
COME ON, FLASH BOY! YOU'VE CARRIED HIM LONG ENOUGH! GIVE 'IM THE OL' ONE-TWO NOW!
NAW, LET ME PROLONG THE AGONY A LITTLE LONGER!
I'M TRYING TO FINISH HIM OFF, BUT I CAN'T! I DON'T GET IT! HE DODGES EVERY PUNCH WITHOUT EVEN TRYIN'!
OKAY, LOUD MOUTH! THE FUN'S OVER! NOW YOU'RE GONNA LEARN A LESSON YOU'LL NEVER FORGET!


I'VE FINALLY FIGURED OUT HOW TO HIT HIM WITHOUT SPLATTERING HIM ALL OVER THE GYM! I'LL JUST SWAT HIM BY FLIPPING MY WRIST INSTEAD OF MY WHOLE ARM!!

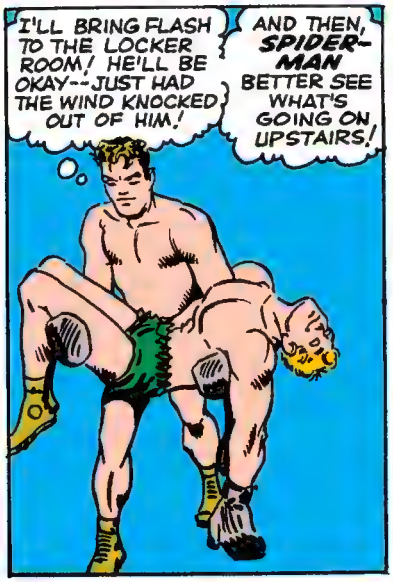

HERE IT COMES, FLASH! NOW SMILE--I WANT TO REMEMBER YOU AS YOU LOOK RIGHT NOW!


BUT JUST THEN, A FRANTIC CRY RINGS OUT... AND FLASH AUTOMATICALLY TURNS HIS HEAD IN THE DIRECTION OF THE SOUND!
HELP! THE BRAIN IS OUT OF OF CONTROL! HELP!
CAN'T STOP MY BLOW!


THAT DID IT! B-BUT IF ONLY HE HADN'T TURNED HIS HEAD!
WHOOM!

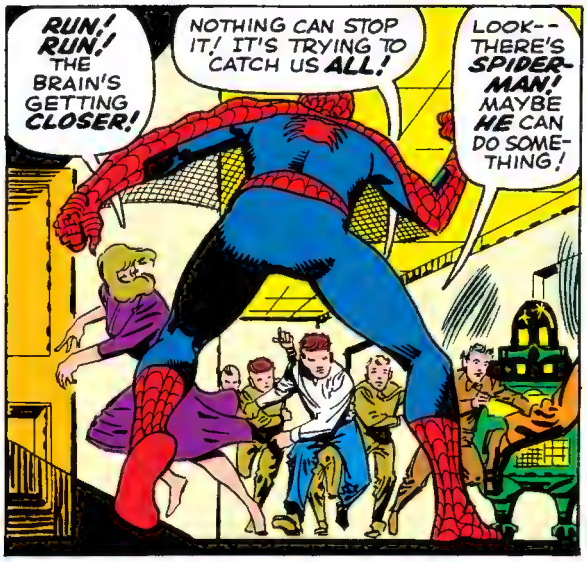

BOOOO! YOU HIT HIM WHEN HIS HEAD WAS TURNED! IT WAS A FOUL!
THAT WAS A CRUMMY THING TO DO, PARKER! POOR FLASH WASN'T EVEN LOOKING!

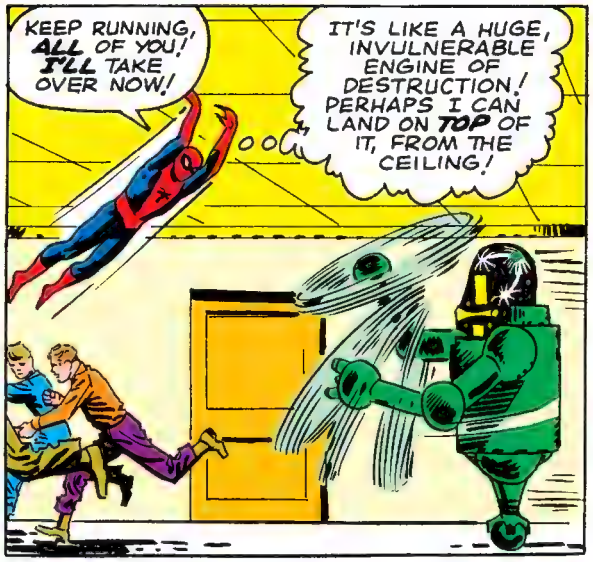
AT THAT MOMENT...
MR. PETTY! WHERE'S MR. PETTY?? HE'S THE ONLY ONE WHO CAN DO ANYTHING!
THE LIVING BRAIN IS RUNNING AMOK, AND NO ONE KNOWS HOW TO STOP IT!

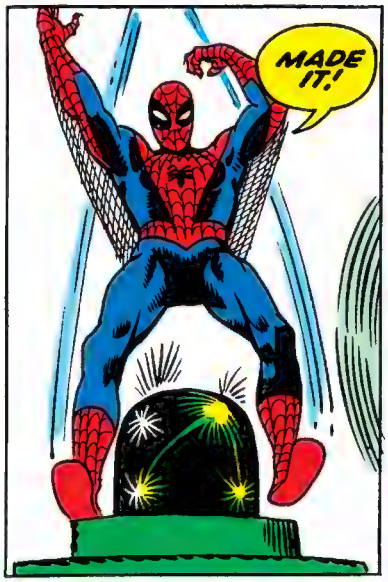

I'LL BRING FLASH TO THE LOCKER ROOM! HE'LL BE OKAY--JUST HAD THE WIND KNOCKED OUT OF HIM!
AND THEN, SPIDER-MAN BETTER SEE WHAT'S GOING ON UPSTAIRS!

EXACTLY THIRTY SECONDS LATER...
I DON'T SEE HOW THE BRAIN COULD GO OUT OF CONTROL --UNLESS IT WAS TAMPERED WITH!

ANYWAY, HOW CAN AN ELECTRONIC THINKING MACHINE CAUSE SUCH ALARM?? I'M SURE IT'S JUST--
SIZZLIN' SPIDER-WEBS!! LOOK AT THAT! NO WONDER THEY'RE SCARED!

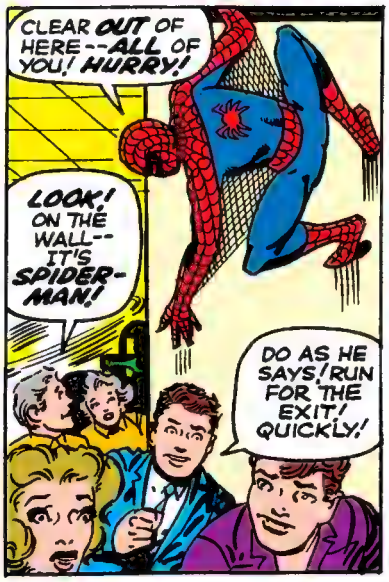

RUN! RUN! THE BRAIN'S GETTING CLOSER!
NOTHING CAN STOP IT! IT'S TRYING TO CATCH US ALL!
LOOK-- THERE'S SPIDER-MAN! MAYBE HE CAN DO SOMETHING!


KEEP RUNNING, ALL OF YOU! I'LL TAKE OVER NOW!
IT'S LIKE A HUGE, INVULNERABLE ENGINE OF DESTRUCTION! PERHAPS I CAN LAND ON TOP OF IT, FROM THE CEILING!

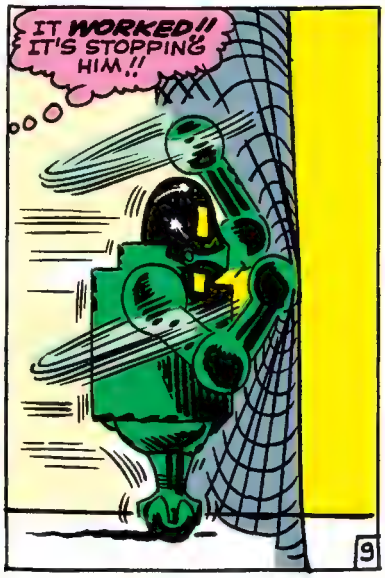

MADE IT!

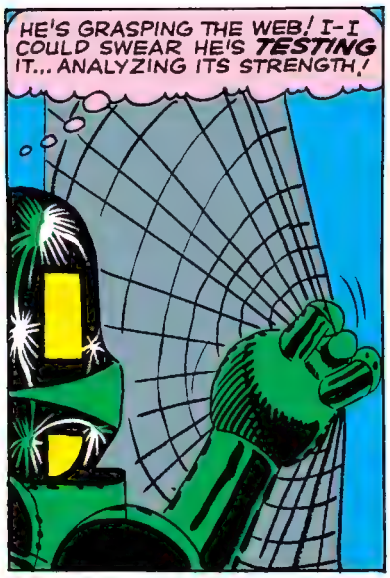
WHAP!
OWW! I FORGOT --THE MACHINE CAN THINK, IN ITS OWN FASHION! IT SWATTED ME OFF EASY AS PIE!

SOMERSAULTING IN MID-AIR, THE AGILE SPIDER-MAN REGAINS HIS BALANCE AND LANDS LIGHTLY ON HIS FEET AS THE RAMPAGING MACHINE CONTINUES TO RUMBLE DOWN THE HALL!
I'VE GOT TO GET AHEAD OF IT AND WARN THE OTHER KIDS TO RUN TO SAFETY!

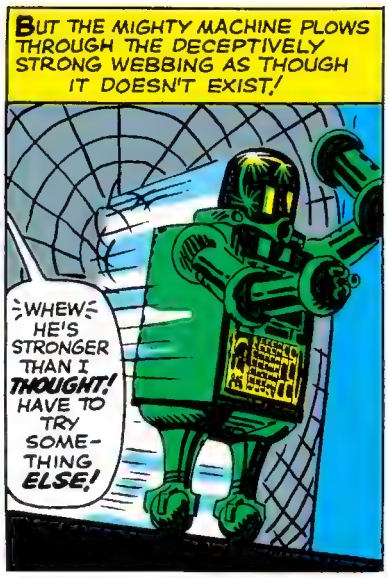

CLEAR OUT OF HERE--ALL OF YOU! HURRY!
LOOK! ON THE WALL-- IT'S SPIDER-MAN!
DO AS HE SAYS! RUN FOR THE EXIT! QUICKLY!

AND NOW I CAN CONCENTRATE ON THE BRAIN! I'LL TRY TO SLOW HIM DOWN WITH A QUICK-FORMING WEB!


IT WORKED!! IT'S STOPPING HIM!!

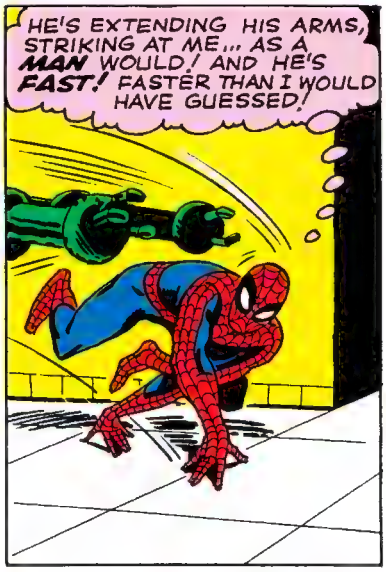

HE'S GRASPING THE WEB! I-I COULD SWEAR HE'S TESTING IT... ANALYZING ITS STRENGTH!

I HEAR HIS GEARS MOVING... AS THOUGH HE'S DECIDING HOW MUCH PRESSURE TO APPLY!!
AW, THAT'S IMPOSSIBLE! HE CAN'T BREAK MY WEB!

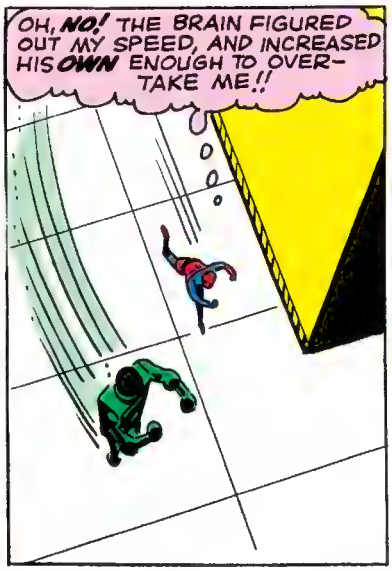

BUT THE MIGHTY MACHINE PLOWS THROUGH THE DECEPTIVELY STRONG WEBBING AS THOUGH IT DOESN'T EXIST!
WHEW! HE'S STRONGER THAN I THOUGHT! HAVE TO TRY SOME-THING ELSE!

FIRST, I'LL TEST HIS THINKING ABILITY! I'LL LET HIM HEAR ME RUNNING--THEN I'LL SEE WHAT HE DOES!

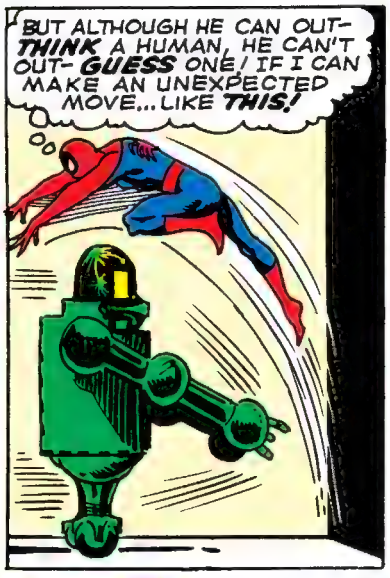
HE DOES THINK! LIKE A HUMAN! AT THE SOUND OF MY FOOTSTEPS HE TURNED...


HE'S EXTENDING HIS ARMS, STRIKING AT ME... AS A MAN WOULD! AND HE'S FAST! FASTER THAN I WOULD HAVE GUESSED!

HE KNOWS I'M AN ENEMY! HE'S AFTER ME!
I'VE GOT TO STAY OUT OF REACH OF THOSE POWERFUL ARMS!


OH, NO! THE BRAIN FIGURED OUT MY SPEED, AND INCREASED HIS OWN ENOUGH TO OVER-TAKE ME!!

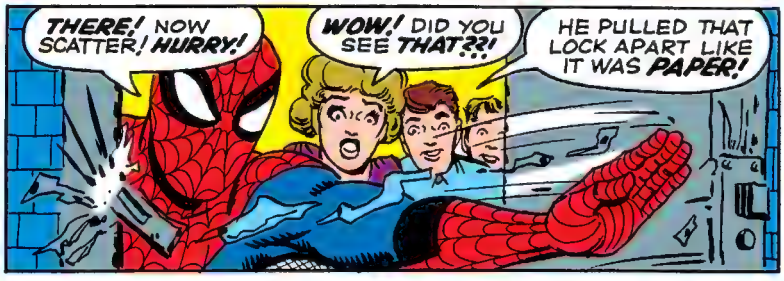
HE OUT-MANEUVERED ME! HE REALLY IS THE FASTEST THINKING MACHINE ON EARTH!! I-I'M TRAPPED!

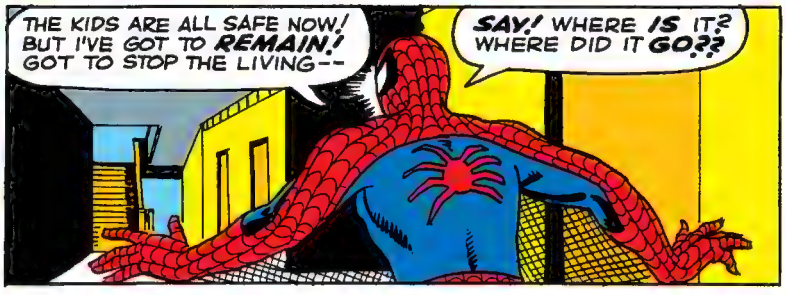

BUT ALTHOUGH HE CAN OUT-THINK A HUMAN, HE CAN'T OUT-GUESS ONE! IF I CAN MAKE AN UNEXPECTED MOVE... LIKE THIS!

BUT HE'LL REMEMBER THAT MANEUVER! I'LL NEVER BE ABLE TO TRICK HIM WITH IT AGAIN!

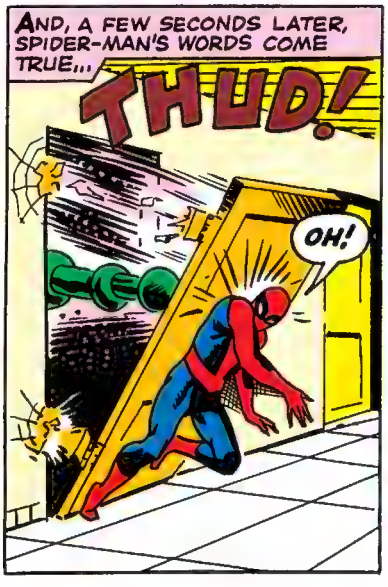
I'VE GOT TO KEEP LEAPING FROM WALL TO WALL! CHANGE MY MOTION PATTERN ALL THE TIME! IF I REPEAT ANY ACTION, HE'LL REMEMBER IT AND GET ME!

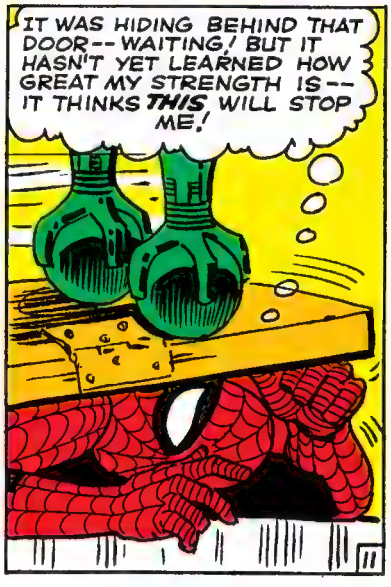
MORE KIDS! I THOUGHT THEY WERE ALL SAFELY OUT!
TURN AROUND-- RUN! THE LIVING BRAIN IS RIGHT BEHIND ME!
B-BUT THE EXIT DOOR IS JAMMED! WE CAN'T OPEN IT!


THERE! NOW SCATTER! HURRY!
WOW! DID YOU SEE THAT??!
HE PULLED THAT LOCK APART LIKE IT WAS PAPER!


THE KIDS ARE ALL SAFE NOW! BUT I'VE GOT TO REMAIN! GOT TO STOP THE LIVING--
SAY! WHERE IS IT? WHERE DID IT GO??

I DON'T LIKE THIS! IT'S TOO CUNNING!
I MUSTN'T FORGET THAT EVEN THOUGH IT'S ONLY A MACHINE, IT THINKS LIKE A MAN! IT'S PLANNING A TRAP FOR ME!

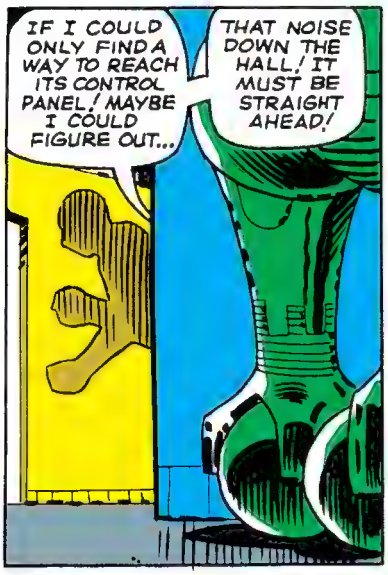

AND, A FEW SECONDS LATER, SPIDER-MAN'S WORDS COME TRUE...
THUD!
OH!

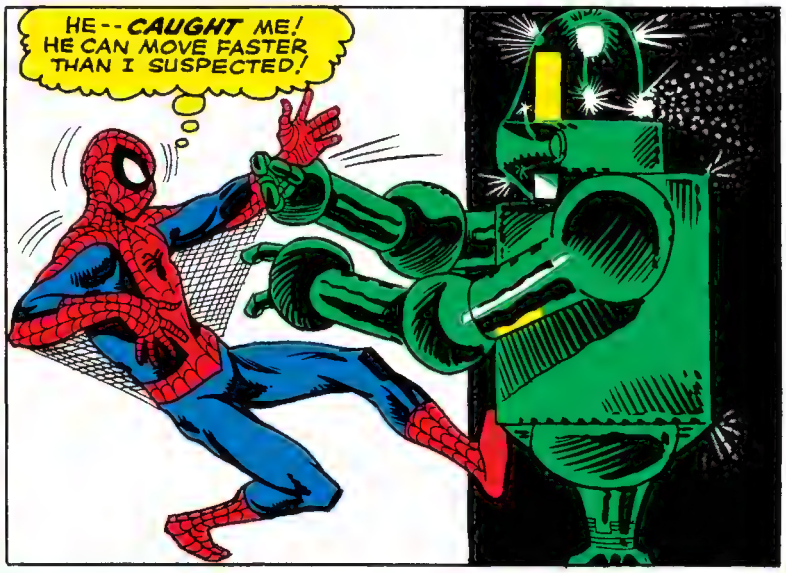

IT WAS HIDING BEHIND THAT DOOR-- WAITING! BUT IT HASN'T YET LEARNED HOW GREAT MY STRENGTH IS-- IT THINKS THIS WILL STOP ME!

IT'S GONE! THINKS IT FINISHED ME OFF! BUT I'LL HAVE TO BE MORE CAREFUL NEXT TIME!
THE BRAIN NEVER FORGETS! ONCE IT SEES ME AGAIN, IT'LL REALIZE THE EXTENT OF MY STRENGTH, AND IT WILL FIGHT HARDER THAN EVER!

BUT, SUDDENLY...
NOW'S OUR CHANCE! THE BRAIN IS GONE! LET'S CLEAR OUT OF HERE!
YEAH, BEFORE ANYONE REALIZES WE CAUSED ALL THE TROUBLE BY MESSING UP ITS CONTROLS WHEN WE TRIED TO STEAL IT!
AHHH ...SO THAT'S IT!

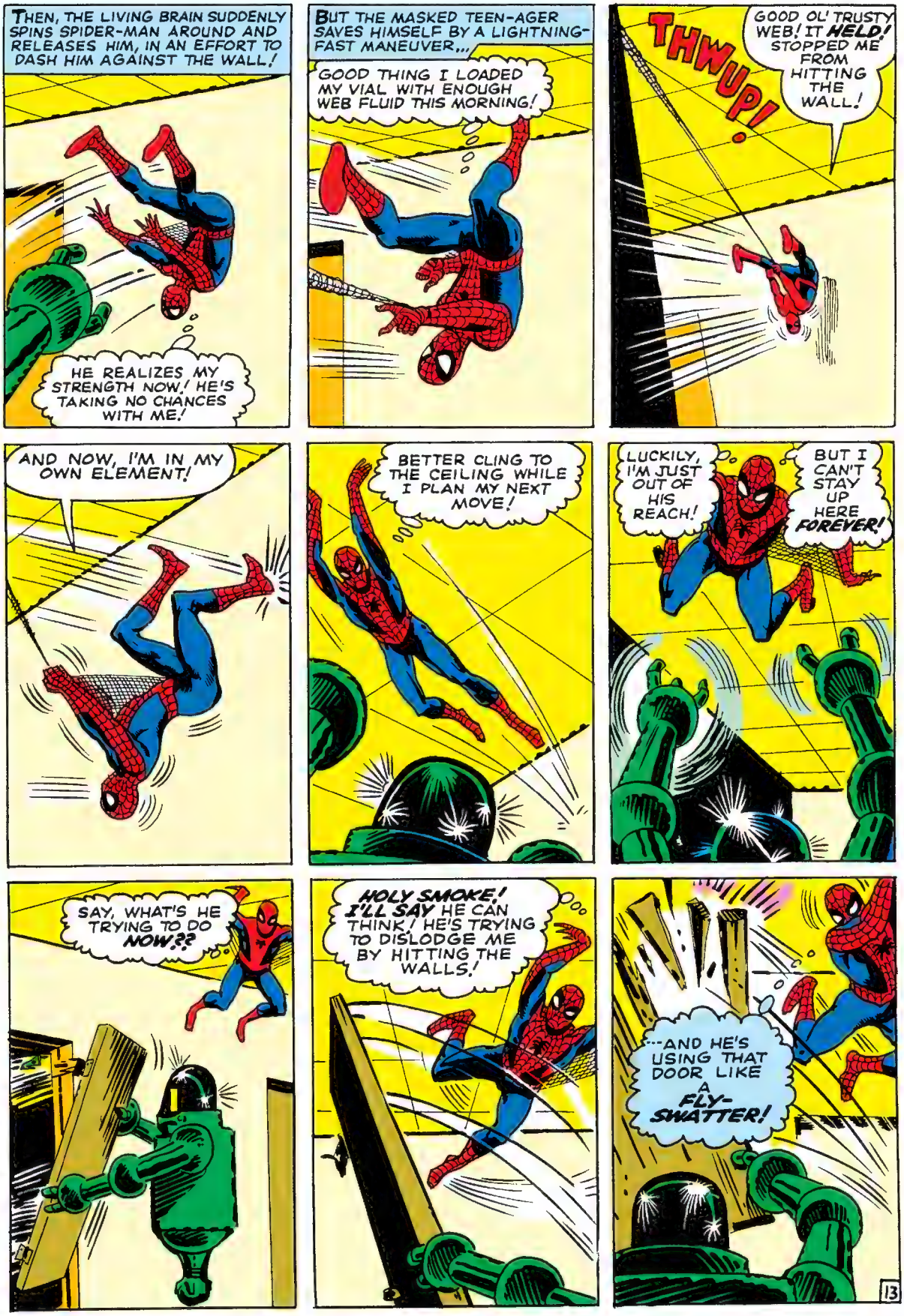
I KNEW THE BRAIN COULDN'T HAVE BECOME A MENACE BY ITSELF! BUT MY FIRST JOB IS STILL TO FIND IT, AND RENDER IT HARMLESS!

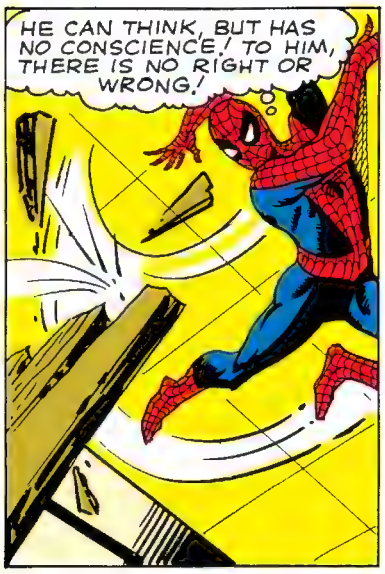

IF I COULD ONLY FIND A WAY TO REACH ITS CONTROL PANEL! MAYBE I COULD FIGURE OUT...
THAT NOISE DOWN THE HALL! IT MUST BE STRAIGHT AHEAD!


HE--CAUGHT ME! HE CAN MOVE FASTER THAN I SUSPECTED!

HE THINKS SO FAST THAT HE CAN ACTUALLY SECOND-GUESS MY ACTIONS!

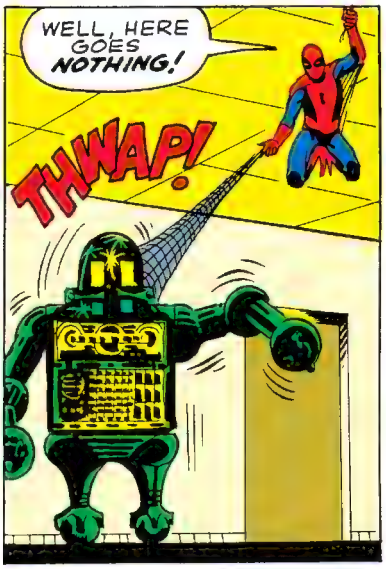
AND HIS ELECTRONIC CIRCUITS CAN ADJUST HIS MECHANICAL BODY AS FAST AS HE CAN THINK!
WHEN I EXERT MORE PRESSURE, HE AUTOMATICALLY INCREASES HIS OWN POWER TO NULLIFY MINE!


THEN, THE LIVING BRAIN SUDDENLY SPINS SPIDER-MAN AROUND AND RELEASES HIM, IN AN EFFORT TO DASH HIM AGAINST THE WALL!
HE REALIZES MY STRENGTH NOW! HE'S TAKING NO CHANCES WITH ME!
BUT THE MASKED TEEN-AGER SAVES HIMSELF BY A LIGHTNING-FAST MANEUVER...
GOOD THING I LOADED MY VIAL WITH ENOUGH WEB FLUID THIS MORNING!
THWUP!
GOOD OL' TRUSTY WEB! IT HELD! STOPPED ME FROM HITTING THE WALL!
AND NOW, I'M IN MY OWN ELEMENT!
BETTER CLING TO THE CEILING WHILE I PLAN MY NEXT MOVE!
LUCKILY, I'M JUST OUT OF HIS REACH!
BUT I CAN'T STAY UP HERE FOREVER!
SAY, WHAT'S HE TRYING TO DO NOW??
HOLY SMOKE! I'LL SAY HE CAN THINK! HE'S TRYING TO DISLODGE ME BY HITTING THE WALLS!
---AND HE'S USING THAT DOOR LIKE A FLY-SWATTER!
13

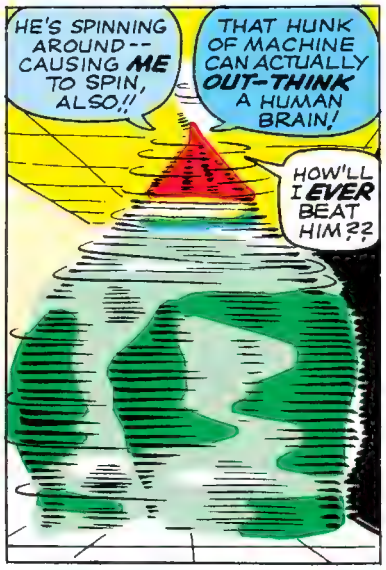

HE CAN THINK, BUT HAS NO CONSCIENCE! TO HIM, THERE IS NO RIGHT OR WRONG!

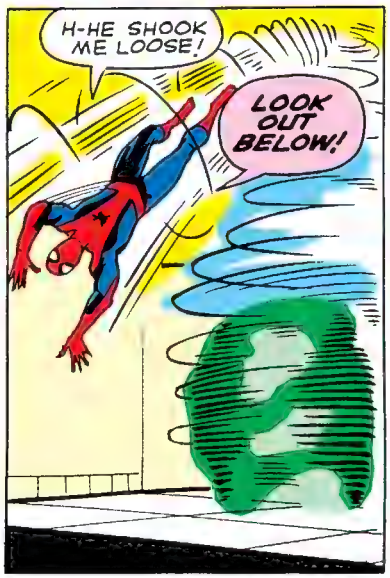
HE DOESN'T EVEN HATE ME! JUST WANTS ME TO STOP BOTHERING HIM!
BUT WHETHER HE MEANS IT OR NOT, IF HE CONNECTS, IT'S GOODBYE SPIDER-MAN!

WHATEVER I'M GOING TO DO, I'D BETTER DO IT FAST!

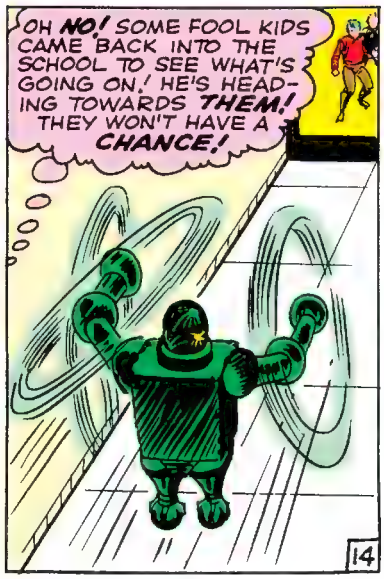

WELL, HERE GOES NOTHING!
THWAP!

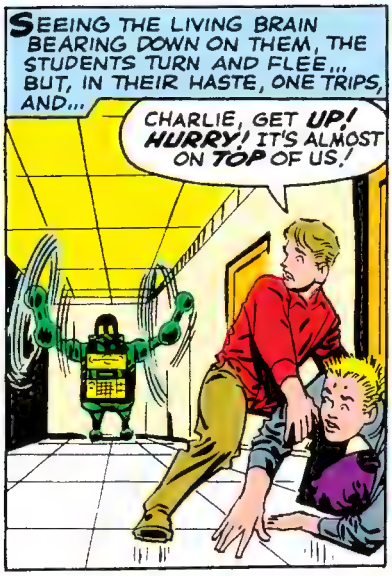
IF I HOLD TIGHT ENOUGH, HE WON'T BE ABLE TO REACH THE WALL TO POUND ANY MORE!
BUT I CAN'T HOLD ON MUCH LONGER --HE'S EXERTING TOO MUCH PULL!

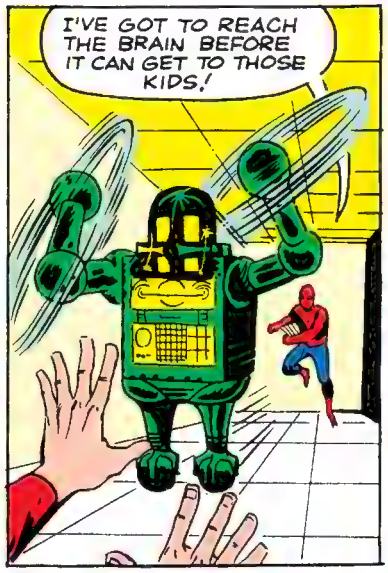

HE'S SPINNING AROUND -- CAUSING ME TO SPIN, ALSO!!
THAT HUNK OF MACHINE CAN ACTUALLY OUT-THINK A HUMAN BRAIN!
HOW'LL I EVER BEAT HIM??

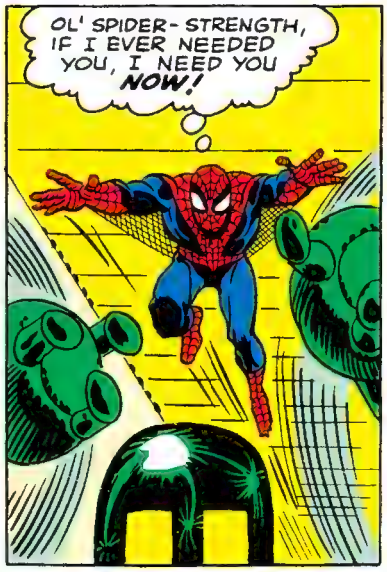

H-HE SHOOK ME LOOSE!
LOOK OUT BELOW!

HE'S LEAVING! HE FEELS THERE'S NOTHING I CAN DO TO STOP HIM! I'M NOT WORTH BOTHERING ABOUT ANY MORE!


OH NO! SOME FOOL KIDS CAME BACK INTO THE SCHOOL TO SEE WHAT'S GOING ON! HE'S HEADING TOWARDS THEM! THEY WON'T HAVE A CHANCE!

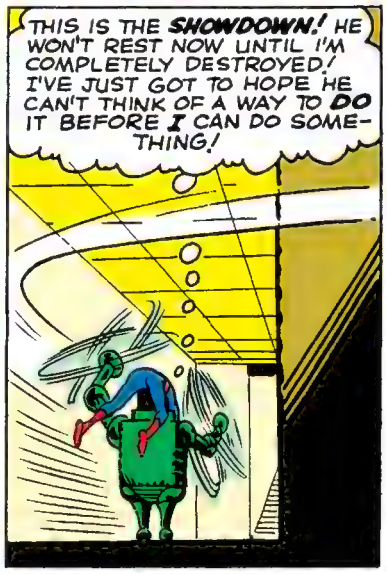

SEEING THE LIVING BRAIN BEARING DOWN ON THEM, THE STUDENTS TURN AND FLEE... BUT, IN THEIR HASTE, ONE TRIPS, AND...
CHARLIE, GET UP! HURRY! IT'S ALMOST ON TOP OF US!

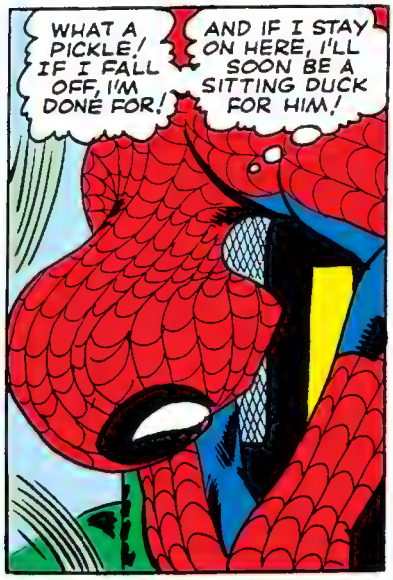

I'VE GOT TO REACH THE BRAIN BEFORE IT CAN GET TO THOSE KIDS!

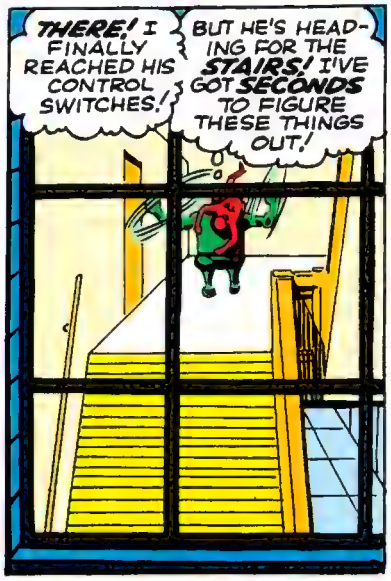

OL' SPIDER-STRENGTH, IF I EVER NEEDED YOU, I NEED YOU NOW!

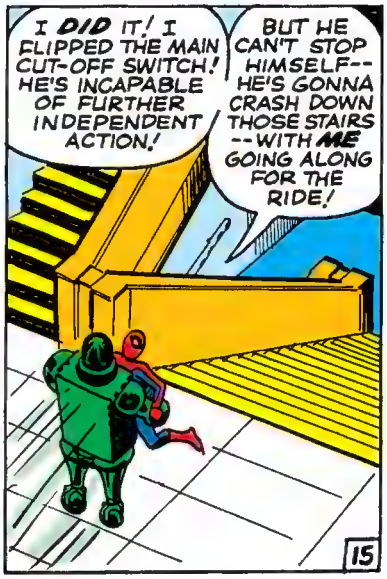
GOT HIM! NOW, IF I CAN JUST REACH THAT CONTROL PANEL...
LOOK! SPIDER-MAN SAVED US!
YEAH! BUT NOW WHO'S GONNA SAVE SPIDER-MAN??

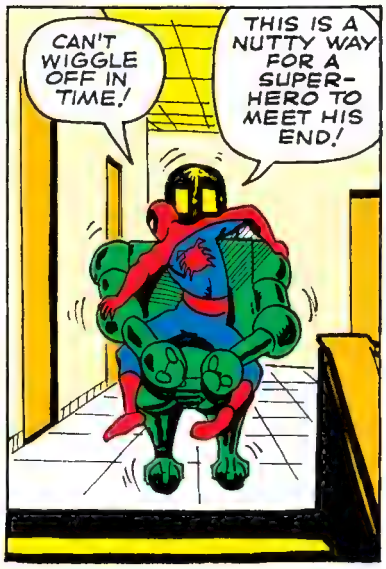
AT LEAST I DIVERTED HIS ATTENTION FROM THOSE KIDS!
BUT HE'S MOVING SO FAST I CAN'T REACH HIS CONTROLS!


THIS IS THE SHOWDOWN! HE WON'T REST NOW UNTIL I'M COMPLETELY DESTROYED! I'VE JUST GOT TO HOPE HE CAN'T THINK OF A WAY TO DO IT BEFORE I CAN DO SOMETHING!

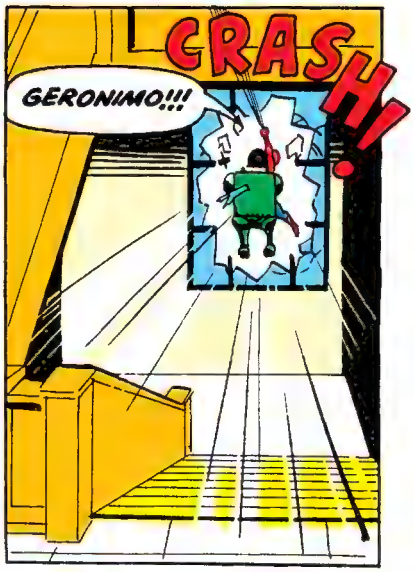

WHAT A PICKLE! IF I FALL OFF, I'M DONE FOR!
AND IF I STAY ON HERE, I'LL SOON BE A SITTING DUCK FOR HIM!

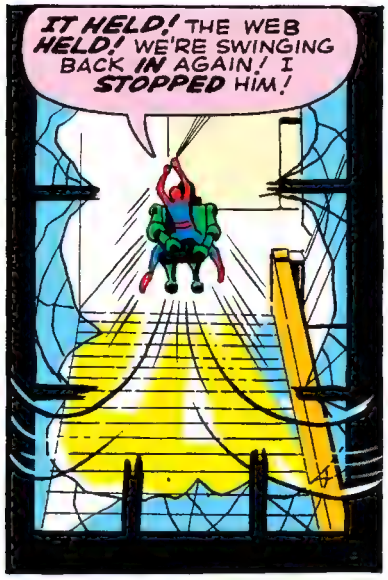

THERE! I FINALLY REACHED HIS CONTROL SWITCHES!
BUT HE'S HEADING FOR THE STAIRS! I'VE GOT SECONDS TO FIGURE THESE THINGS OUT!

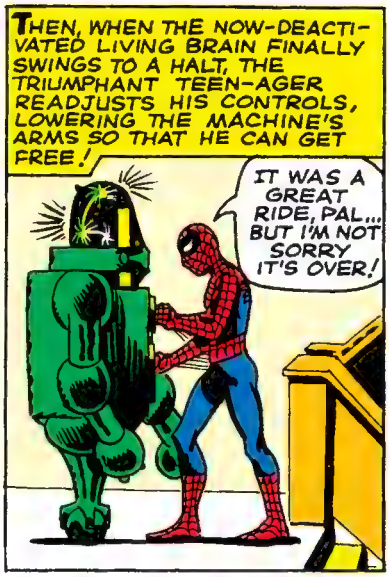

I DID IT! I FLIPPED THE MAIN CUT-OFF SWITCH! HE'S INCAPABLE OF FURTHER INDEPENDENT ACTION!
BUT HE CAN'T STOP HIMSELF-- HE'S GONNA CRASH DOWN THOSE STAIRS --WITH ME GOING ALONG FOR THE RIDE!


CAN'T WIGGLE OFF IN TIME!
THIS IS A NUTTY WAY FOR A SUPER-HERO TO MEET HIS END!

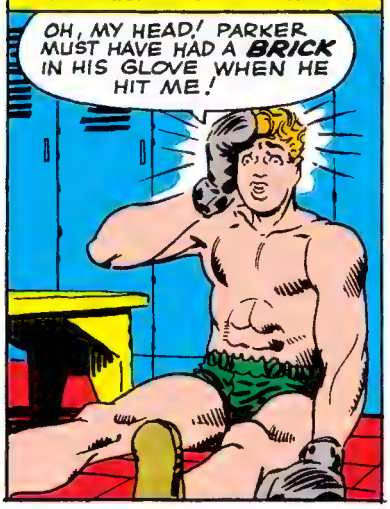
THWAP!
JUST ONE SLIM CHANCE-- IF MY SPIDER WEB IS STRONG ENOUGH TO HOLD US BOTH!


CRASH!
GERONIMO!!!


IT HELD! THE WEB HELD! WE'RE SWINGING BACK IN AGAIN! I STOPPED HIM!

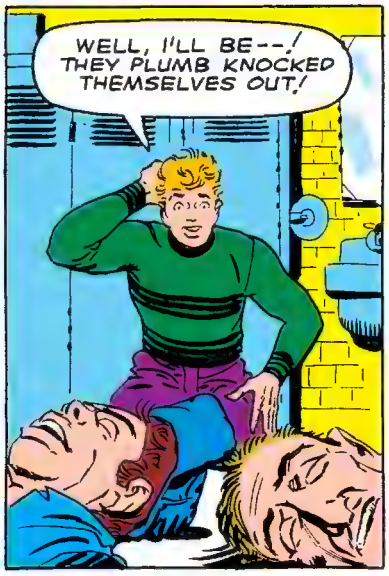

THEN, WHEN THE NOW-DEACTIVATED LIVING BRAIN FINALLY SWINGS TO A HALT, THE TRIUMPHANT TEEN-AGER READJUSTS HIS CONTROLS, LOWERING THE MACHINE'S ARMS SO THAT HE CAN GET FREE!
IT WAS A GREAT RIDE, PAL... BUT I'M NOT SORRY IT'S OVER!

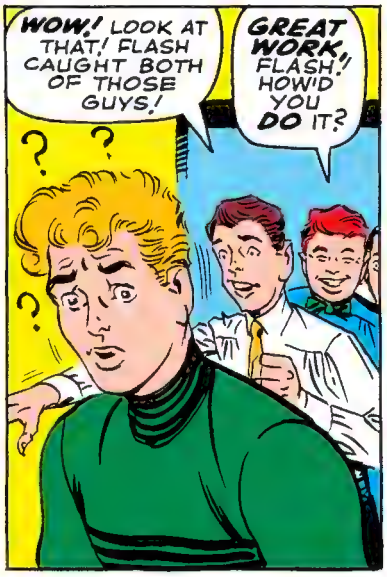
JUST THEN, AT THE OTHER END OF THE HALL...
SOMEBODY STOP THOSE TWO! THEY'RE RESPONSIBLE FOR WHAT HAPPENED!
DOWN THE STAIRS, QUICK! WE'LL LOSE 'EM IN THE LOCKER ROOM!


BUT, AT THAT MOMENT, IN THE LOCKER ROOM, FLASH THOMPSON REGAINS CONSCIOUSNESS...
OH, MY HEAD! PARKER MUST HAVE HAD A BRICK IN HIS GLOVE WHEN HE HIT ME!

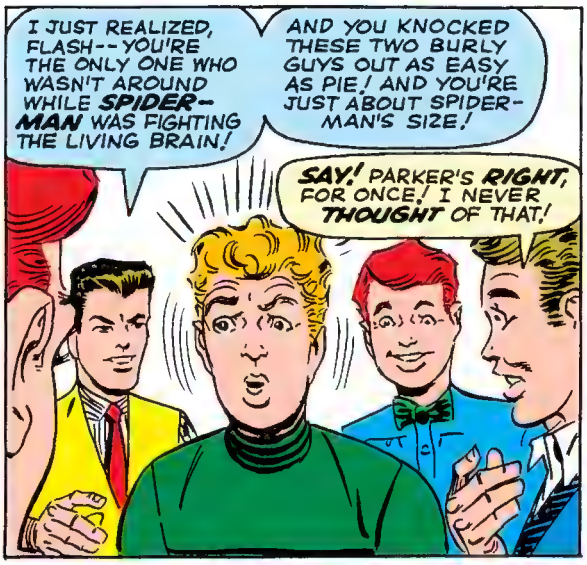
MIGHT AS WELL GET DRESSED! I'LL HAVE TO FIND SOME EXCUSE FOR NOT BEATING PUNY PARKER!
DRAT THIS KNOTTED SHOE-LACE!

FOOTSTEPS--RUNNING TOWARDS ME! WHAT'S UP? WHO CAN-- HEY!
LOOK OUT! I THOUGHT THIS PLACE WAS EMPTY! OOF!

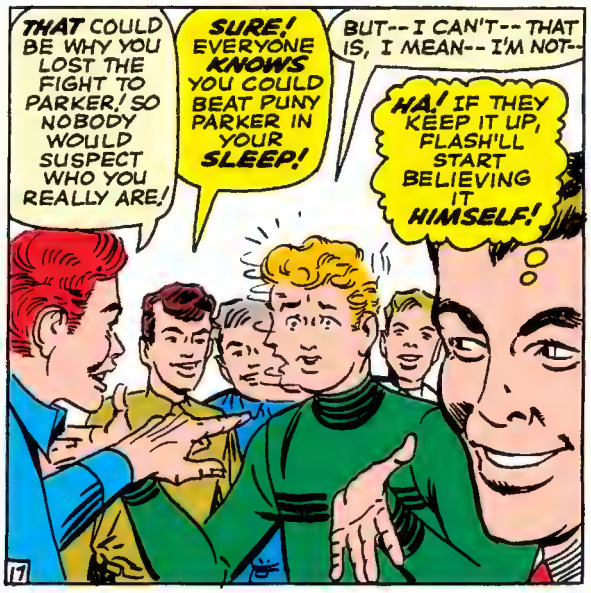

WELL, I'LL BE--! THEY PLUMB KNOCKED THEMSELVES OUT!

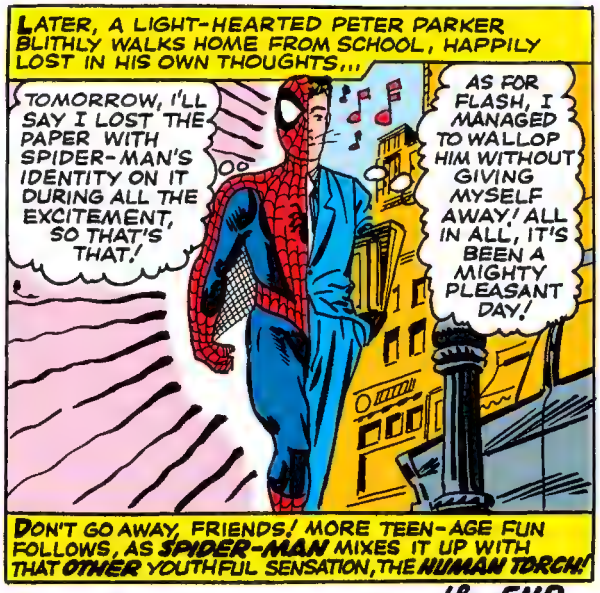

WOW! LOOK AT THAT! FLASH CAUGHT BOTH OF THOSE GUYS!
GREAT WORK, FLASH! HOW'D YOU DO IT?

YOU KNOW ME! I JUST UP AND LET 'EM HAVE IT!
MEANTIME, HAVING CHANGED BACK TO HIS NORMAL IDENTITY, PETER PARKER GETS AN IDEA...
THIS IS TOO GOOD AN OPPORTUNITY TO PASS UP!

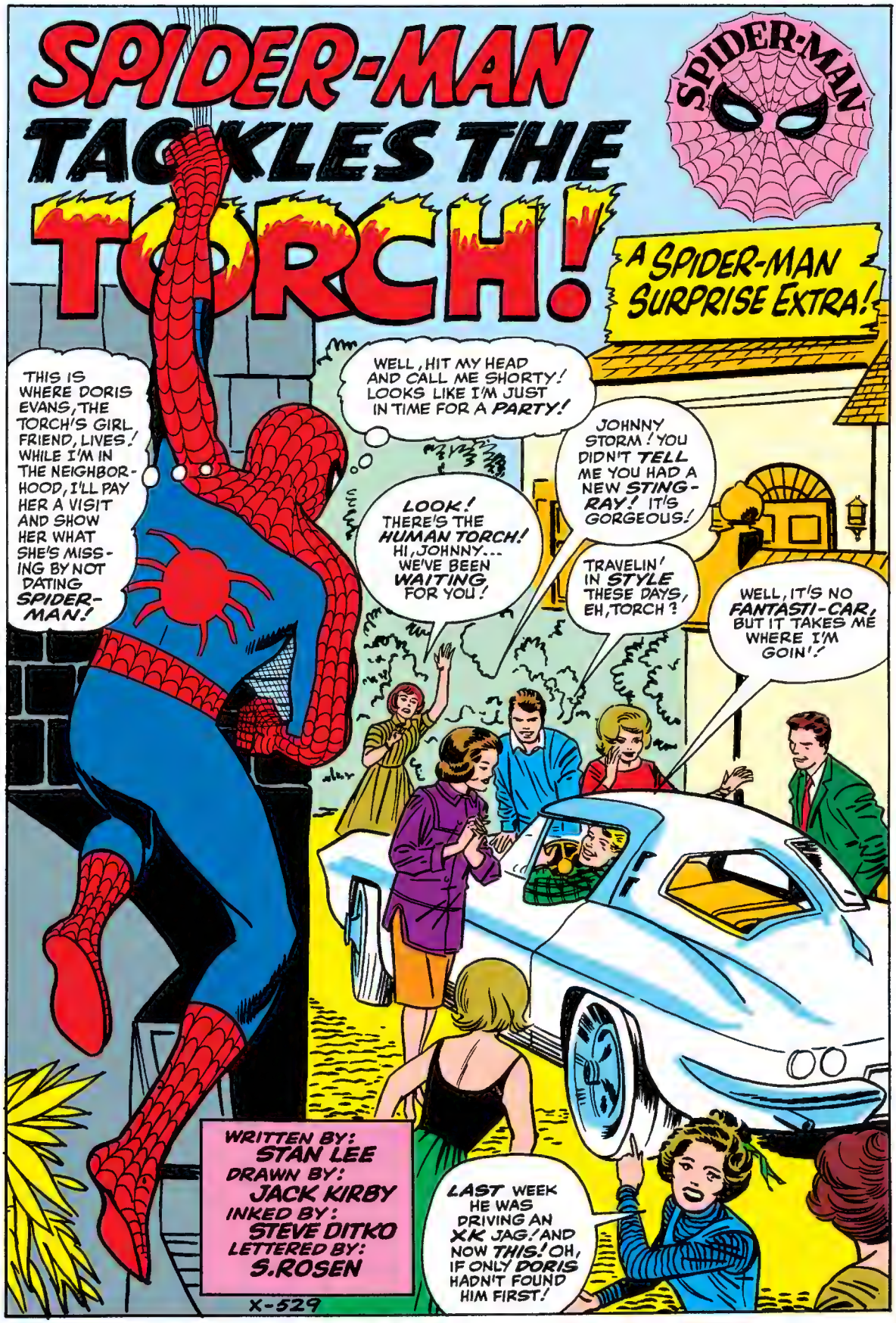

I JUST REALIZED, FLASH--YOU'RE THE ONLY ONE WHO WASN'T AROUND WHILE SPIDER-MAN WAS FIGHTING THE LIVING BRAIN!
AND YOU KNOCKED THESE TWO BURLY GUYS OUT AS EASY AS PIE! AND YOU'RE JUST ABOUT SPIDER-MAN'S SIZE!
SAY! PARKER'S RIGHT, FOR ONCE! I NEVER THOUGHT OF THAT!

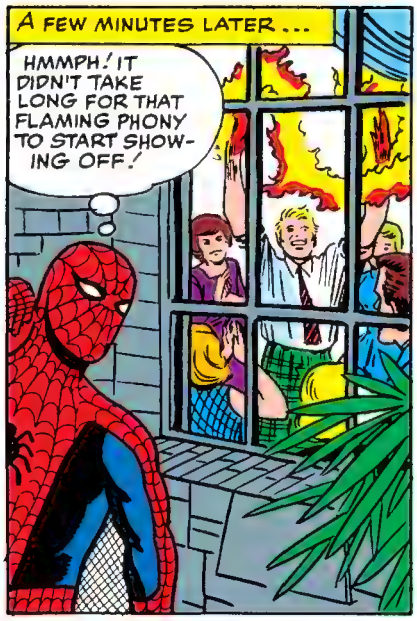
AND YOU TRIED TO GET THE BRAIN'S ANSWER TO SPIDER-MAN'S IDENTITY AWAY FROM ME! IT ALL TIES IN, DOESN'T IT?
KNOCK IT OFF, BOOKWORM! YOU'RE IMAGINING THINGS! I'M NOT SPIDER-MAN!
BUT EVEN IF YOU WERE, YOU'D STILL DENY IT, WOULDN'T YOU?


THAT COULD BE WHY YOU LOST THE FIGHT TO PARKER! SO NOBODY WOULD SUSPECT WHO YOU REALLY ARE!
SURE! EVERYONE KNOWS YOU COULD BEAT PUNY PARKER IN YOUR SLEEP!
BUT--I CAN'T--THAT IS, I MEAN--I'M NOT--
HA! IF THEY KEEP IT UP, FLASH'LL START BELIEVING IT HIMSELF!

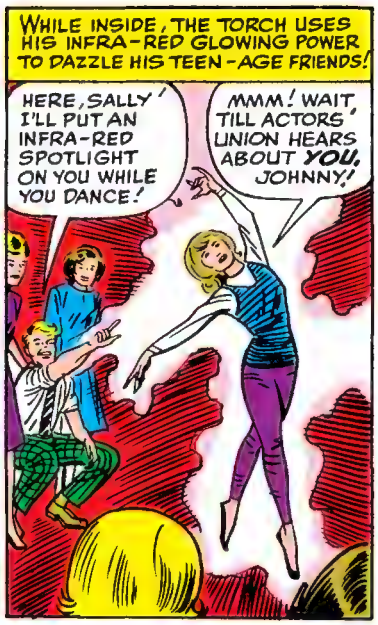

LATER, A LIGHT-HEARTED PETER PARKER BLITHLY WALKS HOME FROM SCHOOL, HAPPILY LOST IN HIS OWN THOUGHTS...
TOMORROW, I'LL SAY I LOST THE PAPER WITH SPIDER-MAN'S IDENTITY ON IT DURING ALL THE EXCITEMENT, SO THAT'S THAT!
AS FOR FLASH, I MANAGED TO WALLOP HIM WITHOUT GIVING MYSELF AWAY! ALL IN ALL, IT'S BEEN A MIGHTY PLEASANT DAY!
DON'T GO AWAY, FRIENDS! MORE TEEN-AGE FUN FOLLOWS, AS SPIDER-MAN MIXES IT UP WITH THAT OTHER YOUTHFUL SENSATION, THE HUMAN TORCH!

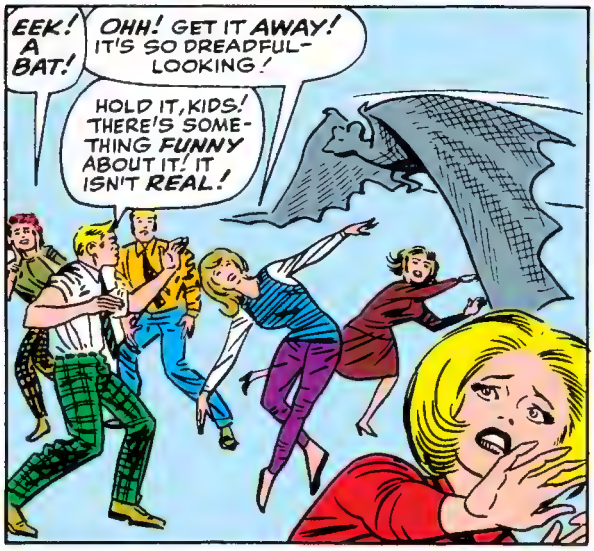
the END

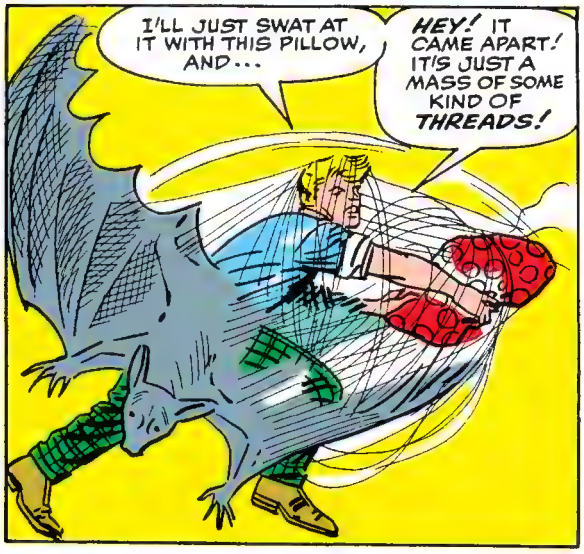

SPIDER-MAN TACKLES THE TORCH!
SPIDER-MAN
A SPIDER-MAN SURPRISE EXTRA!
THIS IS WHERE DORIS EVANS, THE TORCH'S GIRL FRIEND, LIVES! WHILE I'M IN THE NEIGHBORHOOD, I'LL PAY HER A VISIT AND SHOW HER WHAT SHE'S MISSING BY NOT DATING SPIDER-MAN!
WELL, HIT MY HEAD AND CALL ME SHORTY! LOOKS LIKE I'M JUST IN TIME FOR A PARTY!
LOOK! THERE'S THE HUMAN TORCH! HI, JOHNNY... WE'VE BEEN WAITING FOR YOU!
JOHNNY STORM! YOU DIDN'T TELL ME YOU HAD A NEW STING-RAY! IT'S GORGEOUS!
TRAVELIN' IN STYLE THESE DAYS, EH, TORCH?
WELL, IT'S NO FANTASTI-CAR, BUT IT TAKES ME WHERE I'M GOIN'!
LAST WEEK HE WAS DRIVING AN XK JAG! AND NOW THIS! OH, IF ONLY DORIS HADN'T FOUND HIM FIRST!
WRITTEN BY: STAN LEE
DRAWN BY: JACK KIRBY
INKED BY: STEVE DITKO
LETTERED BY: S. ROSEN
X-529

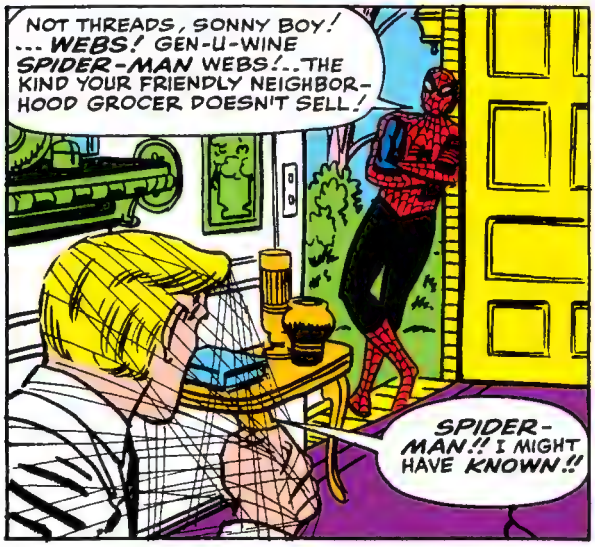

A FEW MINUTES LATER ...
HMMPH! IT DIDN'T TAKE LONG FOR THAT FLAMING PHONY TO START SHOWING OFF!

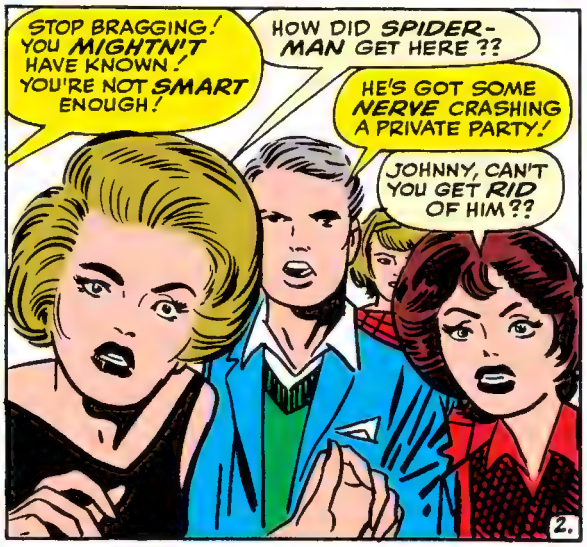
WELL, NOW I'LL SHOW THEM WHAT SPIDER-MAN CAN DO!
I'LL JUST WEAVE A LITTLE WEB-BAT OUT HERE! IT'LL KEEP THE PARTY FROM GETTING DULL!


WHILE INSIDE, THE TORCH USES HIS INFRA-RED GLOWING POWER TO DAZZLE HIS TEEN-AGE FRIENDS!
HERE, SALLY! I'LL PUT AN INFRA-RED SPOTLIGHT ON YOU WHILE YOU DANCE!
MMM! WAIT TILL ACTORS' UNION HEARS ABOUT YOU, JOHNNY!

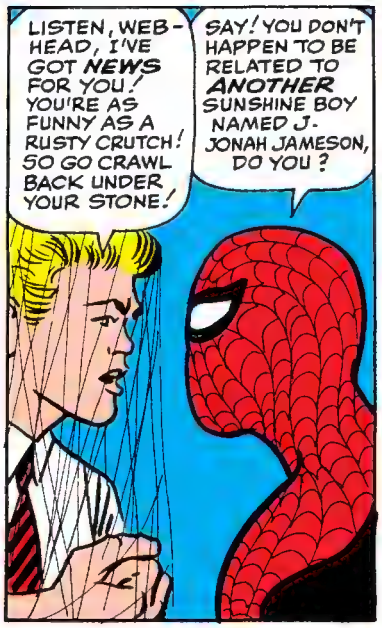

EEK! A BAT!
OHH! GET IT AWAY! IT'S SO DREADFUL-LOOKING!
HOLD IT, KIDS! THERE'S SOMETHING FUNNY ABOUT IT! IT ISN'T REAL!


I'LL JUST SWAT AT IT WITH THIS PILLOW, AND...
HEY! IT CAME APART! IT'S JUST A MASS OF SOME KIND OF THREADS!


NOT THREADS, SONNY BOY! ... WEBS! GEN-U-WINE SPIDER-MAN WEBS!..THE KIND YOUR FRIENDLY NEIGHBORHOOD GROCER DOESN'T SELL!
SPIDER-MAN!! I MIGHT HAVE KNOWN!!


STOP BRAGGING! YOU MIGHTN'T HAVE KNOWN! YOU'RE NOT SMART ENOUGH!
HOW DID SPIDER-MAN GET HERE ??
HE'S GOT SOME NERVE CRASHING A PRIVATE PARTY!
JOHNNY, CAN'T YOU GET RID OF HIM??

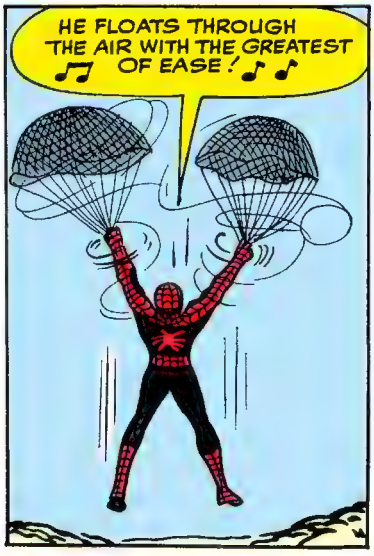
THANK YOU, KIND FRIENDS, FOR YOUR WARM WELCOME!
BEING YOU INSIST, I'LL BE GLAD TO JOIN YOUR LITTLE PARTY!

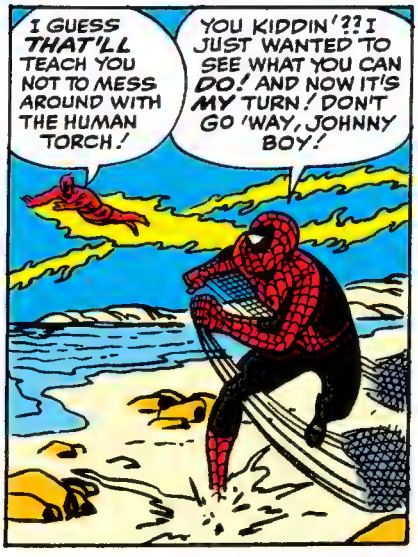

LISTEN, WEB-HEAD, I'VE GOT NEWS FOR YOU! YOU'RE AS FUNNY AS A RUSTY CRUTCH! SO GO CRAWL BACK UNDER YOUR STONE!
SAY! YOU DON'T HAPPEN TO BE RELATED TO ANOTHER SUNSHINE BOY NAMED J-JONAH JAMESON, DO YOU?

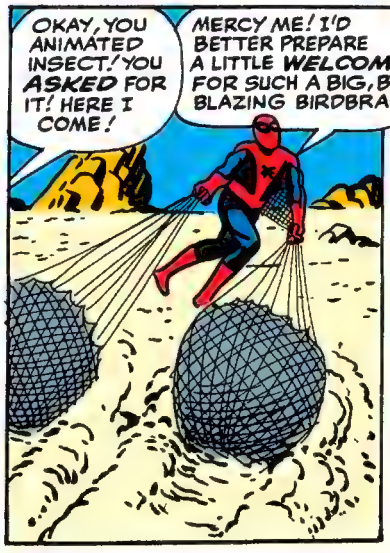
OKAY, BIG MOUTH! YOU HAD YOUR CHANCE! IF YOU WON'T LEAVE PEACEFULLY, I'M GONNA TOSS YOU OUT ON YOUR POINTY EAR!
WHO WRITES YOUR DIALOGUE, SQUIRT?... FRANK MERRIWELL?
FLAME ON!
IF IT'S A FIGHT YOU WANT, C'MON OUTSIDE!

I'LL JUST DO THAT LITTLE THING, WISE GUY!
AND AWAAAAY WE GO!

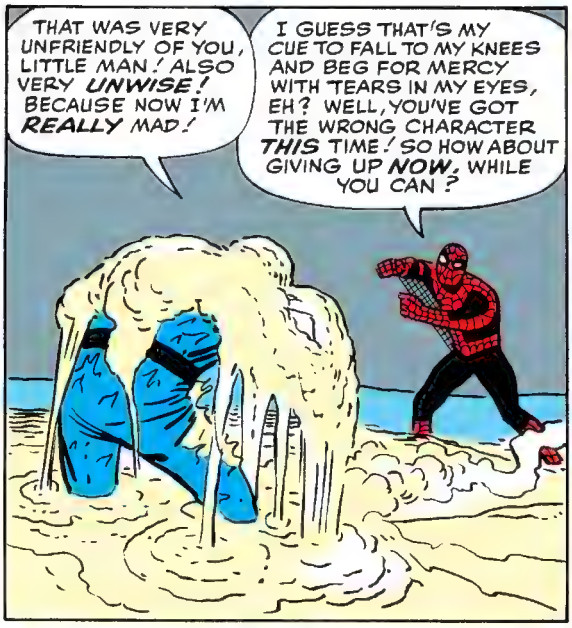
HERE! THIS'LL BRING YOU DOWN TO EARTH, LAUGHING BOY!
WATCH THAT FLAME, CORN-BALL! THESE WEBS COST MONEY!

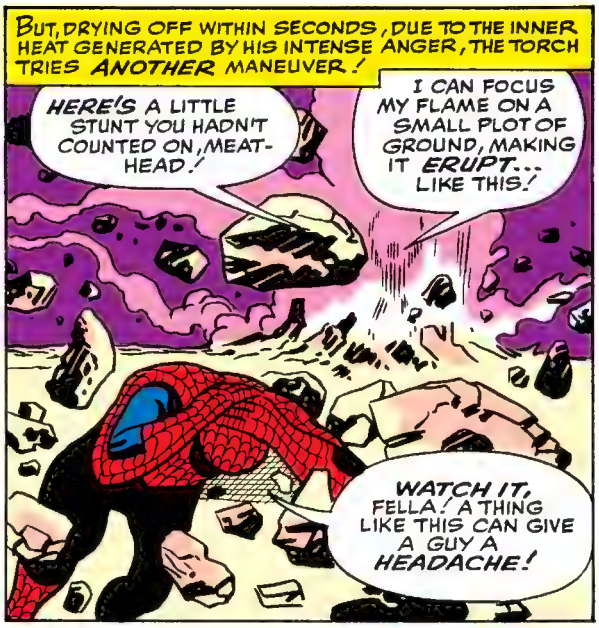

HE FLOATS THROUGH THE AIR WITH THE GREATEST OF EASE!


I GUESS THAT'LL TEACH YOU NOT TO MESS AROUND WITH THE HUMAN TORCH!
YOU KIDDIN'?? I JUST WANTED TO SEE WHAT YOU CAN DO! AND NOW IT'S MY TURN! DON'T GO 'WAY, JOHNNY BOY!

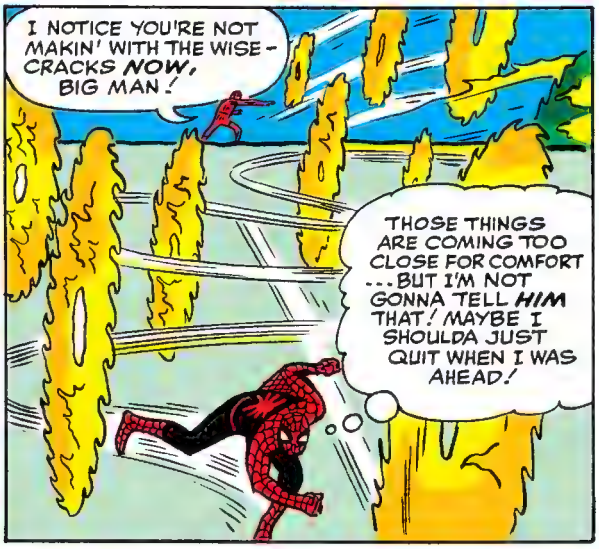

OKAY, YOU ANIMATED INSECT! YOU ASKED FOR IT! HERE I COME!
MERCY ME! I'D BETTER PREPARE A LITTLE WELCOME FOR SUCH A BIG, BAD BLAZING BIRDBRAIN!

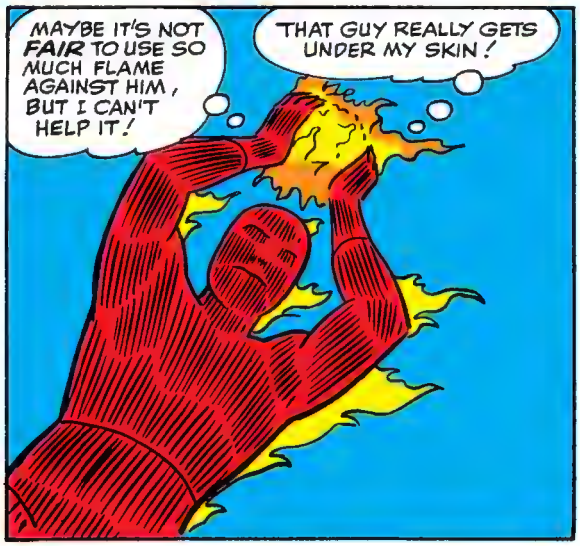
COME'N GET IT, TORCHY! THIS'LL COOL YOU OFF, BUT GOOD!!

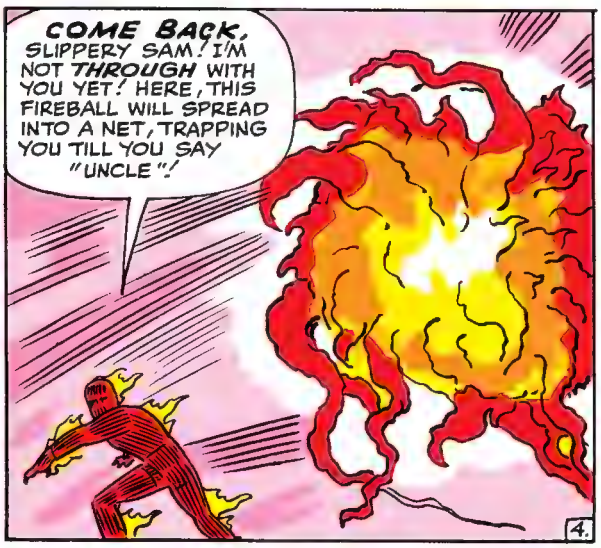

THAT WAS VERY UNFRIENDLY OF YOU, LITTLE MAN! ALSO VERY UNWISE! BECAUSE NOW I'M REALLY MAD!
I GUESS THAT'S MY CUE TO FALL TO MY KNEES AND BEG FOR MERCY WITH TEARS IN MY EYES, EH? WELL, YOU'VE GOT THE WRONG CHARACTER THIS TIME! SO HOW ABOUT GIVING UP NOW, WHILE YOU CAN?


BUT, DRYING OFF WITHIN SECONDS, DUE TO THE INNER HEAT GENERATED BY HIS INTENSE ANGER, THE TORCH TRIES ANOTHER MANEUVER!
HERE'S A LITTLE STUNT YOU HADN'T COUNTED ON, MEAT-HEAD!
I CAN FOCUS MY FLAME ON A SMALL PLOT OF GROUND, MAKING IT ERUPT... LIKE THIS!
WATCH IT, FELLA! A THING LIKE THIS CAN GIVE A GUY A HEADACHE!

VER-RY FUNNY! NOW LET'S SEE HOW THESE FLAMIN' BUZZ-SAWS AMUSE YOU!
I'LL MAKE YOU WISH YOU'D NEVER HEARD OF THE HUMAN TORCH BY THE TIME I'M THROUGH WITH YOU!


I NOTICE YOU'RE NOT MAKIN' WITH THE WISE-CRACKS NOW, BIG MAN!
THOSE THINGS ARE COMING TOO CLOSE FOR COMFORT ...BUT I'M NOT GONNA TELL HIM THAT! MAYBE I SHOULDA JUST QUIT WHEN I WAS AHEAD!


MAYBE IT'S NOT FAIR TO USE SO MUCH FLAME AGAINST HIM, BUT I CAN'T HELP IT!
THAT GUY REALLY GETS UNDER MY SKIN!


COME BACK, SLIPPERY SAM! I'M NOT THROUGH WITH YOU YET! HERE, THIS FIREBALL WILL SPREAD INTO A NET, TRAPPING YOU TILL YOU SAY "UNCLE"!

But WITH HIS SUPER-HUMAN AGILITY, SPIDER-MAN EASILY DARTS THROUGH THE SPACES IN THE TORCH'S FLAME NET...

WHEW! I GUESS I'D BETTER JUST CALL IT A *DRAW* AND CUT OUT OF HERE! I DIDN'T EXPECT THAT HUMAN MATCH-STICK TO GET SO ANGRY!!

SUDDENLY, BEFORE SPIDER-MAN CAN REGAIN HIS FEET, HE SEES...

CAN I GIVE YOU A HAND, SON?

OL' TORCHY AIN'T AS EASY TO HANDLE AS YA THOUGHT, HUH?

MISTER FANTASTIC!! INVISIBLE GIRL!! AND THE MUSCLE-BOUND *THING!!*

WAIT! WHAT ARE YOU *DOING?* KNOCK IT OFF, BOY!

THINK I'M GONNA LET YOU SIT THERE AND *LAUGH* AT ME?? WELL, YOU'VE GOT *ANOTHER* THINK COMING... *ALL* OF YOU!

NO ONE'S LAUGHING AT YOU, YOU FOOL! *STOP!!* DON'T FORCE US TO GET ROUGH!

CLAM UP, SKINNY! WHAT'S *WRONG* WITH GETTIN' ROUGH?! I'M ITCHIN' TO TANGLE WITH THAT CLOWN!

I'M *REALLY* MAD NOW! I DON'T CARE *HOW* MANY OF YOU THERE ARE! I'LL CLOBBER YOU *ALL!* AND THEN I'LL GO BACK AND SETTLE UP WITH THAT FLAMING FREAK!!

STAND BACK, BOYS AND GIRLS! OL' BENJAMIN J. GRIMM IS GONNA KNOCK A LITTLE SENSE INTO THAT CREEP'S FAT HEAD!

FOR THE LUVVA PETE! WHERE'D HE *GO?*

I'LL GIVE YOU THREE GUESSES, GARGOYLE!

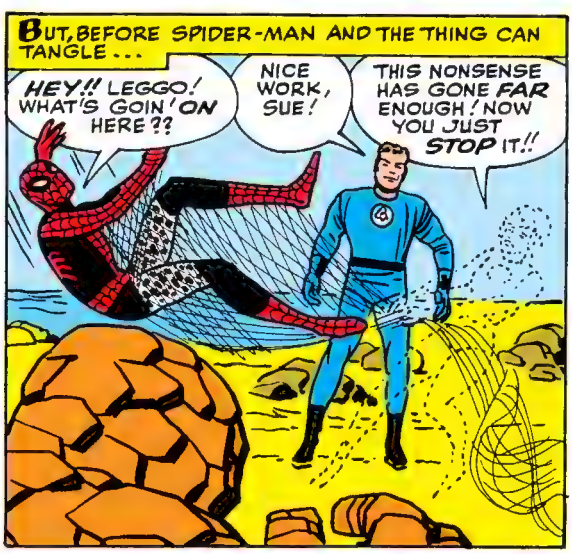
WELL, AIN'T *YOU* THE LITTLE FUN BOY!! I HOPE YOUR *INSURANCE* IS ALL PAID UP, BRIGHT EYES!

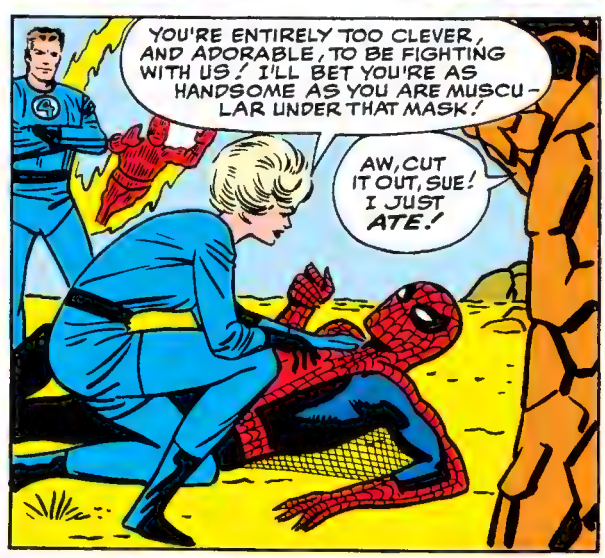
YOUR CONCERN FOR MY WELFARE TOUCHES ME DEEPLY, HANDSOME! WHEN DID *YOU* JOIN THE SALVATION ARMY?

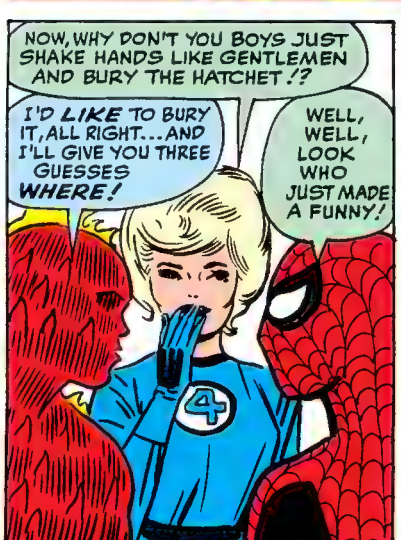
PHOOEY! EVERYBODY'S A COMEDIAN NOWADAYS!!
NOT EVERY-BODY! YOU'RE A BORE, THING!

AND NOW, I'LL MAKE A PAIR OF WINGS OUT OF MY WEB FLUID, AND CRASH-DIVE DOWN AND PULVERIZE YOU!

KNOW SOMETHIN', FATHEAD?? I WAS HOPIN' YOU'D TRY THAT!!
EASY, BEN! HE'S ONLY A LAD!
YEAH? WELL, THIS "LAD" IS GONNA DEMOLISH THAT BIG APE!


BUT, BEFORE SPIDER-MAN AND THE THING CAN TANGLE...
HEY!! LEGGO! WHAT'S GOIN' ON HERE??
NICE WORK, SUE!
THIS NONSENSE HAS GONE FAR ENOUGH! NOW YOU JUST STOP IT!!


YOU'RE ENTIRELY TOO CLEVER, AND ADORABLE, TO BE FIGHTING WITH US! I'LL BET YOU'RE AS HANDSOME AS YOU ARE MUSCU-LAR UNDER THAT MASK!
AW, CUT IT OUT, SUE! I JUST ATE!


NOW, WHY DON'T YOU BOYS JUST SHAKE HANDS LIKE GENTLEMEN AND BURY THE HATCHET!?
I'D LIKE TO BURY IT, ALL RIGHT... AND I'LL GIVE YOU THREE GUESSES WHERE!
WELL, WELL, LOOK WHO JUST MADE A FUNNY!

GO ON BACK TO YOUR DULL PARTY, TORCH! I WOULDN'T JOIN YA ON A BET!
IT'S A GOOD THING YOU'VE GOT MR. FANTASTIC AND THE THING TO WET-NURSE YOU! AND AS FOR YOUR SISTER SUE...

...SHE'S THE ONLY GOOD THING ABOUT THE OVER-RATED FANTASTIC FOUR!!
FOR GOODNESS SAKE! LOOK WHAT HE LEFT! HE SPUN IT OUT OF HIS WEB FLUID... FOR ME!
LIKE WE ALWAYS SAY... SPIDER-MAN'S NOT SO DUMB! HE PICKS HIS ENEMIES VERY CAREFULLY! MORE THRILLS, FUN, AND FAST-MOVING FANTASY NEXT ISSUE! SEE YOU THEN!

SPIDER'S WEB

Dear Stan and Steve,

Great—that's putting it mildly! SPIDER-MAN #5 has topped all previous issues. At first I thought Spider-Man was going to be a plain, dime-a-dozen crimefighter, but instead you made him into a really fabulous hero. In all your comics you have started something new that will last forever. SPIDER-MAN is well taken by the readers because of his originality! You appear to be starting something between Pete and Jameson's secretary Betty! Keep it going, but don't destroy Spider-Man by giving him a big romance—let it stay the way it is. Your writing style is great, great, great—and that's not whistling Dixie! Keep guest appearances coming and when you do make them full-length stories, this gives plenty of room and a worthwhile story. I thought that the X-MEN were great but please change them a bit as they are a little too much like the FF—otherwise—OK. THE AVENGERS were great—the plot was something, having Thor pursue the villain while Giant-Man and Iron Man try to get the Hulk. One thing—drop Ant-Man's partner, the Wasp—two bugs are one too many!

Bob Churchill
3663 Hilaire Way
Seaford, N. Y.

The fans have FINALLY stopped asking that Invisible Girl be dropped from FANTASTIC FOUR . . . and now YOU'RE starting with the Wasp! C'mon, Bobby boy, don't be a fanatic!

Dear Stan and Steve,

I was just reading the current SPIDER'S WEB when I read a very interesting letter. It was about dropping the word 'Amazing' from the title of the AMAZING SPIDER-MAN. Personally, I think it gives your mag class. That Larry Brown doesn't know what he's talking about! As the Thing would put it, "He's got rocks in his head or somethin'!" Your mag is really 'hairy.' Keep up the good work!

Phil Montoya
231 Closson St.
Santa Fe, N. Mex.

So the word AMAZING gives us class, eh, Phil?? Smilin' Stevey Ditko will be sorry to hear that! We'll expect him to wear SHOES from now on when he visits the office!

Dear Stan and Steve,

In the STRANGE TALES ANNUAL the Spider-Man vs. Torch story was simply terrific. Kirby did a commendable penciling job, but even with Ditko inking, it didn't come out quite as Spider-Man could be and as only Ditko could draw him. The story was engrossing from the first to the last panel. In the '40's we had the Torch vs. Namor battles. It's now my hope that the '60's will see a series of Torch vs. Spider-Man battles. Keep Spider-Man in a situation similar to that in the story of the Annual. "Is Spider-Man friend or foe, good or bad?," keep that idea going. Without a doubt MARVEL COMICS are bringing about the MARVEL AGE OF COMICS. Your great ability and willingness to try something new has accomplished this and you should be complimented for it. You've forged ahead and taken an undisputed lead. With X-MEN, THE AVENGERS, a possible return of Captain America, and other things equally exciting, the MARVEL AGE OF COMICS may well be ushering in a new GOLDEN AGE OF COMICS. In closing may I suggest you locate a few more talented artists and writers to add to your already talented staff. After all you're only human and humans can only do so much work in so much time. I'd hate to see a shortage in artists and writers prevent you from realizing your full capabilities. Best of luck on all your many fine creations!

Buddy Saunders
1605 Joyce
Arlington, Texas

Appreciate your interesting comments, Buddy. As for your final suggestion, we've discussed that on the letters page of the current FANTASTIC FOUR (#22), so we don't want to repeat ourselves here. (We're not only loveable, we're lazy!)

Dear Stan and Steve,

I have all five of the SPIDER-MAN magazines. I am proud to say that I enjoy them very much! Both of my parents have read them and they think that they are good and are not as childish as the other comics they have read. I think there is only one mistake you have made in your mag—you play up radiation too much! Spider-Man got his powers because of it, Dr. Octopus had his false arms attached to his body because of it, Sandman got his power because of it, and who is going to be next? Other than this, your comic is great!

Kevin R. McDonald
112-22 68 Dr.
Forest Hills 75, N. Y.

We hope you fans don't make a big thing of this anti-radiation jazz, Kevin! Heck, how would we write comic mag stories without it??

Dear Stan and Steve,

The topic of this letter is so unimportant that after reading the second line you may not even bother to finish it. But, in all honesty, did you ever stop to think of the purpose of Spider-Man's mask? Actually, it is unique and has something no other hero's mask has. Give up? Well, before I tell you, I must ask one more question. Did you ever wonder how other characters managed to keep their secret identity while their voice would be a dead give-away? Spider-Man doesn't have that problem. Because his mask has no openings except for the eyes, his voice is muffled and his secret is kept a secret! (I should have warned you—I have inside information.)

Peter Parker
Midtown, N. Y.
(Tim DeChenne
4128 Tilden Ave.
Culver City, Cal.)

Everybody seems to know more about Spidey than WE do! We always thought the mask was just to protect him from drafts, because he has sinus trouble! Oh well, as Aunt May might say: Live and learn!

Dear Stan and Steve,

We, at the Comic Storehouse, have picked Stan Lee and Steve Ditko as the best writer-artist pair of 1963!

Ed Corbett
Comic Storehouse
145 Sanford St.
Glens Falls, N. Y.

CONTINUED

And we, at the Marvel sweatshop, congratulate the Comic Storehouse (whatever it is!) on showing such good taste! Noblesse Oblige, Ed!

Dear Stan and Steve,

The main purpose of my letter is to congratulate you on such a fine character—I'm talking about Spider-Man. I have all five issues and will have #6 next month. I think that so far #5 is the greatest. Old Doc Doom never had it so tough! But just once I'd like to see Pete Parker sock Flash Thompson. In #1, page 2, panel 1 you show Pete saying, "My Spider-Man costume! I wish there were no such thing!" Really! If I had his powers I'd be bubbling with joy—and I think almost anybody else would, too.

Joe Campbell
3045 N. 48 Ave.
Phoenix 31, Ariz.

Okay, Joe, you convinced us! Now, as soon as we learn how to draw a fella bubbling with joy . . . !

Dear Stan and Steve,

Your latest and greatest creation AMAZING SPIDER-MAN has surpassed anything I've ever seen hit the stands! The element of conflict has been developed to such a degree that I just can't wait for the next issue. Each time you come out with the most interesting villains, depicted by Steve Ditko, who is the one and only man who can do such a job. Everything about Spider-Man must be discussed in the superlative. However, there is one thing that bothers me about Spider-Man. He may, in due season, become "just another hero." You may call me a pessimist, but I've seen it happen before and it can happen again. Some things that could wreck the mag are: the elimination of the problem J. J. Jameson is creating all of a sudden. I wouldn't mind his elimination, but it would be better if the problem were dealt with gradually; another thing: if he joins the F.F., he may have the spotlight taken off him . . . more guest appearances in AMAZING SPIDER-MAN by the Fantastic Four, for instance; also: he may be given more powers, a female counterpart, and who knows what. You see, I'm very worried about what will happen to my now favorite mag. And, oh yes . . . thanks a lot for making AMAZING SPIDER-MAN a monthly comic. Rest assured that it is appreciated.

Doug Storer
2719 State St.
Butte, Montana

We appreciate your appreciation, Doug! But let's not worry about all the things that may spoil ol' Spidey in the future . . . we've got enough problems with him right NOW! (Like having to draw that blamed web under his arms all the time!!)

SPECIAL ANNOUNCEMENTS SECTION:

Well, we still have all this space to fill, so we'll have to find SOMETHING to announce! Okay then, let's see—what's taking place of late around the Marvel bullpen?

- **A lot of fans thought we were nuts when we introduced a WAR mag, of all things, at the beginning of this year! Well, it looks as though we were as dumb as foxes! For, SGT. FURY AND HIS HOWLING COMMANDOS seems to be a real surprise success! (We call it a "surprise" success because nobody is more surprised than WE!) Anyway, next ish (#5, on sale soon) features a truly fascinating villain—Baron Strucker, the most dangerous Nazi of all! If you haven't yet met Sgt. Fury and his howlers, try to get this ish and see what the shouting's all about!**

- **By the way, one of the letters we recently received said "—I hate to congratulate you on your mags because you do such a good job of congratulating YOURSELVES!" Perhaps we do boast a little too much—and we hope you'll forgive us—but honestly, we're just so darn enthusiastic about our features, and we like to think that YOU are, too!**

- **Have you seen our new series in TALES TO ASTONISH, entitled "The Wasp Tells A Tale"? It's a little extra we dreamed up, and we're anxious to know your reaction to it. It'll be a steady monthly feature until you yell "Uncle!"**

- **Don't miss all the great guest stars in TALES OF SUSPENSE #49 (on sale now). You'll see The Angel (from our new fantasy-team mag, X-MEN), the ever-lovin' FANTASTIC FOUR, and if you look real fast, you'll even spot Spidey, the old web-spinner, himself! Guess we shouldn't forget to mention that the NEW Iron Man is the star! What's new about him? See for yourself!**

- **And how about our other new feature, Tales of Asgard? (appearing monthly in JOURNEY INTO MYSTERY). The Mighty Thor has caused so much interest in the legends of Asgard that we decided to devote a story per ish to the fabled doings of the mythical immortals! Now don't be party poops and keep us waiting too long for your comments, huh?**

- **Stop the presses! The results are in on our "Should we keep the word AMAZING in our title?" poll! More than twenty times as many letters favored KEEPING the word than dropping it! So the literary world can now rest easy! The AMAZING SPIDER-MAN he is—and the AMAZING SPIDER-MAN he shall REMAIN!**

- **Okay! We read all your letters and did what you asked! We made Dr. Strange the second feature of STRANGE TALES! (Co-starring with the teen-ager who tops Spider-Man's hate list—the Human Torch). We've stretched the Doc's stories to eight pages, and knocked ourselves out to present as much black magic as possible! So don't just SIT there—go BUY a few dozen copies!**

- **Now for our newies—The AVENGERS looks like a sure-fire hit, judging by the letters we've received so far—but we kind of expected that! However, X-MEN is gonna be a problem! Hundreds of you have written saying it's even better than SPIDER-MAN or the FF! But, a few dozen have commented that they'd even prefer MILLIE THE MODEL! It seems that those of you who like it LOVE it—but those who dislike it LOATHE it! We'll keep you posted on the final results but if you want OUR opinion—confidentially—we think it's destined to become one of the great comic mags of all time! We'd say more—but as you know, we hate to brag!**

- **For those of you who missed the every first issue of the FANTASTIC FOUR (shame on you!), here's your chance to see the first foe they ever fought in action again! The current ish features The Return of the Mole Man! We recommend it highly—but as you know, we're somewhat prejudiced!**

- **By next ish we'll have your verdict all tabulated on whether or not to continue our Spider-Man letters page! But, till then, keep readin', keep writin' (we almost said "keep 'rithmetic"!) and keep being as loyal and as critical as you are! We don't know whether we have the MOST fans or not, but we sure as shootin' have the BEST!**

- **Oh, we almost forgot—this ish of SPIDER-MAN was intended as a chance of pace! We hope you got a kick out of it—and we're anxious to know if you'd like similar issues to appear from time to time. But, NEXT ish will find us back on the track with a typical Spider-Man yarn, a breath-taking new Spider-Man villain, and page after page of the most amazing action we can dream up! So, till then, the merry Marvel Group wishes you happy reading, and keep your webs untangled!**

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
9 FEB.
THE MOST ORIGINAL SUPER-HERO OF ALL TIME!
IN THIS GREAT ISSUE YOU WILL MEET...
ELECTRO!
A MENACE SO POWERFUL THAT SPIDER-MAN'S STRENGTH IS USELESS AGAINST HIM!
A BOOK-LENGTH COMIC COLOSSAL, PROVING AGAIN THAT THIS IS INDEED THE MARVEL AGE OF COMICS!
S DITKO
A SCENE YOU WILL NEVER FORGET! SEE... THE DEFEAT OF SPIDER-MAN!

SPIDER-MAN
"THE MAN CALLED ELECTRO!"
A BOOK-LENGTH TRIUMPH FROM THE NEW MARVEL AGE OF COMICS!
WRITTEN BY: STAN LEE
ILLUSTRATED BY: STEVE DITKO
LETTERED BY: ART SIMEK
KNOW SOMETHING, LITTLE FRIEND? IF YOU'RE JUST STARTING TO READ THIS STORY, WE ENVY YOU! BECAUSE YOU'RE GONNA HAVE A BALL! THIS BOOK-LENGTH THRILLER FEATURES A REALLY FASCINATING SUPER-VILLAIN; IT'S CHOCK-FULL OF HUMAN INTEREST AND DRAMA; AND IT SHOWS SPIDER-MAN, WITH ALL HIS HUMAN PROBLEMS AND FRAILTIES, GREATER THAN YOU'VE EVER SEEN HIM BEFORE! BUT DON'T TAKE OUR WORD FOR IT-- AFTER ALL, WE'RE SPIDEY'S BEST BOOSTERS! SEE WHAT YOU THINK...
X-561
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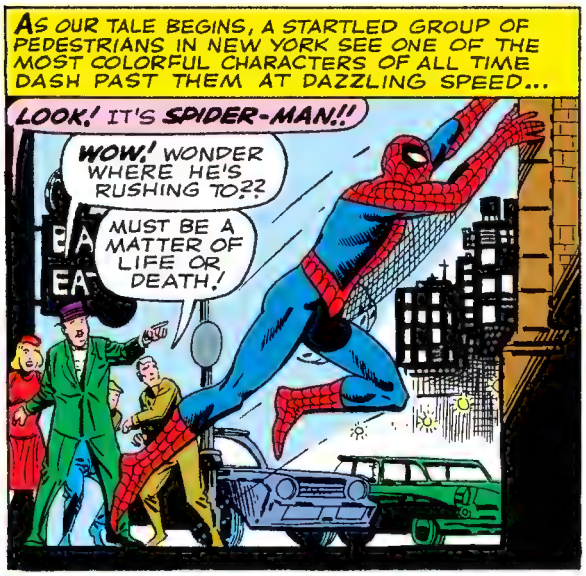
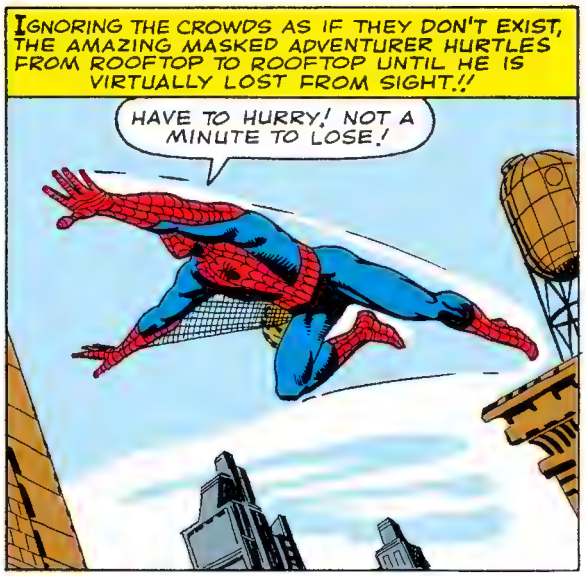
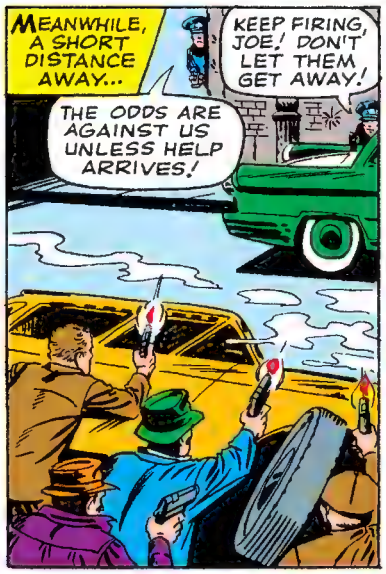
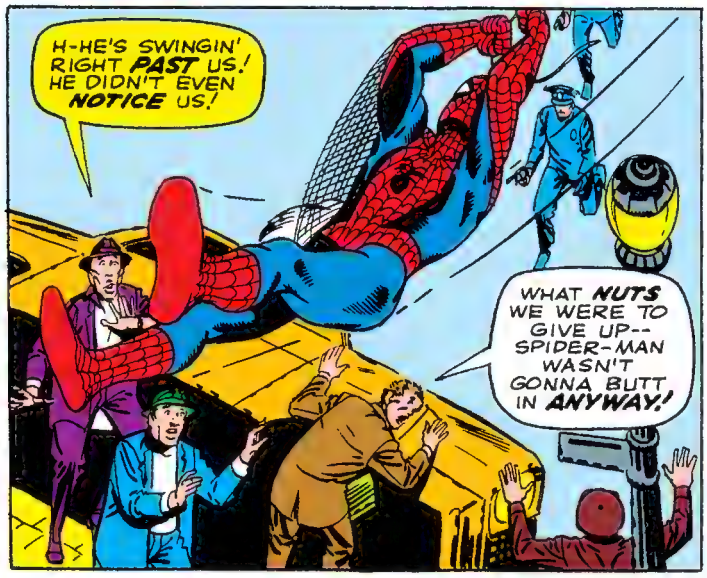

AS OUR TALE BEGINS, A STARTLED GROUP OF PEDESTRIANS IN NEW YORK SEE ONE OF THE MOST COLORFUL CHARACTERS OF ALL TIME DASH PAST THEM AT DAZZLING SPEED...
LOOK! IT'S SPIDER-MAN!!
WOW! WONDER WHERE HE'S RUSHING TO??
MUST BE A MATTER OF LIFE OR DEATH!


IGNORING THE CROWDS AS IF THEY DON'T EXIST, THE AMAZING MASKED ADVENTURER HURTLES FROM ROOFTOP TO ROOFTOP UNTIL HE IS VIRTUALLY LOST FROM SIGHT!!
HAVE TO HURRY! NOT A MINUTE TO LOSE!


MEANWHILE, A SHORT DISTANCE AWAY...
KEEP FIRING, JOE! DON'T LET THEM GET AWAY!
THE ODDS ARE AGAINST US UNLESS HELP ARRIVES!

WHAT A BREAK!! HERE COMES SPIDER-MAN!
WITH HIS HELP, THOSE GUNMEN ARE AS GOOD AS FINISHED!

WE'RE SUNK! IT'S SPIDER-MAN!
MIGHT AS WELL GIVE UP NOW, WHILE WE STILL CAN!
YEAH! WE SURE CAN'T FIGHT HIM, TOO!

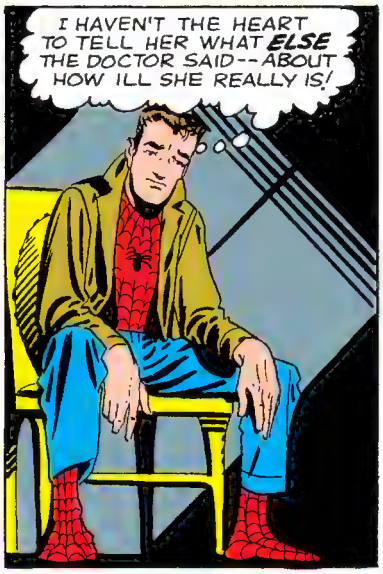

H-HE'S SWINGIN' RIGHT PAST US! HE DIDN'T EVEN NOTICE US!
WHAT NUTS WE WERE TO GIVE UP-- SPIDER-MAN WASN'T GONNA BUTT IN ANYWAY!

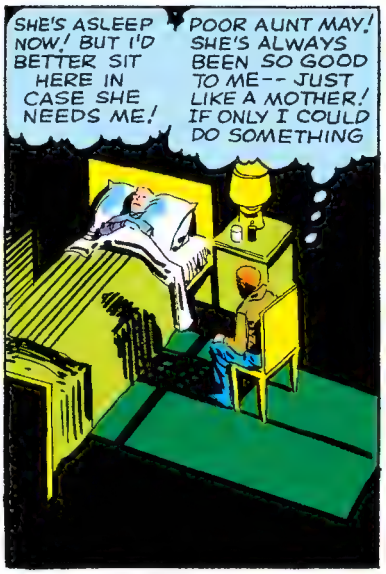
A FEW MINUTES LATER...
I'M CLOSE TO HOME NOW! MIGHT AS WELL START CHANGING TO PETER PARKER!
IT'S TOO DARK FOR ANYONE TO SEE ME, AND IT'LL SAVE ME TIME LATER!

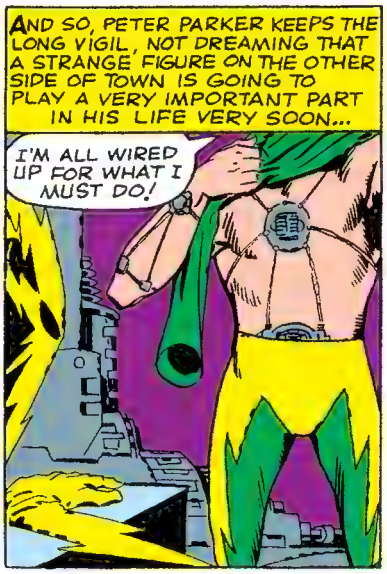
HOME AT LAST! NOW TO RUSH UPSTAIRS!

HERE, AUNT MAY! I FILLED THE DOCTOR'S PRESCRIPTION AS FAST AS I COULD!
BY SWITCHING TO SPIDER-MAN --BECAUSE I KNOW HOW BADLY YOU NEED THIS MEDICINE!
THANK YOU, PETER DEAR! BUT HOW DID YOU GET BACK SO FAST?

YOU'RE SUCH A DEAR BOY, PETER! I-I'M TIRED NOW-- I THINK I'LL GO TO SLEEP!
THAT'S GOOD, AUNT MAY! THE DOCTOR SAID YOU SHOULD GET A LOT OF REST!


I HAVEN'T THE HEART TO TELL HER WHAT ELSE THE DOCTOR SAID--ABOUT HOW ILL SHE REALLY IS!

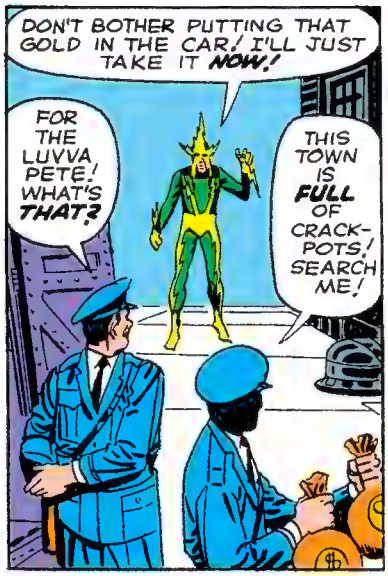

SHE'S ASLEEP NOW! BUT I'D BETTER SIT HERE IN CASE SHE NEEDS ME!
POOR AUNT MAY! SHE'S ALWAYS BEEN SO GOOD TO ME-- JUST LIKE A MOTHER! IF ONLY I COULD DO SOMETHING

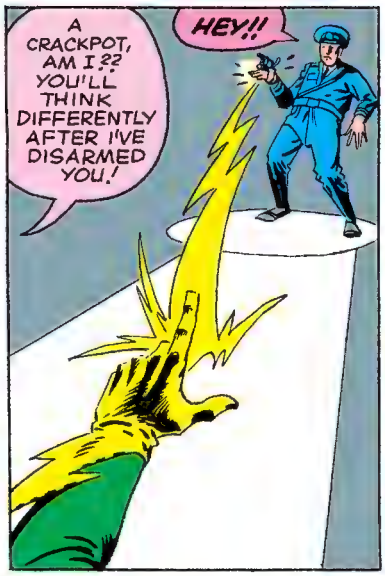

AND SO, PETER PARKER KEEPS THE LONG VIGIL, NOT DREAMING THAT A STRANGE FIGURE ON THE OTHER SIDE OF TOWN IS GOING TO PLAY A VERY IMPORTANT PART IN HIS LIFE VERY SOON...
I'M ALL WIRED UP FOR WHAT I MUST DO!

I'LL GIVE MYSELF A FULL CHARGE OF ELECTRICITY TONIGHT--FOR THERE'S NO TELLING WHAT I MAY RUN INTO!

THERE! NOW I'M READY TO TRY OUT MY NEW POWER-- AND THE WORLD IS ABOUT TO MEET-- ELECTRO!!

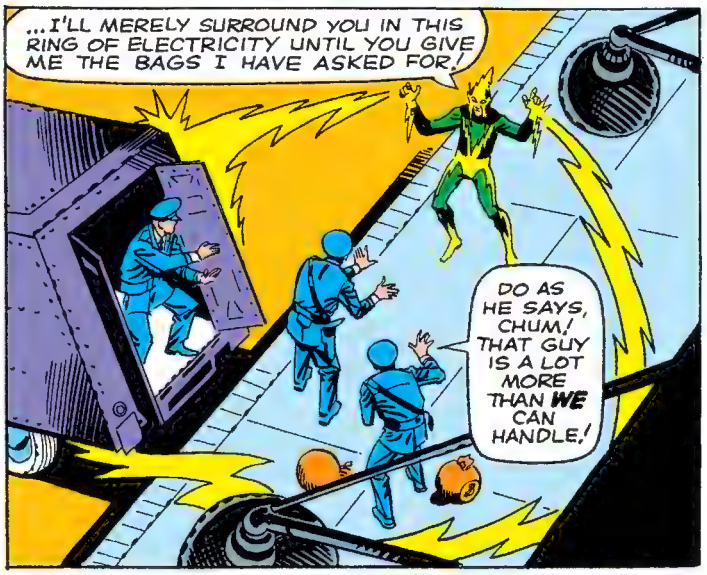
I MIGHT AS WELL START WITH SOMETHING DIFFICULT--LIKE THAT ARMORED CAR WHICH IS CARRYING A SHIPMENT OF GOLD!


DON'T BOTHER PUTTING THAT GOLD IN THE CAR! I'LL JUST TAKE IT NOW!
FOR THE LUVVA PETE! WHAT'S THAT?
THIS TOWN IS FULL OF CRACK-POTS! SEARCH ME!


HEY!!
A CRACKPOT, AM I?? YOU'LL THINK DIFFERENTLY AFTER I'VE DISARMED YOU!

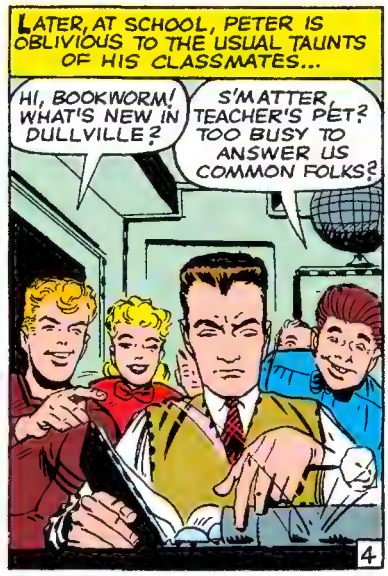
I TOLD YOU I'D TAKE THOSE BAGS!
OWW! HE'S TOSSING ELECTRIC SHOCKS!!

NATURALLY! THAT'S WHY I CALL MYSELF ELECTRO! ALL THE POWER OF ELECTRICITY IS MINE!
AND, IF YOU ARE STILL NOT CONVINCED...


...I'LL MERELY SURROUND YOU IN THIS RING OF ELECTRICITY UNTIL YOU GIVE ME THE BAGS I HAVE ASKED FOR!
DO AS HE SAYS, CHUM! THAT GUY IS A LOT MORE THAN WE CAN HANDLE!

AND, THE NEXT MORNING, BACK AT PETER PARKER'S...
GOOD THING YOU CALLED ME, PETER! YOUR AUNT IS WORSE! WE'VE GOT TO SEND HER TO THE HOSPITAL!
THE HOSPITAL??!

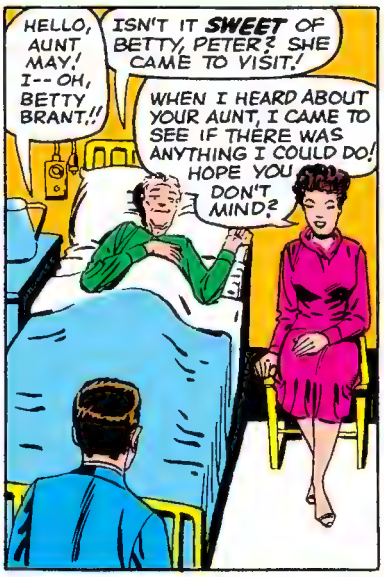
BUT, PETER DEAR--IF I GO TO THE HOSPITAL, WHO'LL LOOK AFTER YOU? WHO'LL GET YOU YOUR MEALS --TAKE CARE OF YOU--??
PLEASE, AUNT MAY, DON'T WORRY ABOUT ME! THE IMPORTANT THING IS FOR YOU TO GET WELL! I CAN TAKE CARE OF MYSELF--HONEST!


LATER, AT SCHOOL, PETER IS OBLIVIOUS TO THE USUAL TAUNTS OF HIS CLASSMATES...
HI, BOOKWORM! WHAT'S NEW IN DULLVILLE?
S'MATTER, TEACHER'S PET? TOO BUSY TO ANSWER US COMMON FOLKS?

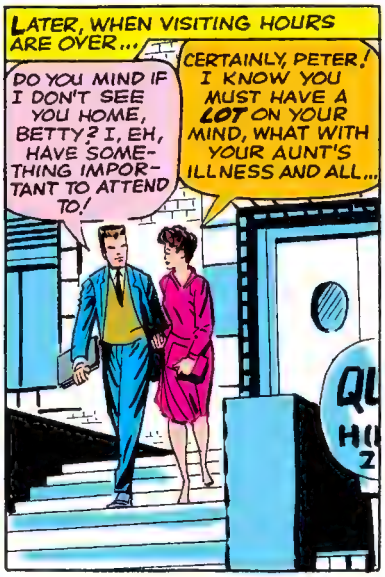
I DON'T KNOW--MAYBE I'VE BEEN TOO ROUGH ON PARKER! HE'S MORE OF A MAN THAN I THOUGHT! I STILL REMEMBER THAT LAST FIGHT WE HAD!*
HEY, PETER, WAIT UP! I WANNA TALK TO YOU!
*AMAZING SPIDER-MAN #8 -- THE CASE OF "THE LIVING BRAIN!" -EDITOR

WOW! DID PETER PARKER GIVE YOU THE COLD SHOULDER, FLASH OLD BOY?
YEAH! THAT'S WHAT I GET FOR STARTIN' TO SOFTEN UP! PUNY PARKER ALWAYS WAS A BIG ZERO, AND HE ALWAYS WILL BE!

BUT THIS IS ONE TIME WHEN PETER PARKER COULDN'T CARE LESS FOR FLASH'S OPINION! A FEW MINUTES LATER WE FIND HIM AT THE HOSPITAL...
YOUR AUNT IS ALRIGHT AT THE MOMENT, SON! WE'RE NOT QUITE READY TO OPERATE YET! WOULD YOU LIKE TO SEE HER?
YES, DOC-- I SURE WOULD!

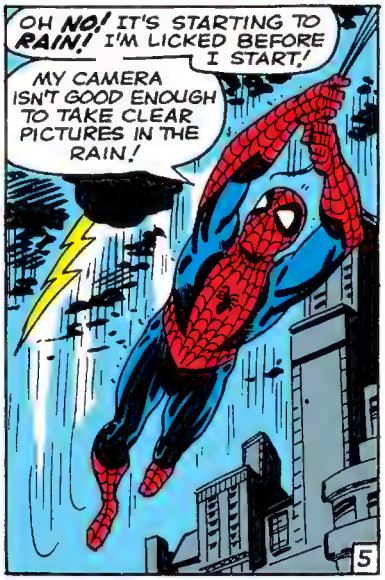

HELLO, AUNT MAY! I-- OH, BETTY BRANT!!
ISN'T IT SWEET OF BETTY, PETER? SHE CAME TO VISIT!
WHEN I HEARD ABOUT YOUR AUNT, I CAME TO SEE IF THERE WAS ANYTHING I COULD DO! HOPE YOU DON'T MIND?

MIND? GOSH NO, BETTY! I APPRECIATE IT!
PETER, YOU LOOK PALE! ARE YOU EATING ENOUGH, DEAR?
OF COURSE, AUNT MAY! NOW YOU JUST WORRY ABOUT YOURSELF!

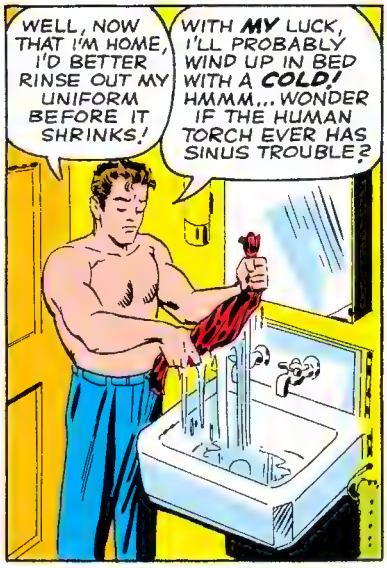

LATER, WHEN VISITING HOURS ARE OVER...
DO YOU MIND IF I DON'T SEE YOU HOME, BETTY? I, EH, HAVE SOMETHING IMPORTANT TO ATTEND TO!
CERTAINLY, PETER! I KNOW YOU MUST HAVE A LOT ON YOUR MIND, WHAT WITH YOUR AUNT'S ILLNESS AND ALL...

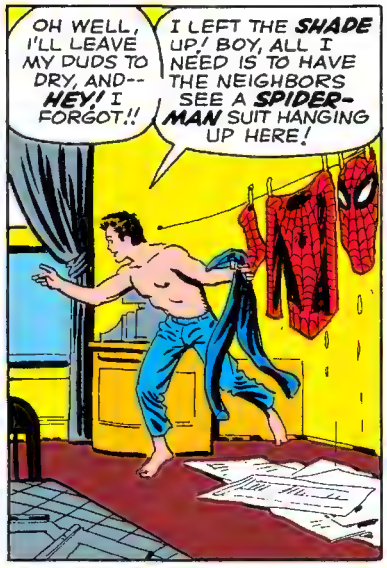
BUT, AFTER PETER HAS LEFT...
IT'S STRANGE--ALTHOUGH PETER SEEMS SO CALM, AND EASY-GOING, I GET THE FEELING THAT HE'S LIKE A SMOLDERING VOLCANO INSIDE, JUST WAITING TO ERUPT!
IT'S AS THOUGH HE CARRIES A DEEP SECRET WITHIN HIM--ONE WHICH NO ONE CAN EVER SHARE!

AND, BETTY BRANT IS CLOSER TO THE TRUTH THAN SHE SUSPECTS!
I'VE GOT TO RAISE SOME MONEY FAST! AUNT MAY'S OPERATION WILL COST MORE THAN WE HAVE IN THE BANK!
I'LL SCOUR THE CITY UNTIL I FIND SOME SORT OF CRIME THAT I CAN PHOTOGRAPH! THEN I'LL SELL THE PIX TO J. JONAH JAMESON FOR AS MUCH AS HE'LL PAY!


OH NO! IT'S STARTING TO RAIN! I'M LICKED BEFORE I START!
MY CAMERA ISN'T GOOD ENOUGH TO TAKE CLEAR PICTURES IN THE RAIN!

SOME SUPER-HERO I AM! I CAN JUST SEE THE HEADLINES NOW! "SPIDER-MAN CALLS OFF FIGHT AGAINST CRIME DUE TO RAIN!" PHOOEY!


WELL, NOW THAT I'M HOME, I'D BETTER RINSE OUT MY UNIFORM BEFORE IT SHRINKS!
WITH MY LUCK, I'LL PROBABLY WIND UP IN BED WITH A COLD! HMMM... WONDER IF THE HUMAN TORCH EVER HAS SINUS TROUBLE?


OH WELL, I'LL LEAVE MY DUDS TO DRY, AND-- HEY! I FORGOT!!
I LEFT THE SHADE UP! BOY, ALL I NEED IS TO HAVE THE NEIGHBORS SEE A SPIDER-MAN SUIT HANGING UP HERE!

AND, FAR INTO THE LONG NIGHT...
I'VE READ THE SAME PAGE A DOZEN TIMES! HOW CAN I STUDY WITH AUNT MAY IN THE HOSPITAL, NO DOUGH FOR THE OPERATION, MY MIDTERM EXAMS COMING UP SOON-- WHAT A LIFE!

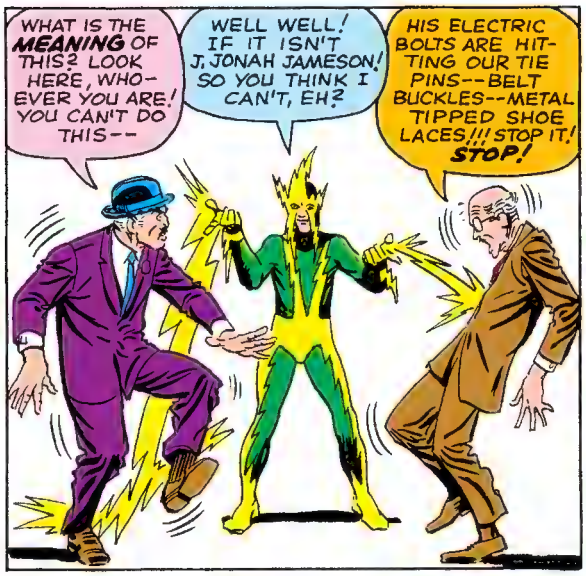
THE NEXT DAY, AT THE FOREST HILLS BANK...
BUT, MISTER JAMESON, IF YOU'LL WAIT TILL TOMORROW WE'LL HAVE ALL THOSE FIGURES FOR YOU!
NO! NOBODY KEEPS J. JONAH JAMESON WAITING! I WANT THOSE FIGURES, AND I WANT THEM NOW!

WELL, SIR, YOU'RE ONE OF OUR BIGGEST DEPOSITORS, SO OF COURSE WE'LL DO WHAT WE CAN!
THAT'S MORE LIKE IT! WHEN I GIVE AN ORDER, I EXPECT PEOPLE TO HOP!!

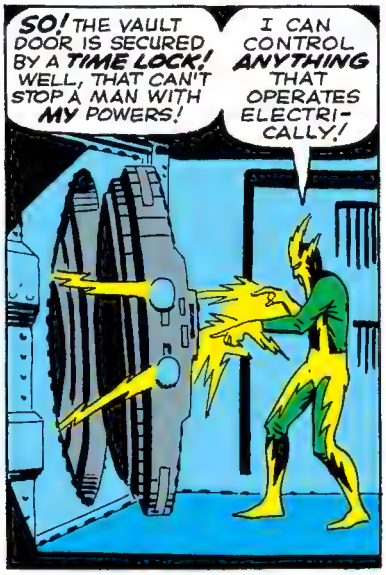
AT THAT VERY MOMENT, AT THE REAR ENTRANCE TO THE BANK...
SAY! WHAT WAS THAT-- LIGHTNING??

IT'S SOMEONE BREAKING IN-- TRYING TO ROB THE BANK! GOT TO GET TO THE ALARM AND-- OHHH!
ONE LOW-POWER BOLT, HITTING THE ALARM AS THE GUARD TOUCHES IT, WILL SHOCK HIM INTO UNCONSCIOUSNESS AND ALSO SILENCE THE ALARM! HOW EASY IT IS!

I AM ELECTRO! DO NOT RESIST ME AND PERHAPS YOU WILL LIVE TO SEE ANOTHER DAY!
GOOD HEAVENS!! WHO IS THAT??!

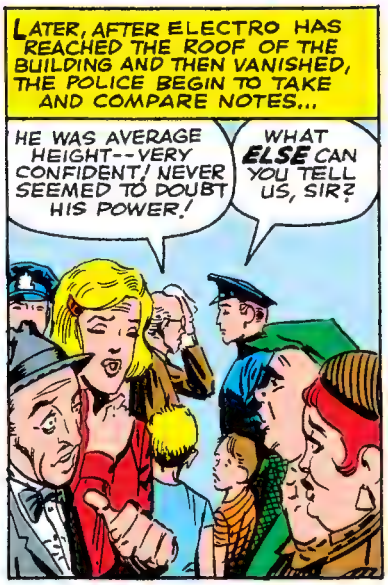

WHAT IS THE MEANING OF THIS? LOOK HERE, WHOEVER YOU ARE! YOU CAN'T DO THIS--
WELL WELL! IF IT ISN'T J. JONAH JAMESON! SO YOU THINK I CAN'T, EH?
HIS ELECTRIC BOLTS ARE HITTING OUR TIE PINS--BELT BUCKLES--METAL TIPPED SHOE LACES!!! STOP IT! STOP!

STILL THINK I CAN'T DO THIS?? HA! YOU'RE NOT SO NOISY NOW!
HE KNEW WHO I WAS! THAT'S A CLUE! HE MUST BE SOMEONE I KNOW!!


SO! THE VAULT DOOR IS SECURED BY A TIME LOCK! WELL, THAT CAN'T STOP A MAN WITH MY POWERS!
I CAN CONTROL ANYTHING THAT OPERATES ELECTRICALLY!

MINUTES LATER...
DON'T ANYONE FOLLOW, OR TRY TO SOUND AN ALARM! MY BOLTS CAN REACH BACK A VERY GREAT DISTANCE!
HE'S ESCAPING WITH A FORTUNE!

LOOK!! THAT STRANGELY-GARBED MAN IS RACING UP THE SIDE OF THE BUILDING!
HE'S HOLDING ON TO THE IRON BEAMS IN THE BUILDING BY MEANS OF ELECTRIC RAYS--USING THEM LIKE A MAGNET!! INCREDIBLE!!


LATER, AFTER ELECTRO HAS REACHED THE ROOF OF THE BUILDING AND THEN VANISHED, THE POLICE BEGIN TO TAKE AND COMPARE NOTES...
HE WAS AVERAGE HEIGHT--VERY CONFIDENT! NEVER SEEMED TO DOUBT HIS POWER!
WHAT ELSE CAN YOU TELL US, SIR?

THERE'S ONLY ONE PERSON I CAN THINK OF WHO IS SO POWERFUL, SO CONFIDENT--WHO CAN CLIMB SHEER BUILDINGS--AND WHO KNOWS ME! AND THERE HE IS NOW, SWINGING UP ABOVE!!

THAT'S IT! IT HAS TO BE! ELECTRO IS SPIDER-MAN! HE HID THE MONEY, CHANGED HIS DISGUISE AND HE'S LEAVING NOW!
WHATEVER HAPPENED DOWN BELOW, IT'S OVER NOW! NO SENSE ME HANGING AROUND!

A FRANTIC MINUTE LATER...

I TELL YOU ELECTRO IS **SPIDER-MAN!** HE **HAS** TO BE--THERE'S NO DOUBT ABOUT IT!

NOW CALM DOWN, MR. JAMESON! DO YOU HAVE ANY **PROOF??** HOW DO YOU **KNOW?**

PROOF?!! IT CAN'T BE ANYONE **BUT** SPIDER-MAN! **THAT'S** PROOF ENOUGH!

EVEN THOUGH WE KNOW SO LITTLE ABOUT SPIDER-MAN, HE'S ALWAYS BEEN ON THE SIDE OF THE LAW! AND YET--

DON'T LET JAMESON INFLUENCE YOU! HE'D ACCUSE SPIDER-MAN OF ANYTHING!

AND, WHEN THE NEXT EDITIONS HIT THE STREET, THE CHIEF'S PREDICTION PROVES TO BE CORRECT...

HOLY SMOKE! DO YOU THINK THE BUGLE'S ACCUSATION IS **TRUE??**

IT **MUST** BE! HOW COULD THEY PRINT IT IF IT **WEREN'T** TRUE?!!

EXTRA DAILY BUGLE EXTRA

ELECTRO IS REALLY SPIDER-MAN!

SPIDER-MAN ELECTRO

ON THE BASIS OF INDISPUTABLE EVIDENCE, THE BUGLE ACCUSES SPIDER-MAN OF LAUNCHING A CRIME WAVE DISGUISED AS

"IS SPIDER-MAN ELECTRO?" SUDDENLY, THAT ONE TOPIC IS ON EVERYONE'S LIPS!

SPIDER-MAN **MUST** BE ELECTRO!! WHY WOULD JAMESON'S PAPER **PRINT** IT IF IT ISN'T TRUE?

I'VE READ THE PAPER FROM FRONT TO BACK-- THEY **STILL** OFFER NO DEFINITE **PROOF!**

IF SPIDER-MAN **ISN'T** ELECTRO, WHY DOESN'T HE **CATCH** HIM??

AND, BACK AT THE HOSPITAL, WHERE PETER PARKER KEEPS THE LONG VIGIL...

AS IF I DON'T HAVE **ENOUGH** TROUBLE AS PETER PARKER, NOW JAMESON IS MAKING THINGS HOT FOR **SPIDER-MAN!**

THE DOCTOR WOULD LIKE TO SEE YOU NOW, PETER!

WE'RE ALMOST READY TO OPERATE ON YOUR AUNT, SON!

YOU REALIZE, OF COURSE, THAT THE SPECIALIST WE HAD TO ENGAGE CHARGES A FEE OF ONE THOUSAND DOLLARS?

Y-YES! BUT MY AUNT'S **LIFE** IS AT STAKE! DO WHAT HAS TO BE DONE! I'LL GET THE MONEY--SOMEHOW!

MINUTES LATER, IN JAMESON'S PRIVATE OFFICE AT THE DAILY BUGLE...

A THOUSAND DOLLARS?? DO YOU REALIZE WHAT YOU'RE ASKING??! WHAT ON EARTH DO YOU **NEED** IT FOR??

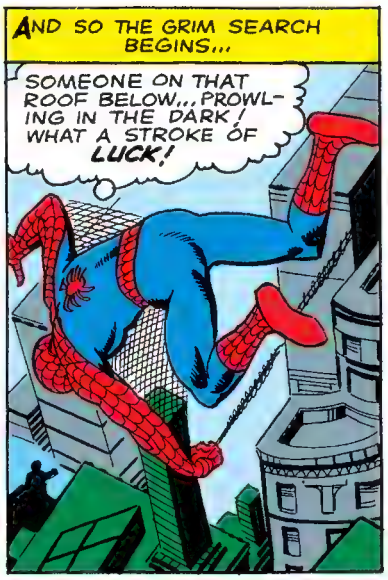
IT'S A **PERSONAL** MATTER, MR. JAMESON! BUT IT'S VERY IMPORTANT!

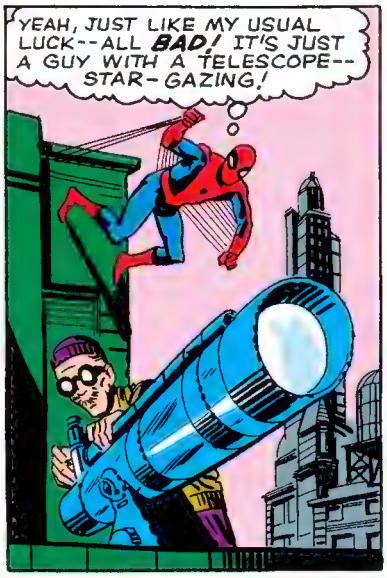
SURE! SURE! YOU PROBABLY SAW A HOT-ROD YOU WANT TO BUY! I **NEVER** LEND MONEY, PARKER--YOU SHOULD **KNOW** THAT! BUT, IF YOU CAN BRING ME PHOTOGRAPHIC PROOF THAT SPIDER-MAN IS ELECTRO, I'LL GLADLY **GIVE** YOU THE MONEY!

SAY! THAT GIVES ME AN **IDEA!!**

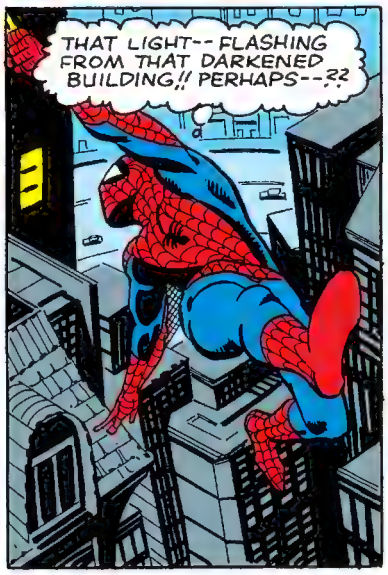
EXACTLY FIFTY SECONDS LATER...

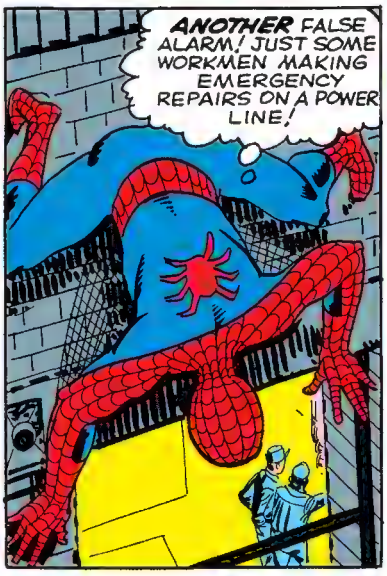
WHAT A **FOOL** I AM! THERE'S A BIG **REWARD** FOR ELECTRO'S CAPTURE! IF I CAN NAB HIM, I WON'T HAVE TO BEG THE MONEY FROM **ANYONE!**

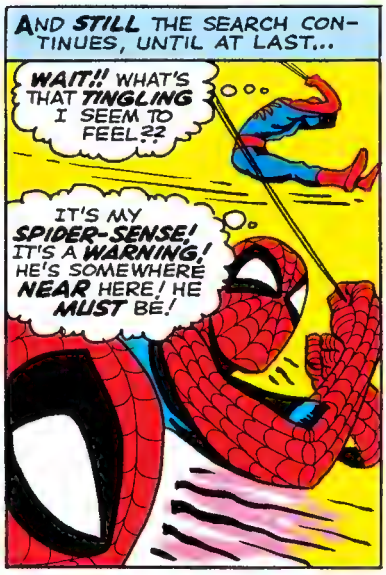

AND SO THE GRIM SEARCH BEGINS...
SOMEONE ON THAT ROOF BELOW... PROWLING IN THE DARK! WHAT A STROKE OF LUCK!


YEAH, JUST LIKE MY USUAL LUCK--ALL BAD! IT'S JUST A GUY WITH A TELESCOPE--STAR-GAZING!

HOUR AFTER HOUR, ALL THROUGH THE LONG NIGHT, SPIDER-MAN CONTINUES TO SEARCH--CONTINUES TO HOPE AGAINST HOPE, AS HIS CHANCES FOR SUCCESS NARROW WITH EACH TICK OF THE CLOCK!
I MUST FIND ELECTRO!! I MUST!!


THAT LIGHT--FLASHING FROM THAT DARKENED BUILDING!! PERHAPS--??

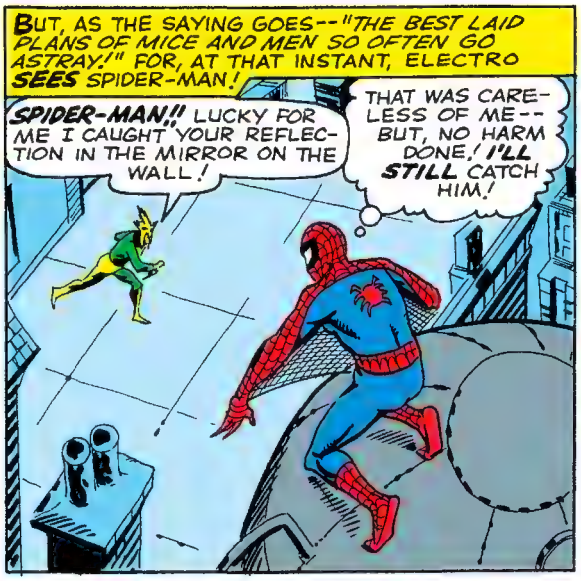

ANOTHER FALSE ALARM! JUST SOME WORKMEN MAKING EMERGENCY REPAIRS ON A POWER LINE!

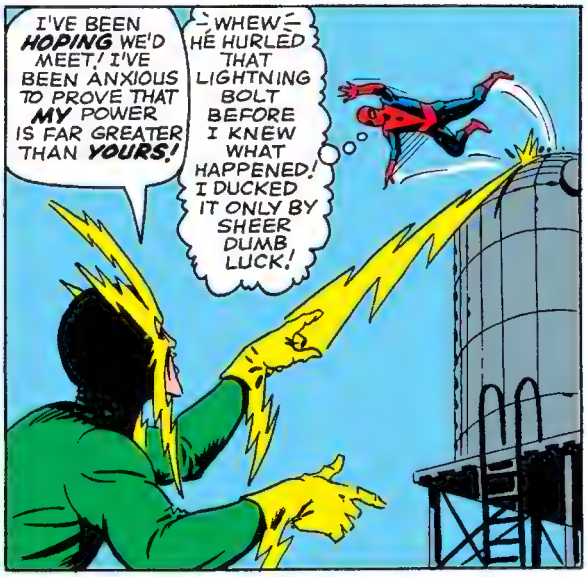

AND STILL THE SEARCH CONTINUES, UNTIL AT LAST...
WAIT!! WHAT'S THAT TINGLING I SEEM TO FEEL??
IT'S MY SPIDER-SENSE! IT'S A WARNING! HE'S SOMEWHERE NEAR HERE! HE MUST BE!

I WAS RIGHT--AT LAST! THERE HE IS NOW!
HE'S USING HIS ELECTRIC POWER LIKE A MINE DETECTOR! HE JUST LOCATED A HIDDEN SAFE IN THAT DESERTED APARTMENT!

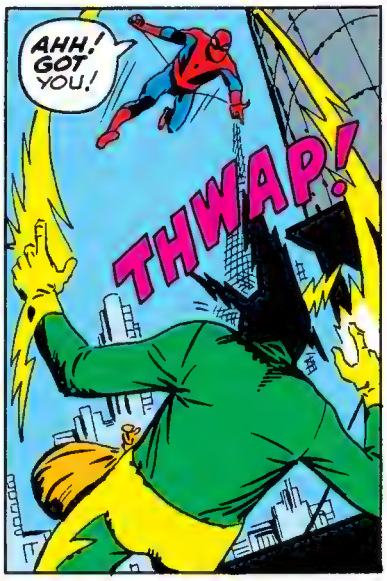
JEWELS! MONEY! NO MATTER HOW MUCH I TAKE, I WANT MORE--MUCH MORE! AND WITH MY GREAT POWER, NOTHING CAN STOP ME FROM GETTING IT!

MY TROUBLES ARE OVER AT LAST!! I'LL LET HIM LEAD ME TO HIS HIDEOUT, RECOVER HIS STOLEN LOOT, CAPTURE HIM, AND GET MY REWARD FROM THE POLICE!
MIGHT AS WELL TAKE A FEW PIX OF HIM WHILE I'M AT IT, TOO!


BUT, AS THE SAYING GOES--"THE BEST LAID PLANS OF MICE AND MEN SO OFTEN GO ASTRAY!" FOR, AT THAT INSTANT, ELECTRO SEES SPIDER-MAN!
SPIDER-MAN!! LUCKY FOR ME I CAUGHT YOUR REFLECTION IN THE MIRROR ON THE WALL!
THAT WAS CARELESS OF ME-- BUT, NO HARM DONE! I'LL STILL CATCH HIM!

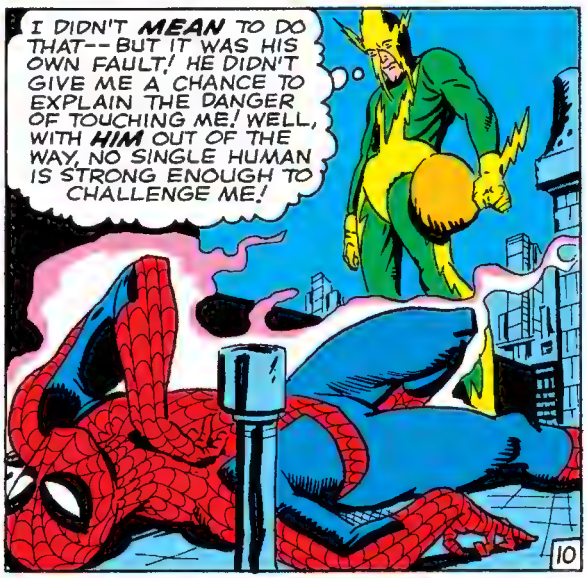

I'VE BEEN HOPING WE'D MEET! I'VE BEEN ANXIOUS TO PROVE THAT MY POWER IS FAR GREATER THAN YOURS!
WHEW-- HE HURLED THAT LIGHTNING BOLT BEFORE I KNEW WHAT HAPPENED! I DUCKED IT ONLY BY SHEER DUMB LUCK!

NO TIME TO KID AROUND! I'LL HAVE TO USE MY WEB-- FAST!


AHH! GOT YOU!
THWAP!

STILL WANT TO BRAG ABOUT YOUR POWER, PLAYMATE? YOU'LL HAVE PLENTY OF CHANCE TO DO SO WHEN YOU'RE TELLIN' IT TO THE JUDGE!
THIS CORNY WEB OF YOURS WON'T STOP ME! MY ELECTRIC RAYS CAN BURN OUT OF ANYTHING!

AND ANYONE STUPID ENOUGH TO TOUCH ME WHILE MY BODY IS IN "ELECTRIC SHOCK CONDITION" HAS ONLY HIMSELF TO BLAME FOR THE CONSEQUENCES!
OHHHHH....!


I DIDN'T MEAN TO DO THAT-- BUT IT WAS HIS OWN FAULT! HE DIDN'T GIVE ME A CHANCE TO EXPLAIN THE DANGER OF TOUCHING ME! WELL, WITH HIM OUT OF THE WAY, NO SINGLE HUMAN IS STRONG ENOUGH TO CHALLENGE ME!

BUT, IF SPIDER-MAN UNDER-ESTIMATED ELECTRO'S POWER--ELECTRO IS GUILTY OF THE SAME MISTAKE ABOUT SPIDER-MAN! THE MASTER CRIMINAL HAS FAILED TO TAKE INTO ACCOUNT THAT SPIDER-MAN'S SPIDER-INDUCED STRENGTH ENABLES HIM TO SURVIVE A SHOCK THAT CAN KILL AN ORDINARY HUMAN!

WHEW! MY HEAD! THAT ALMOST *FINISHED* ME!

NOT A TRACE OF ELECTRO! HE'S *GONE!*

ONLY *ONE* WAY TO GET THAT MONEY NOW! I'LL TAKE SOME PIX OF *MYSELF,* AND THEN SUPER-IMPOSE THEM OVER ELECTRO'S PICTURES! IT'LL LOOK AS THOUGH I SNAPPED ELECTRO CHANGING INTO SPIDER-MAN!

THE NEXT DAY...

JUST WHAT I *WANTED!* PHOTOGRAPHIC PROOF THAT SPIDER-MAN IS ELECTRO! DON'T KNOW HOW YOU *DID* IT, BUT HERE'S YOUR CHECK, PARKER!

I HATE TAKING MONEY UNDER FALSE PRETENSES--BUT I'LL MAKE UP FOR IT--SOMEHOW!

I'VE NEVER CHEATED ANYONE BEFORE! IT FEELS *TERRIBLE!* IF IT WEREN'T SUCH AN EMERGENCY...

IS YOUR AUNT *WORSE,* PETER? YOU--YOU LOOK SO *WORRIED!*

NO, BETTY--I'M NOT WORRIED--

JUST FEELING AWFULLY ASHAMED OF MYSELF!

THE NEXT EDITION OF J. JONAH JAMESON'S PAPER PLASTERS THE NEWS ALL OVER THE FRONT PAGE...

ILY BUGLE — EXTRA

PROOF THAT SPIDER-MAN IS ELECTRO!

THESE PHOTOS, TAKEN BY A BUGLE STAFF PHOTOGRAPHER, SHOW SPIDER-MAN AND ELECTRO IN THE SAME AREA, WITHIN SECONDS OF EACH OTHER!... THE BUGLE DARES SPIDER-MAN TO DISPROVE OUR CLAIM!

AND, IN THE HOURS THAT FOLLOW, THE SENSATIONAL STORY IS ON EVERYONE'S LIPS...

JAMESON'S A *NUT!* WHY SHOULD SPIDER-MAN TAKE *ANOTHER* IDENTITY! NOBODY EVEN KNOWS WHO *SPIDER-MAN* IS!

MAYBE HE WANTS TO POSE AS ELECTRO AND THEN LATER PRETEND THAT HE *KILLED* ELECTRO, TO BECOME A HERO!

MR. JAMESON WOULDN'T PRINT IT IF IT WEREN'T *TRUE!*

BUT HE COULD MAKE A *MISTAKE!*

AND, IN A SECRET HIDEOUT, IN THE HEART OF THE CITY...

HA HA! JAMESON WILL HAVE A LONG WAIT IF HE'S GONNA WAIT FOR SPIDER-MAN TO DISPROVE *ANYTHING!*

NOW, WITH SPIDER-MAN OUT OF THE WAY, I'LL REALLY KEEP THINGS POPPING AROUND HERE! NOBODY WILL EVEN *REMEMBER* SPIDER-MAN WHEN *I'M* FINISHED!

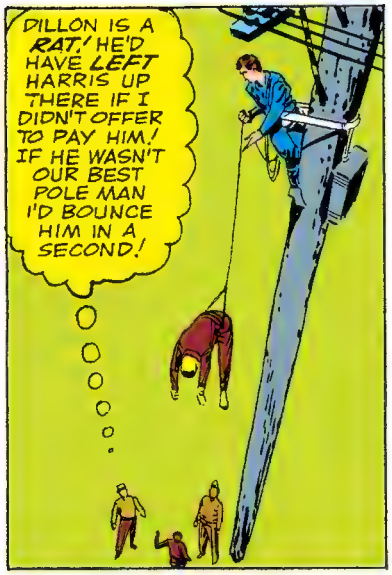
AND NOBODY EVEN REMOTELY SUSPECTS WHO ELECTRO *REALLY IS!!* NOBODY KNOWS THAT I *USED* TO BE AN ORDINARY ELECTRIC LINEMAN NAMED MAX DILLON!

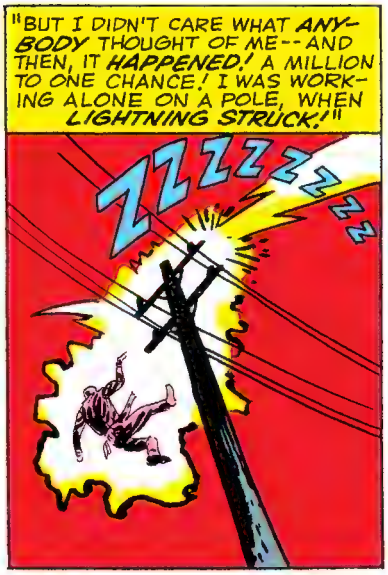
MAX, I *NEED* YOU! HARRIS IS IN TROUBLE ON A HIGH TENSION POLE! YOU'VE GOT TO HELP HIM DOWN!

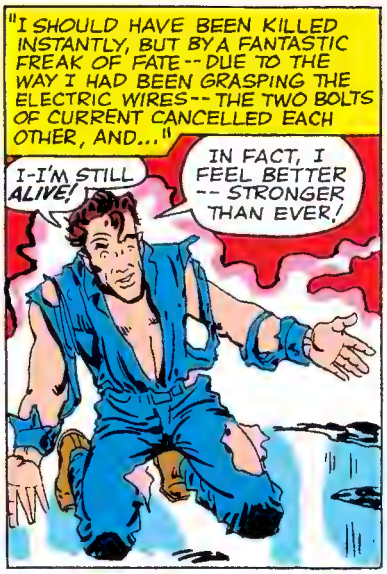
FORGET IT! I DON'T DO ANYTHING FOR *NOTHING!* HOW MUCH *BONUS* WILL YOU GIVE ME?

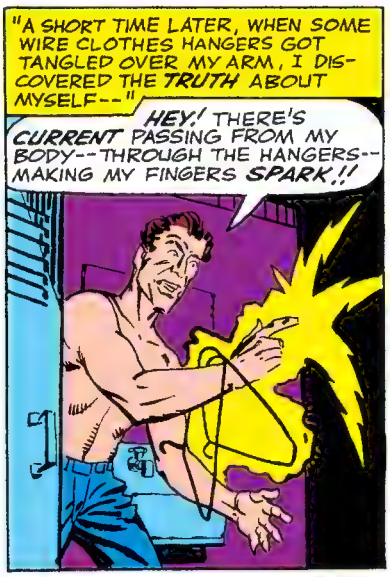
BUT THE MAN'S *LIFE* IS IN DANGER! AND YOU'RE OUR BEST POLE MAN! OKAY--YOU WIN! WE'LL PAY A HUNDRED BUCKS!

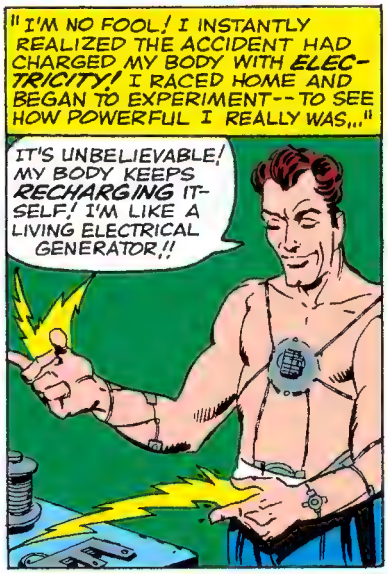
THAT'S MORE LIKE IT! NOW DON'T GET YOUR JAWS IN AN UPROAR! I'LL BRING 'IM DOWN!


DILLON IS A RAT! HE'D HAVE LEFT HARRIS UP THERE IF I DIDN'T OFFER TO PAY HIM! IF HE WASN'T OUR BEST POLE MAN I'D BOUNCE HIM IN A SECOND!

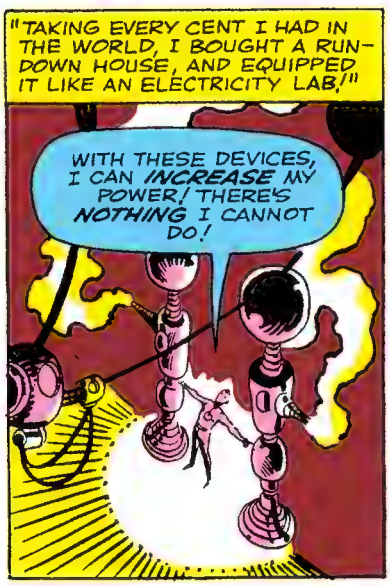

"BUT I DIDN'T CARE WHAT ANYBODY THOUGHT OF ME--AND THEN, IT HAPPENED! A MILLION TO ONE CHANCE! I WAS WORKING ALONE ON A POLE, WHEN LIGHTNING STRUCK!"
ZZZZZZZZ


"I SHOULD HAVE BEEN KILLED INSTANTLY, BUT BY A FANTASTIC FREAK OF FATE--DUE TO THE WAY I HAD BEEN GRASPING THE ELECTRIC WIRES--THE TWO BOLTS OF CURRENT CANCELLED EACH OTHER, AND..."
I-I'M STILL ALIVE!
IN FACT, I FEEL BETTER--STRONGER THAN EVER!


"A SHORT TIME LATER, WHEN SOME WIRE CLOTHES HANGERS GOT TANGLED OVER MY ARM, I DISCOVERED THE TRUTH ABOUT MYSELF--"
HEY! THERE'S CURRENT PASSING FROM MY BODY--THROUGH THE HANGERS--MAKING MY FINGERS SPARK!!

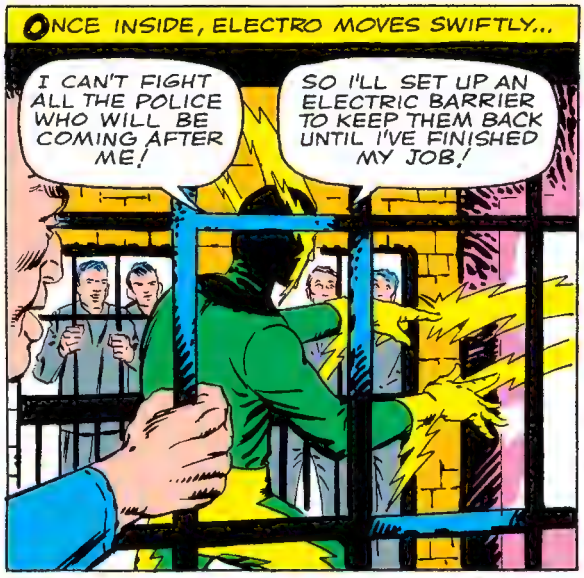

"I'M NO FOOL! I INSTANTLY REALIZED THE ACCIDENT HAD CHARGED MY BODY WITH ELECTRICITY! I RACED HOME AND BEGAN TO EXPERIMENT--TO SEE HOW POWERFUL I REALLY WAS..."
IT'S UNBELIEVABLE! MY BODY KEEPS RECHARGING ITSELF! I'M LIKE A LIVING ELECTRICAL GENERATOR!!

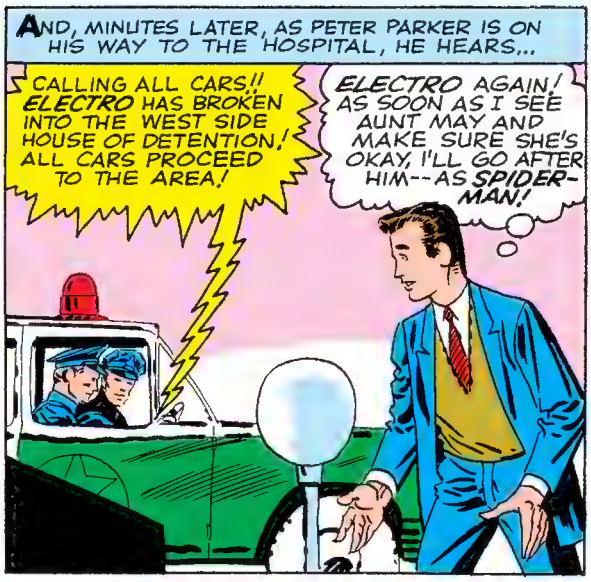
THE MORE I PRACTICE, THE MORE SKILLED I BECOME! I CAN DO ANYTHING WITH MY ELECTRIC POWER! I CAN THROW IT--USE IT AS A WEAPON--

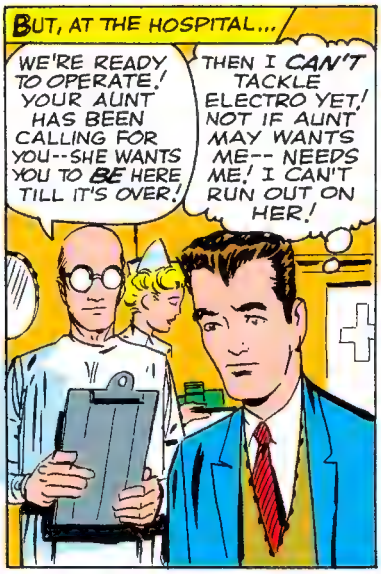

"TAKING EVERY CENT I HAD IN THE WORLD, I BOUGHT A RUN-DOWN HOUSE, AND EQUIPPED IT LIKE AN ELECTRICITY LAB!"
WITH THESE DEVICES, I CAN INCREASE MY POWER! THERE'S NOTHING I CANNOT DO!

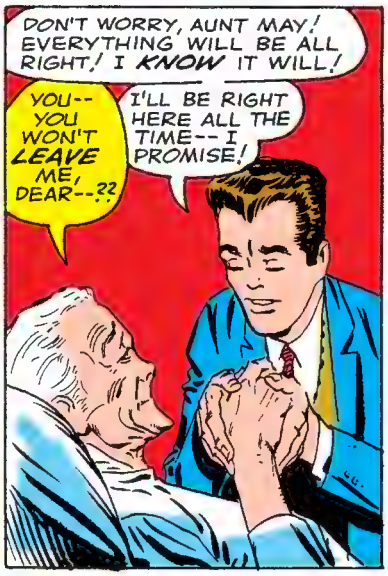
"FINALLY, I RAN COMPLETELY OUT OF MONEY! BUT THAT DIDN'T WORRY ME!"
I'LL DISGUISE MYSELF--TAKE THE NAME ELECTRO--AND GET ALL THE DOUGH I WANT!

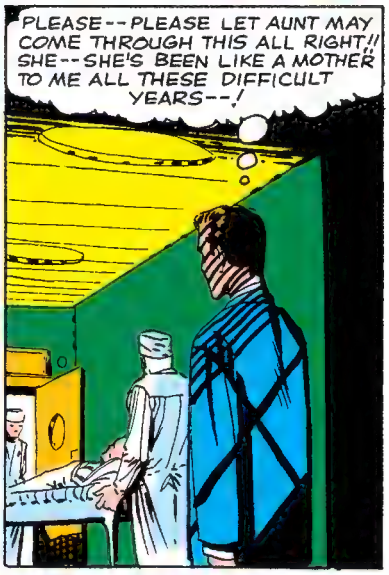
A FEW HOURS LATER, THE EXTRAORDINARY SUPERCHARGED CRIMINAL USES HIS GREAT POWER TO FORCE HIS WAY INTO A LOCKED DOWNTOWN BUILDING...
THERE ARE OVER A DOZEN PRISONERS HERE, WAITING FOR TRANSFER TO THE FEDERAL PEN! I'LL SET THEM FREE--GET THEM TO JOIN ME--TO BE MY FLUNKIES!!


ONCE INSIDE, ELECTRO MOVES SWIFTLY...
I CAN'T FIGHT ALL THE POLICE WHO WILL BE COMING AFTER ME!
SO I'LL SET UP AN ELECTRIC BARRIER TO KEEP THEM BACK UNTIL I'VE FINISHED MY JOB!

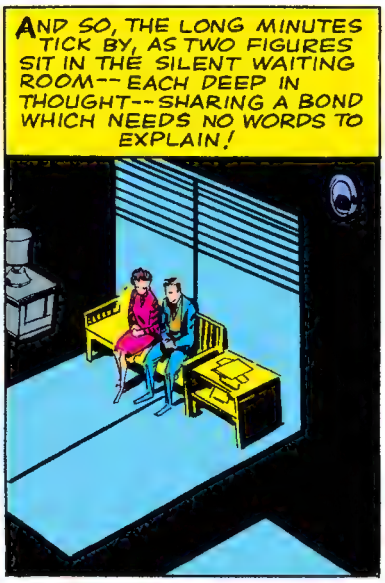

AND, MINUTES LATER, AS PETER PARKER IS ON HIS WAY TO THE HOSPITAL, HE HEARS...
CALLING ALL CARS!! ELECTRO HAS BROKEN INTO THE WEST SIDE HOUSE OF DETENTION! ALL CARS PROCEED TO THE AREA!
ELECTRO AGAIN! AS SOON AS I SEE AUNT MAY AND MAKE SURE SHE'S OKAY, I'LL GO AFTER HIM--AS SPIDER-MAN!


BUT, AT THE HOSPITAL...
WE'RE READY TO OPERATE! YOUR AUNT HAS BEEN CALLING FOR YOU--SHE WANTS YOU TO BE HERE TILL IT'S OVER!
THEN I CAN'T TACKLE ELECTRO YET! NOT IF AUNT MAY WANTS ME-- NEEDS ME! I CAN'T RUN OUT ON HER!

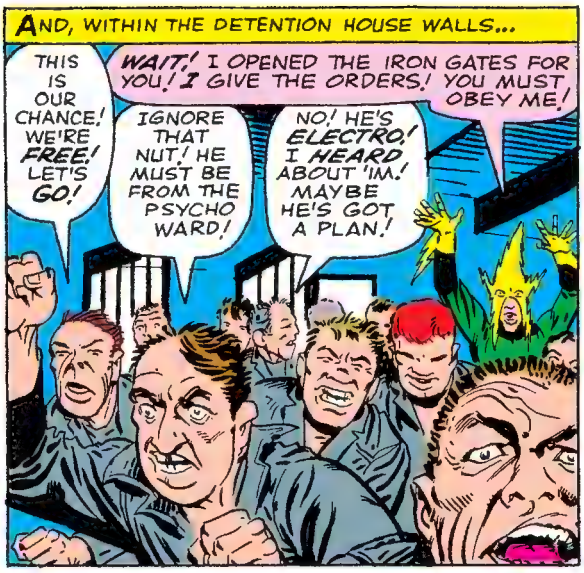

DON'T WORRY, AUNT MAY! EVERYTHING WILL BE ALL RIGHT! I KNOW IT WILL!
YOU-- YOU WON'T LEAVE ME, DEAR--??
I'LL BE RIGHT HERE ALL THE TIME-- I PROMISE!

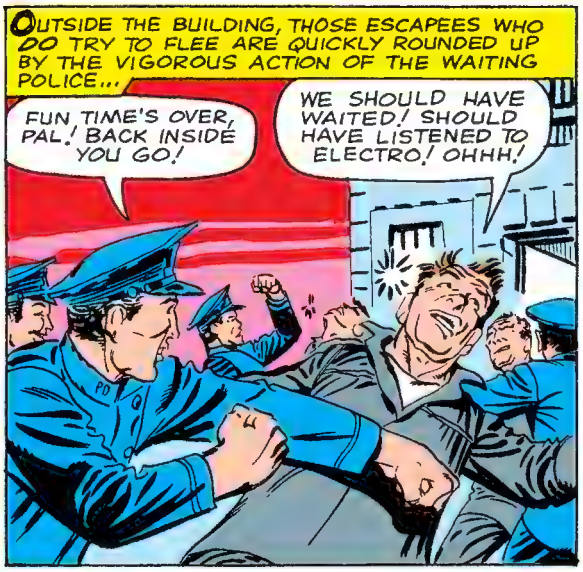

PLEASE--PLEASE LET AUNT MAY COME THROUGH THIS ALL RIGHT!! SHE--SHE'S BEEN LIKE A MOTHER TO ME ALL THESE DIFFICULT YEARS--!

PETER--I CAME TO WAIT WITH YOU! I KNOW HOW DIFFICULT IT IS TO BE ALONE AT A TIME LIKE THIS!
BETTY!
MAYBE I HAVEN'T MANY FRIENDS--BUT ONE WONDERFUL ONE LIKE BETTY MAKES UP FOR ALL I HAVEN'T GOT!


AND SO, THE LONG MINUTES TICK BY, AS TWO FIGURES SIT IN THE SILENT WAITING ROOM--EACH DEEP IN THOUGHT--SHARING A BOND WHICH NEEDS NO WORDS TO EXPLAIN!

MEANWHILE, OUTSIDE THE HOUSE OF DETENTION...
HA! STILL NO SIGN OF SPIDER-MAN! THIS PROVES I'M RIGHT! HE CAN'T COME TO BATTLE ELECTRO BECAUSE HE HIMSELF IS ELECTRO!!


AND, WITHIN THE DETENTION HOUSE WALLS...
THIS IS OUR CHANCE! WE'RE FREE! LET'S GO!
WAIT! I OPENED THE IRON GATES FOR YOU! I GIVE THE ORDERS! YOU MUST OBEY ME!
IGNORE THAT NUT! HE MUST BE FROM THE PSYCHO WARD!
NO! HE'S ELECTRO! I HEARD ABOUT 'IM! MAYBE HE'S GOT A PLAN!


OUTSIDE THE BUILDING, THOSE ESCAPEES WHO DO TRY TO FLEE ARE QUICKLY ROUNDED UP BY THE VIGOROUS ACTION OF THE WAITING POLICE...
FUN TIME'S OVER, PAL! BACK INSIDE YOU GO!
WE SHOULD HAVE WAITED! SHOULD HAVE LISTENED TO ELECTRO! OHHH!

AND, BACK AT THE HOSPITAL...
PARKER! COME IN! YOUR AUNT IS CALLING FOR YOU!
IS-- IS SHE--??
SHE'S ALL RIGHT, SON! THE OPERATION WAS A SUCCESS!

PETER-- PETER-- IS THAT YOU--? TAKE MY HAND, DEAR--
HERE I AM, AUNT MAY! YOU'RE GONNA BE WELL AGAIN! THE DOCTOR SAID SO!
THAT'S ENOUGH, BOY! SHE'S DOZING OFF NOW!

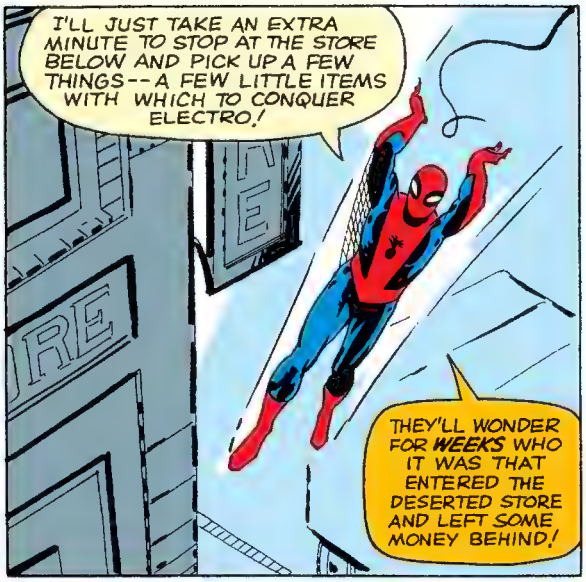
THE SEDATIVES WE GAVE HER WILL LET HER SLEEP TILL MORNING! THE DANGER IS OVER!
YOU LOOK LIKE YOU COULD USE SOME REST, TOO!
I GUESS SO! IT'S BEEN--QUITE A STRAIN!

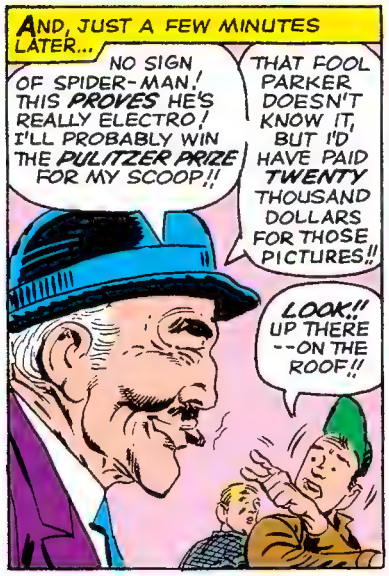
BETTY, AUNT MAY IS GOING TO BE ALL RIGHT! THE OPERATION WAS SUCCESSFUL!
OH, I'M SO HAPPY FOR YOU, PETER!
AND NOW I'VE GOT TO GO! THEY NEED ME AT THE OFFICE! MR. JAMESON ISN'T THERE--HE WENT TO COVER THE DETENTION HOUSE RIOT!

PETER, PLEASE DON'T GO THERE TO TAKE ANY PICTURES! IT COULD BE DANGEROUS!
BUT, BETTY--THE DANGEROUS PIX ARE THE ONES JAMESON PAYS THE MOST FOR!

I WAS AFRAID OF THIS! YOU'RE BEGINNING TO ENJOY THE DANGER--THE EXCITEMENT! JUST LIKE--SOMEONE ELSE I ONCE KNEW--
I WISH I KNEW WHAT REALLY BOTHERS HER! IF ONLY SHE'D TELL ME SOME DAY!

MINUTES LATER, NO LONGER BURDENED BY WORRY OVER HIS AUNT, THE WORLD'S MOST DRAMATIC COSTUMED FIGURE STREAKS OVER THE ROOFTOPS OF NEW YORK--HIS HEART POUNDING WITH EXCITEMENT--HIS EVERY NERVE TINGLING WITH THE THRILL OF IMPENDING BATTLE!
AND NOW FOR--ELECTRO!


I'LL JUST TAKE AN EXTRA MINUTE TO STOP AT THE STORE BELOW AND PICK UP A FEW THINGS--A FEW LITTLE ITEMS WITH WHICH TO CONQUER ELECTRO!
THEY'LL WONDER FOR WEEKS WHO IT WAS THAT ENTERED THE DESERTED STORE AND LEFT SOME MONEY BEHIND!

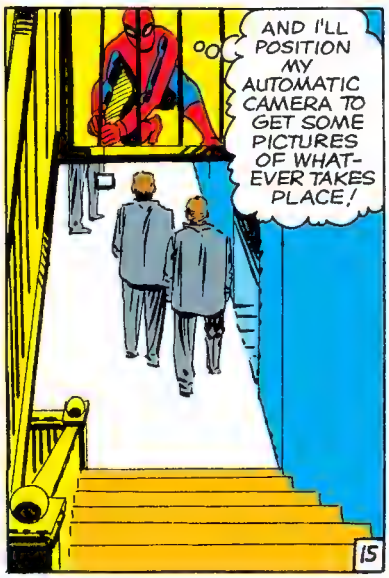

AND, JUST A FEW MINUTES LATER...
NO SIGN OF SPIDER-MAN! THIS PROVES HE'S REALLY ELECTRO! I'LL PROBABLY WIN THE PULITZER PRIZE FOR MY SCOOP!!
THAT FOOL PARKER DOESN'T KNOW IT, BUT I'D HAVE PAID TWENTY THOUSAND DOLLARS FOR THOSE PICTURES!!
LOOK!! UP THERE--ON THE ROOF!!

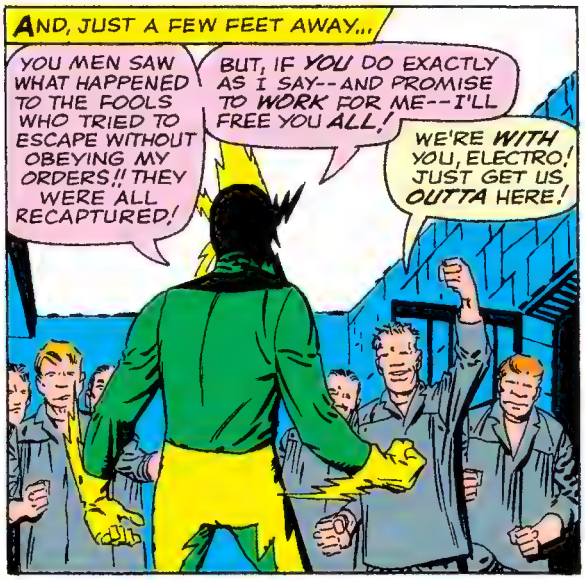
HUH? UP WHERE??
OH NO!! NO!! IT CAN'T BE! IT CAN'T!!

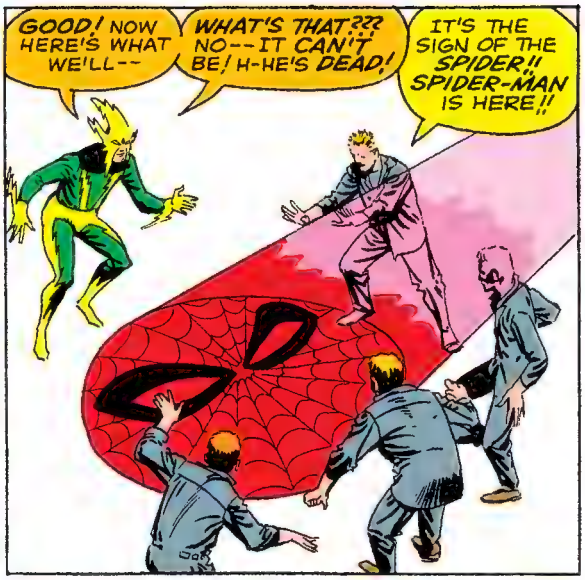
THIS RUINS EVERYTHING! SPIDER-MAN ISN'T ELECTRO! ELECTRO IS STILL INSIDE!! I WAS WRONG!! WRONG!!
I'LL BE A LAUGHING STOCK! AND ALL BECAUSE OF PETER PARKER!

I HOPE ELECTRO HASN'T FLED YET! I'M LOOKING FORWARD TO THIS!

BETTER PUT ON THESE RUBBERS--AND THE RUBBER GLOVES I GOT AT THE STORE, TO HELP INSULATE MYSELF AGAINST HIM!

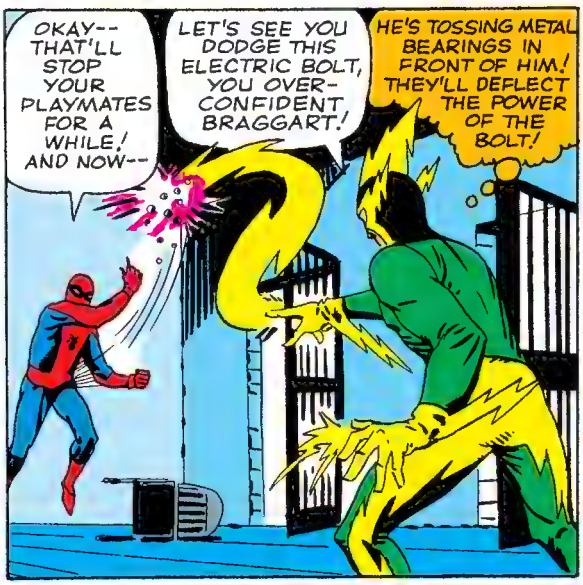

AND I'LL POSITION MY AUTOMATIC CAMERA TO GET SOME PICTURES OF WHATEVER TAKES PLACE!


AND, JUST A FEW FEET AWAY...
YOU MEN SAW WHAT HAPPENED TO THE FOOLS WHO TRIED TO ESCAPE WITHOUT OBEYING MY ORDERS!! THEY WERE ALL RECAPTURED!
BUT, IF YOU DO EXACTLY AS I SAY--AND PROMISE TO WORK FOR ME--I'LL FREE YOU ALL!
WE'RE WITH YOU, ELECTRO! JUST GET US OUTTA HERE!


GOOD! NOW HERE'S WHAT WE'LL--
WHAT'S THAT??? NO--IT CAN'T BE! H-HE'S DEAD!
IT'S THE SIGN OF THE SPIDER!! SPIDER-MAN IS HERE!!

I KNOW IT'S BAD MANNERS TO DROP IN WITHOUT AN INVITATION, BUT I'M SURE YOU'LL FORGIVE ME JUST THIS ONCE!

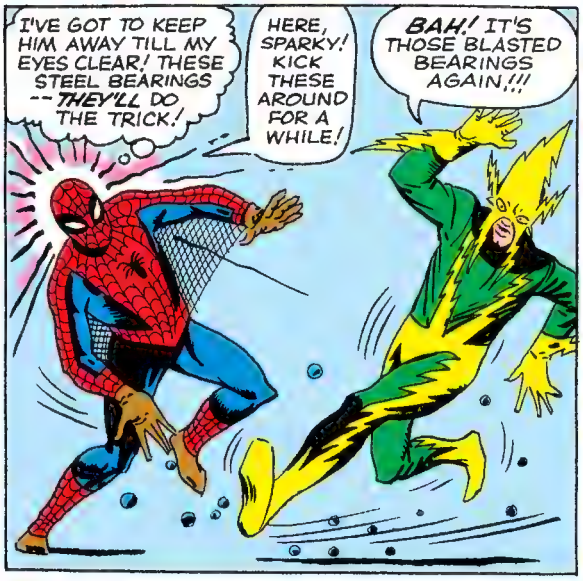
YOU SURVIVED MY ATTACK ONCE, SPIDER-MAN--BUT I WON'T BE SO CARELESS A SECOND TIME!
JUST STAY THERE AND KEEP TALKING, MISTER! I'LL GET TO YOU IN A MINUTE!


OKAY--THAT'LL STOP YOUR PLAYMATES FOR A WHILE! AND NOW--
LET'S SEE YOU DODGE THIS ELECTRIC BOLT, YOU OVER-CONFIDENT BRAGGART!
HE'S TOSSING METAL BEARINGS IN FRONT OF HIM! THEY'LL DEFLECT THE POWER OF THE BOLT!

ANYONE WITH ANY KNOWLEDGE OF SCIENCE KNOWS THAT ANYTHING METAL CAN ACT LIKE A LIGHTNING ROD--AS THIS STEEL CHAIR IS DOING!
YOU'RE WASTING YOUR TIME! MY CURRENT IS INEXHAUSTIBLE--AND YOU'LL SOON RUN OUT OF THINGS TO THROW!

YOU KIDDIN'?? I'M NOT GONNA SPEND ALL DAY TOSSING THINGS AT YOU!
THESE RUBBER GLOVES I'M WEARING WILL GIVE ME A CHANCE TO MASSAGE YOUR CHIN WHISKERS A WHILE--LIKE THIS!
THUD!

BUT, AS ELECTRO REELS BACK, BRUSHING AGAINST THE METAL CELL BARS, THE FLASH OF INTENSE CURRENT TEMPORARILY BLINDS SPIDER-MAN!
MY EYES--CAN'T SEE!
HAH! ELECTRIC CURRENT REVITALIZES ME! NOW I'LL BE STRONGER THAN EVER!


I'VE GOT TO KEEP HIM AWAY TILL MY EYES CLEAR! THESE STEEL BEARINGS --THEY'LL DO THE TRICK!
HERE, SPARKY! KICK THESE AROUND FOR A WHILE!
BAH! IT'S THOSE BLASTED BEARINGS AGAIN!!!

I'LL STOP 'IM FOR YA, ELECTRO!! HEY--! WHA--??
DIDN'T THINK ANYONE WOULD BE DUMB ENOUGH TO TRY TO SNEAK UP BEHIND A FELLA WITH A SPIDER SENSE!!

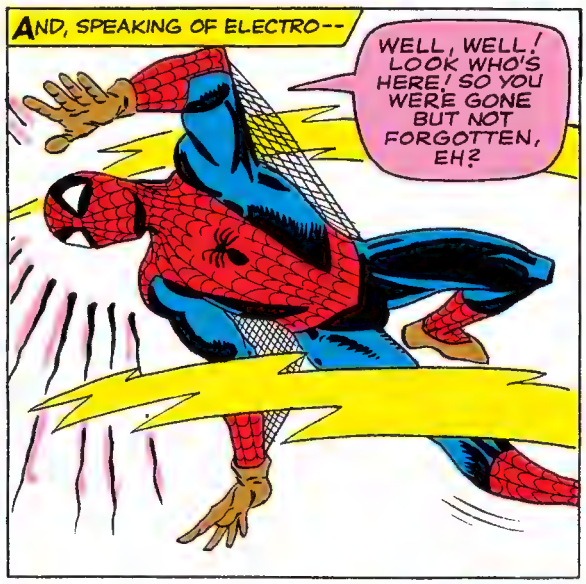
IF IT'S ANY CONSOLATION TO YOU, CHUM--I'M PULLING MY PUNCH ALL I CAN! I ONLY WANT TO KNOCK YOU OUT--NOT DEMOLISH YOU!
WHAM!

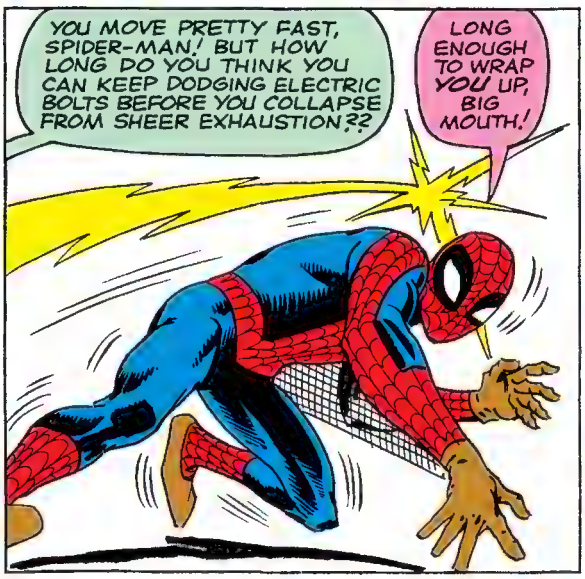
WONDER WHERE ELECTRO DISAPPEARED TO?
UH OH! THE OTHER PRISONERS ARE TRYING TO ESCAPE VIA THE ROOF! I BETTER HEAD 'EM OFF--FAST! HAVEN'T PLAYED LEAP-FROG SINCE I WAS A KID!

THEN, REACHING THE TOP OF THE STAIRWAY, SPIDER-MAN TURNS, AND...
HEY! DIDN'T ANYONE EVER TEACH YOU NOT TO POINT!?? 'SPECIALLY WITH A GUN IN YOUR MITT!
WHAP!

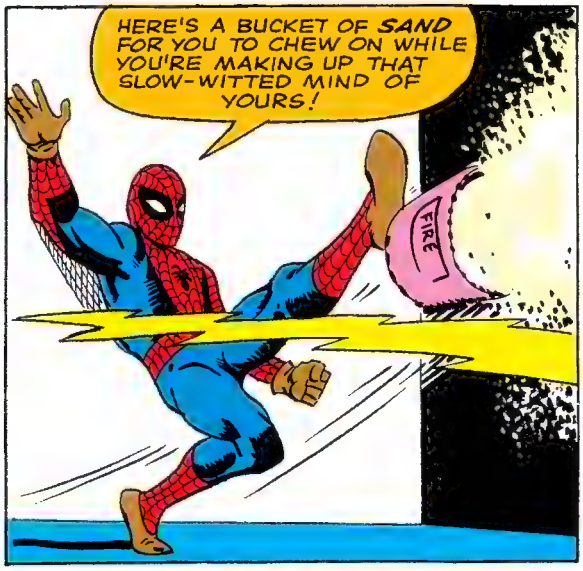
LET'S GET DOWN AGAIN! WE CAN'T TACKLE SPIDER-MAN!
ANYTHING'S BETTER THAN FACIN' HIM!
WE DIDN'T REALIZE HOW SOFT WE HAD IT IN OUR NICE, QUIET CELLS!

LOOK OUT! THE POLICE ARE DOWN HERE!!
YOU WERE EXPECTING MAYBE THE PONY EXPRESS??
I THINK WE'VE GOT 'EM ALL NOW--BUT ELECTRO'S STILL AT LARGE!


AND, SPEAKING OF ELECTRO--
WELL, WELL! LOOK WHO'S HERE! SO YOU WERE GONE BUT NOT FORGOTTEN, EH?


YOU MOVE PRETTY FAST, SPIDER-MAN! BUT HOW LONG DO YOU THINK YOU CAN KEEP DODGING ELECTRIC BOLTS BEFORE YOU COLLAPSE FROM SHEER EXHAUSTION??
LONG ENOUGH TO WRAP YOU UP, BIG MOUTH!

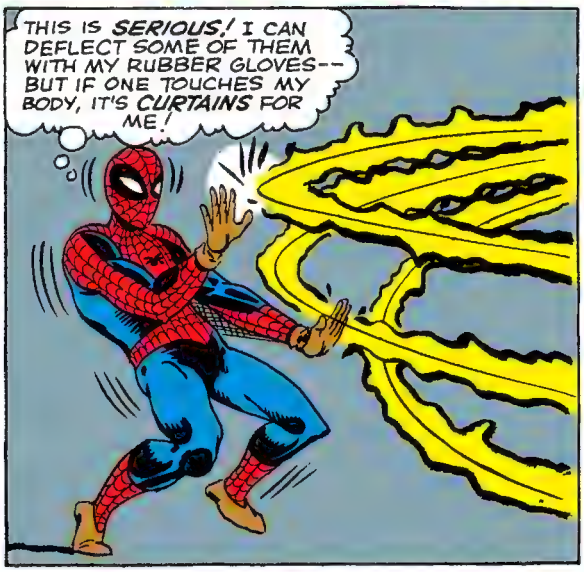
WELL, LITTLE MAN, I HAVE ANOTHER SURPRISE FOR YOU! I CAUGHT THE GUN THAT YOU KICKED DOWNSTAIRS! AND NOW WE'LL FIND OUT WHETHER A BULLET, OR AN ELECTRIC BOLT, CAN GET YOU FIRST!
AND WHAT DO YOU THINK I'LL BE DOING? STANDING AROUND AND WAITING FOR YOU?

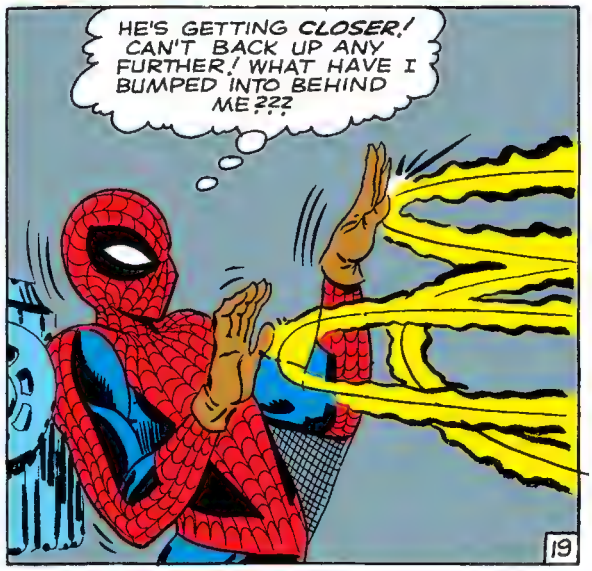

HERE'S A BUCKET OF SAND FOR YOU TO CHEW ON WHILE YOU'RE MAKING UP THAT SLOW-WITTED MIND OF YOURS!
FIRE

IS THAT THE BEST YOU CAN DO? DON'T YOU KNOW THAT ELECTRIC CURRENT CAN TURN SAND TO GLASS?

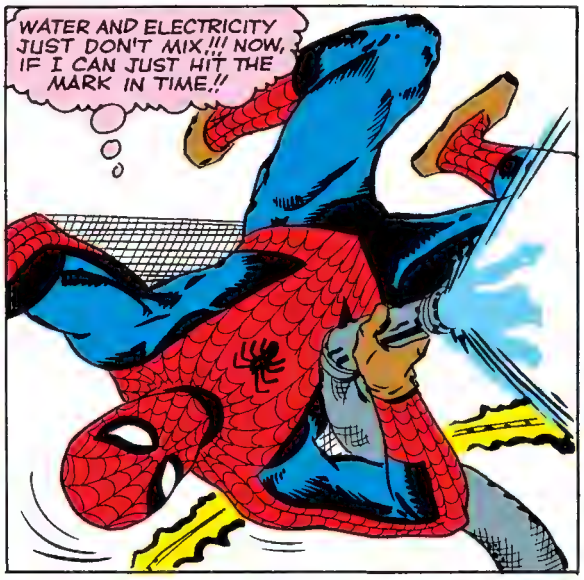
SURE I KNOW IT! BUT WHILE YOU'RE BUSY SHOWING OFF, IT GIVES ME TIME TO SHOOT MY WEB AT YOUR GUN--JAMMING IT SO YOU CAN'T FIRE! DO I MAKE MYSELF CLEAR??

LIVID WITH RAGE AND FRUSTRATION, ELECTRO SUDDENLY RIPS SOME HIGHLY CHARGED POWER WIRES FROM THE WALL, WHIRLING THEM MENACINGLY AROUND HIS HEAD!
YOU'VE MOCKED ME FOR THE LAST TIME! ANY ONE OF THESE WIRES, IF IT TOUCHES YOUR BODY, WILL RID THE EARTH OF SPIDER-MAN--FOREVER!


THIS IS SERIOUS! I CAN DEFLECT SOME OF THEM WITH MY RUBBER GLOVES--BUT IF ONE TOUCHES MY BODY, IT'S CURTAINS FOR ME!


HE'S GETTING CLOSER! CAN'T BACK UP ANY FURTHER! WHAT HAVE I BUMPED INTO BEHIND ME???

IT'S A WATER MAIN--WITH A FIRE HOSE ATTACHED!!
SAY!! WHAT KIND OF SCIENCE MAJOR AM I, ANYWAY?? WHY DIDN'T I THINK OF THIS RIGHT AWAY??


WATER AND ELECTRICITY JUST DON'T MIX!!! NOW, IF I CAN JUST HIT THE MARK IN TIME!!

I DID IT!! IT'S A REAL SHORT-CIRCUIT! IT STOPPED HIM COLD!

LIFE SURE IS FUNNY! HERE'S ONE OF THE MOST POWERFUL CRIMINALS OF ALL TIME! AND WHAT FINALLY BEAT HIM?? JUST A DOUSING FROM A PLAIN, ORDINARY WATER HOSE!
MIGHT AS WELL REMOVE HIS MASK AND SEE WHO HE IS!

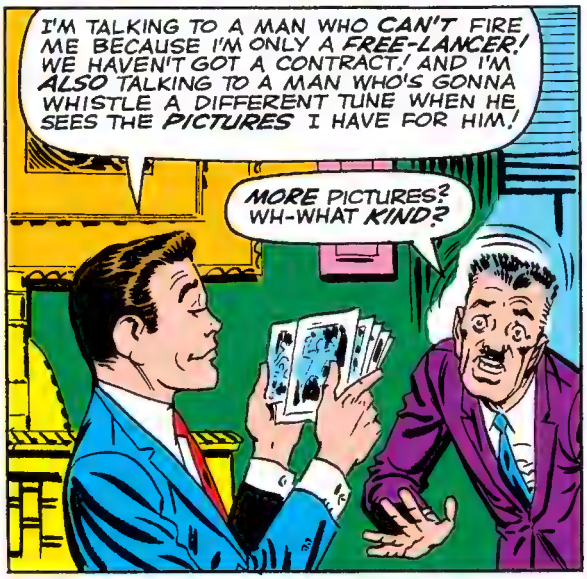
IF THIS WAS A MOVIE, I'D GASP IN SHOCK AND THEN I'D SAY: "GOOD HEAVENS! THE BUTLER!"
BUT THIS GUY I NEVER SAW BEFORE!
OH WELL, IT WON'T TAKE THE POLICE LONG TO FIND OUT WHO HE IS!

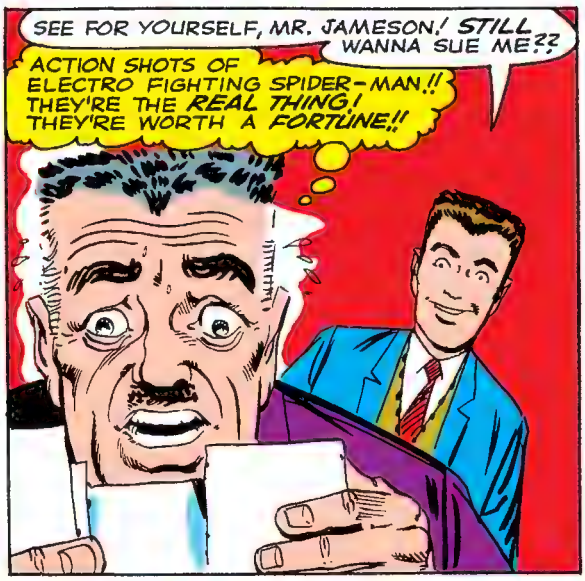
IN FACT, I CAN HEAR THEM COMING NOW! BETTER GET MY CAMERA AND GET OUT OF HERE!
HOPE THE PIX CAME OUT OKAY! IT'LL BE THE SCOOP OF THE YEAR!

LATER, AT THE OFFICE OF A SORELY-WORRIED J. JONAH JAMESON...
I'VE MADE A FOOL OF MYSELF! NOBODY WILL BUY MY PAPER NOW! ALL BECAUSE OF THAT BLASTED PETER PARKER!
MR. JAMESON, PETER PARKER IS HERE TO SEE YOU!

PARKER!! YOU MEAN HE DARES TO SHOW HIS MISERABLE FACE AROUND HERE! SHOW THAT BLANKETTY-BLANK ★!?*-X!? IN HERE! I'LL MAKE MINCE MEAT OF HIM!! WELL--DON'T JUST STAND THERE!!
Y-YES, SIR!! N-NO, SIR! YES SIR!

PARKER, BEFORE I FIRE YOU, I'M GONNA TELL YOU SOMETHING! I'M SUING YOU FOR FAKE PICTURES--FOR FRAUD--FOR--FOR--ANYTHING I CAN THINK OF!
RELAX, J.J.J.! YOU'RE NOT FIRING ME--AND YOU'RE NOT SUING ME!
WHAT??!!! WHO DO YOU THINK YOU'RE TALKING TO??

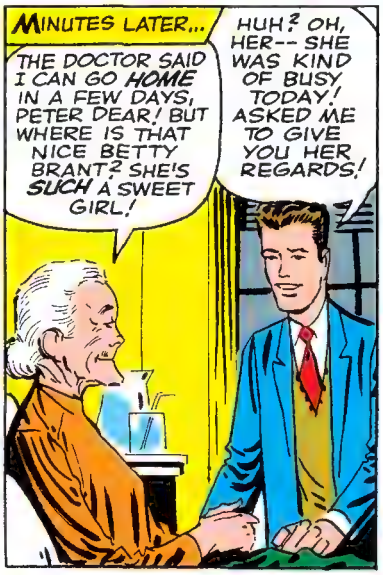

I'M TALKING TO A MAN WHO CAN'T FIRE ME BECAUSE I'M ONLY A FREE-LANCER! WE HAVEN'T GOT A CONTRACT! AND I'M ALSO TALKING TO A MAN WHO'S GONNA WHISTLE A DIFFERENT TUNE WHEN HE SEES THE PICTURES I HAVE FOR HIM!
MORE PICTURES? WH-WHAT KIND?

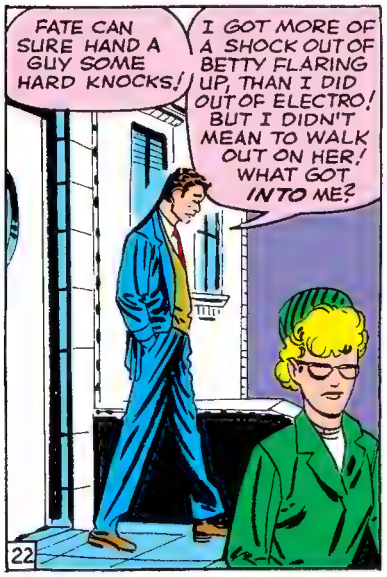

SEE FOR YOURSELF, MR. JAMESON! STILL WANNA SUE ME??
ACTION SHOTS OF ELECTRO FIGHTING SPIDER-MAN!! THEY'RE THE REAL THING! THEY'RE WORTH A FORTUNE!!

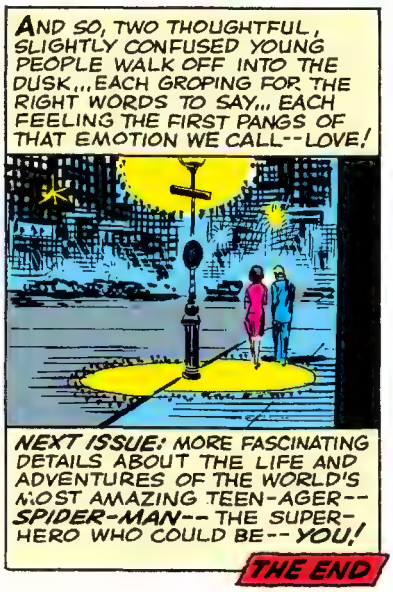
PARKER, YOU LITTLE OL' SON OF A GUN! YOU DIDN'T THINK I WAS REALLY ANGRY,-HEH HEH-DID YOU?
OF COURSE NOT, J.J.J.! EVERYONE KNOWS YOU NEVER LOSE YOUR TEMPER! YOU'RE THE MOST KIND-HEARTED, LOVEABLE PUBLISHER IN THE BUSINESS!

YEAH!-HEH HEH!- IT'S WRITTEN ALL OVER ME, ISN'T IT! NOW, JUST BECAUSE I'M ALL HEART, I'LL TELL YOU WHAT I'LL DO--I'LL TAKE THESE PICTURES FROM YOU AND I'LL FORGIVE YOU FOR THE OTHER PICTURES! FAIR ENOUGH??

PERFECT! NOW I'LL FEEL I'VE MADE UP FOR SELLING HIM THOSE FAKED PHOTOS BEFORE!
OKAY, MR. JAMESON--IT'S A DEAL!
I'M ROBBING HIM! I'LL MAKE A FORTUNE WITH HIS PICTURES! BUT I DESERVE IT--'CAUSE HE'S A FOOL!







NEXT ISSUE: MORE FASCINATING DETAILS ABOUT THE LIFE AND ADVENTURES OF THE WORLD'S MOST AMAZING TEEN-AGER--SPIDER-MAN--THE SUPER-HERO WHO COULD BE--YOU!

THE END

SPIDER'S WEB

Dear Stan and Steve.

Only the team of Lee and Ditko could turn out a masterpiece like the AMAZING SPIDER-MAN #5. What a terrific issue! The art was spectacular and I hope to see future issues as good as #5! As for my comparison of the Spider-Man to other Marvel characters, he is the best next to the Fantastic Four. In the future I would like to see Spider-Man tangle with the Incredible Hulk. I think the new comic THE AVENGERS is swell. With such feats as the AMAZING SPIDER-MAN and the AVENGERS, I turn to Marvel Comics ahead of the others! Another of my opinions is that SGT. FURY AND HIS HOWLING COMMANDOS is not worth publishing. You say that the MARVEL COMICS GROUP ushers in the MARVEL AGE OF COMICS – well, you can usher Sgt. Fury and his sloppy associates right out the door, but otherwise, keep up the good work!

David Buset
177 Ivy Drive
Oronda, Calif.

Steve is laughing — he doesn't draw SGT. FURY! But look at poor ol' Stan over there in the corner, weeping! As for the Commandos being sloppy, Dave — there aren't too many good tailor shops in fox-holes! Anyway, we're glad you like SPIDER-MAN, fella!

Dear Stan and Steve.

This morning I walked two miles for SPIDER-MAN #5, and it was well worth it! (The comic, not the walk!) Only one thing bugs me – why do you always put exclamation marks after whatever your characters say? (except for questions)

Gordon Flagg, Jr.
1906 Clairmont Terr.
Atlanta, Ga.

There's a reason for the exclamation marks, Gordon . . . When ordinary periods are used between sentences, they sometimes do not reproduce clearly when the mag is printed and the sentences seem to run together. But, exclamation marks show up much better, thus eliminating the possibility of any confusion.

Dear Stan and Steve.

Since your themes are crimefighters I think that Spider-Man should be recognized for the good he is trying to do by his fellow characters, or by an intimate group of his friends who believe in him and are convinced of his worth. Then he wouldn't have to stand alone as is the case of so many seemingly bad teenagers today.

Lee Snowden
727 So. 56th St.
Phila. 43, Pa.

We're not quite sure what you mean, Lee, but we love the way you said it!

Dear Stan and Steve.

There's one question which has been bugging me ever since I read SPIDER-MAN #6. On page 6 panel 3 the picture has ol' Doc Doom bouncing our boy something fierce. Now where did he get that kind of strength?? — — — — Also, since I'm sending this letter I'll ask another question. On page 13 panel 6 Spider-Man has just slithered down through the air vent and is hanging upside-down when he shoots out his spider symbol which comes out rightside up instead of upside-down since he was upside-down and not rightside up . . . how come??!?

Don Powers
2208 Harcourt Drive
Cleveland Heights, Ohio

How come? Because we made a big, fat, bonehead mistake . . . THAT'S how come! As for Doc Doom giving Spidey his lumps, Don — the Doc has always been a mighty foe! If you don't believe it, ask Mr. Fantastic!

Dear Stan and Steve.

Like it said on the cover of SPIDER-MAN #5—"It had to happen!" Spider-Man was just bound to battle Doc Doom sometime. As most readers will agree, Steve Ditko usually does a pretty bad job on the Fantastic Four whenever he draws them. Therefore, you'd think he'd do just as bad a job on Doctor Doom, the FF's arch-foe. Not so! Ditko did an admirable job on the ol' Doc. It's a funny thing about Steve's art—everybody likes the weird and mysterious style he gives Spider-Man, but if he were to illustrate the FF it'd undoubtedly be a flop; same thing if Kirby illustrated Spider-Man!

John Page
5933 Elkport
Lakewood, Calif.

One thing WE always say about Steverino's art, Johnny . . . It's so far out, that it's in!

Dear Stan and Steve.

Your Spider-Man vs. Torch stories are great and the sooner you throw Iceman in them, the sooner the fun will really begin. Ditko's work—at first—I didn't like, but now anyone who sees his work on Spider-Man 12 times a year and still doesn't like it has got to be as nutty as a fruitcake! Steve boy, if I could get to New York, I'd personally tell you how sorry I am about calling your work "the worst of Marvel's". It seems to me that I wasn't in the mood to think straight, or perhaps, I must have been studying my five minute talk on comics that I said in front of Salem High School—and won third prize in doing so! When it comes to drawing Spider-Man in an utterly fantastic way, everyone takes a back seat to you—even Mr. Kirby! While he did a very good job on Spider-Man in the STRANGE TALES ANNUAL, I missed your touch. You are to Spider-Man as Kirby is to Sgt. Fury. If possible, Spider-Man should become a member of some team—he's the only super-hero that you publish regularly that doesn't have a partner or partners—so how about it!?

Michael Fallis
P.O. Box 663
Salem, Mass.

We imagine if the Human Torch were asked, Mike, he'd say: "Sure, Spider-Man should be a member of a team — like Laurel and Hardy, or the Three Stooges!"

Dear Stan and Steve.

I'm writing on SPIDER-MAN #5. My general opinion about it is great! There could have been a few things done differently to make it even better, though. Steve's drawing of the FF and Doc Doom was . . . well . . . shall we say . . .

CONTINUED...

CONTINUED...

not too good? (Shall we say lousy?) I think it was because he isn't used to drawing them, like Kirby is. I think it better that Peter's Aunt May didn't find out about his alter-ego, but I think Steve Perrin's idea about a feminine ally, but not necessarily J.J.J.'s daughter, is good. I also think (boy, I am doing a lot of thinking) David Colman's idea about a Spider-Man Fan Club is a gem. Spider-Man should meet the FF and clear his name—I don't want another Hulk, so to speak. How about a Spider-Man T.V. show? If the show was half as good as the mag it would have no trouble at all getting a sponsor aside from being a smash hit. On page 21, panel 1, Steve drew Sue Storm's hair all wrong—she hasn't worn it like that for some time now! That's about all for now, except keep up the good work and keep putting them out as good as #5 was!

Brady Flowers
10 E. Washington Ave.
Le Center, Minn.

WE'RE willing to have a SPIDER-MAN T.V. show, Brady — but the T.V. industry hasn't yet started breaking down our door to beg for permission! In fact, over at the networks, they probably think SPIDER-MAN is a guy who hunts spiders!

Dear Stan and Steve.

When I first read SPIDER-MAN (issue #3) he didn't seem to be as good as your other super-heroes, but I figured anything with MARVEL scrawled on it had to turn out great. After I read SPIDER-MAN #4 (about 20 times) I fell in love with him. But after I read #5 you could have hauled me away and I wouldn't have cared—I was so overwhelmed. For plot and action it just can't be beaten. I have only one complaint—it is about Ditko's art work. He would be a great artist if he could only learn to draw. All of his characters have square heads and bodies. The only decent looking one is the costumed Spider-Man. Even though Ditko's work isn't the best I've seen, I still think your mag is the greatest.

David Catena
2601 Cambria Ave.
Windber, Pa.

Y'know something? There may not be another issue of SPIDER-MAN! We won't have time to produce it — we'll be too busy burning all these letter pages before Steve can read them! Anyway, Dave, what's wrong with a square head and body? You should see OURS!

Dear Stan and Steve.

A couple of months ago I went to the drugstore with no intention of buying a comic book. As I strolled by the comic rack my eyes latched onto something different—SPIDER-MAN natch! As soon as I bought it I read the adventure-filled book that exploded with excitement. It was new and completely different with the most awesome villains I have ever witnessed. Please don't team up Spider-Man with anyone! He's great as he is! Steve Ditko's art is great, especially the scenes where he pictures our hero leaping or swinging from building to building. I hope you won't have Spider-Man hanging onto one expression like "Holy Hannah!". I have just read issue #5 and thought it was equally tremendous. I think a nationwide fan club would be great as suggested by David Coleman. I cannot find anything wrong with this magazine—it's simply stupendous. Please keep up the good work!

Tommy Key
303 Westover Dr.
Birmingham 9, Ala.

HOLY HANNAH! Are we glad to see your letter, Tommy! Steve was just about to send away for a mail-order course in drawing! Anyway, as far as teaming Spidey up with anyone is concerned, we've no plans to do so at present — and our mail is pretty evenly divided about it! Some fans say we HAVE TO team him up — and others say we shouldn't DARE do it! So we'll stand pat for the present!

SPECIAL ANNOUNCEMENTS SECTION:

- **Well, the suspense is killing us! It's time to send this ish to the printers, and SPIDER-MAN #7 hasn't gone on sale yet, so we STILL haven't received any letters from you telling how you feel about our dropping the letters page! But, the tally will be in by NEXT ish and we'll give you the straight scoop at that time!**
- **So, let's see now — we've got an announcements section, so we ought to find something to announce in it! One thing we should mention is the difficulty some of you fans say you're having in finding our mags. We've received many letters telling us that some stores and newsstands don't carry SPIDER-MAN and other Marvel mags — or, that they're sold out by the time you get to the stands — or some such thing. Unfortunately, it is almost impossible for us to control the distribution of our mags at the dealer level. We make sure our issues get to each city, but after that it's up to the individual wholesalers to deliver them to each store. And, sometimes, the storekeeper himself doesn't bother displaying all the mags he receives. The best thing you can do is keep ASKING your dealer for the mags you want. Tell him to reserve your copy each month. If he hears it enough, who knows? He might even realize he's got some best-sellers right under his nose that he didn't even know about!**
- **No sense our mentioning the features which will appear in the other Marvel mags this month, because they're listed in the Special Announcements Section of FANTASTIC FOUR #23, also on sale at this time, and most of you SPIDER-MAN readers also read the FF. But, let's see what ISN'T mentioned in the FF. . . .**
- **JOURNEY INTO MYSTERY has a featurette about The Boyhood of Thor which we think you might like. It shows Thor and Loki as youngsters — and y'know something? Loki hasn't improved a bit with age!**
- **Ish #3 of X-MEN, now on sale, is the first issue which really plays up their various personalities! It'll show you that The Beast ISN'T really like The Thing, as many readers have implied. Lots of fans have asked to see SPIDER-MAN together with the X-MEN — what do YOU think?**
- **Have you been following our The Wasp Tells a Tale feature in TALES TO ASTONISH? This ish (#52) has a cutie called Not What They Seem — but the best cutie of all, natch, is The Wasp herself!**
- **The Watcher is back in TALES OF SUSPENSE with a nifty called Journey's End. We're getting real fond of The Watcher! Some day we hope we can find a way to feature him a bit more than we're doing at present! Any ideas?**
- **Oops! We almost forgot! The current ish of FANTASTIC FOUR (#23) brings back Doctor Doom, aided and abetted by a team of mighty unusual flunkies! Also, it shows the FF on the verge of splitting up and electing themselves a new leader! It's written by Stan, drawn by Jack Kirby, and produced by Marvel! What more can we say?**
- **Smiling Stevey Ditko doesn't want us to tell you what the next SPIDER-MAN will be about! He thinks you'll get more of a kick out of it if you're surprised. (If you ask US, he and Stan just haven't WRITTEN it yet!) Anyway, it's not too long to wait . . . and so, till we meet again, here's hoping you continue to find as much enjoyment in our mags as we find in your wonderful, loyal support!**

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
10 MAR.
NEVER HAS ANYONE FOUGHT SUCH MERCILESS FOES AS...
"THE ENFORCERS!"
IN THIS ISSUE:
LEARN WHY J. JONAH JAMESON REALLY HATES SPIDER-MAN!

SPIDER-MAN
HOW CAN ONE LONE CRIME-FIGHTER, THOUGH POSSESSING THE POWER OF COUNTLESS SPIDERS, HOPE TO DEFEAT
"THE ENFORCERS!"
CAUTION! THINK TWICE BEFORE STARTING THIS MOVIE-LENGTH TALE! WE FEEL IT ONLY FAIR TO WARN YOU...ONCE YOU HAVE READ IT...ONCE YOU HAVE SAVORED THE THRILLS AND SURPRISES WHICH ONLY SPIDER-MAN CAN PROVIDE...YOU MAY FIND IT DIFFICULT TO EVER AGAIN BE SATISFIED BY LESSER MAGAZINES!
who is THE BIG MAN? ??????????
WITH THIS CLASSIC TALE, THE MARVEL AGE OF COMICS REACHES A NEW PLATEAU OF GREATNESS!!
WRITTEN BY: SMILING STAN LEE
ILLUSTRATED BY: SWINGING STEVE DITKO
LETTERED BY: SPARKLING SAM ROSEN

OKAY! IF YOU'VE READ THIS FAR, WE FIGURE YOU'RE HOOKED! THERE'S NO TURNING BACK NOW! SO HOLD ON TO YOUR HATS... HERE GOES ONE OF THE MOST EXCITING SUPER-ADVENTURES YOU'VE EVER READ!

EVERYTHING'S ALL SET, BOSS!

GOOD! **SPIDER-MAN** WAS SEEN HEADING THIS WAY! HE SHOULD ARRIVE WITHIN SECONDS! START **OPERATION HI-LIFT** RIGHT NOW!

AT A SIGNAL FROM THE MYSTERIOUS MASKED MAN, A PROFESSIONAL BURGLAR CAUTIOUSLY CLIMBS TOWARD THE END OF A LONG FLAGPOLE ...

COME BACK WITH THOSE JEWELS! YOU HAVEN'T A **CHANCE** OUT THERE!

I WOULDN'T MAKE BOOK ON THAT IF I WERE YOU! THE **BIG MAN** PLANNED THIS CAPER, AND HE NEVER FAILS!

AT THAT MOMENT, THE WORLD'S MOST DRAMATIC SUPER-HERO WITNESSES THE STRANGE SCENE, AND THEN ...

IF THAT JOKER'S TRYING TO ESCAPE FROM THE POLICE, HE'S DOING IT THE **HARD WAY!**

I'D BETTER GRAB HIM BEFORE HE FALLS AND...

HEY! WHAT'S GOING **ON?!!**

IT **WORKED!** SPIDER-MAN NEVER SUSPECTED I HAD A **CABLE** WRAPPED AROUND ME!!

WE CAUGHT SPIDER-MAN FLAT-FOOTED, BOSS, JUST LIKE YOU **SAID!**

NATURALLY! THAT'S WHY I'M **THE BIG MAN!** HAUL HIM IN... FAST!

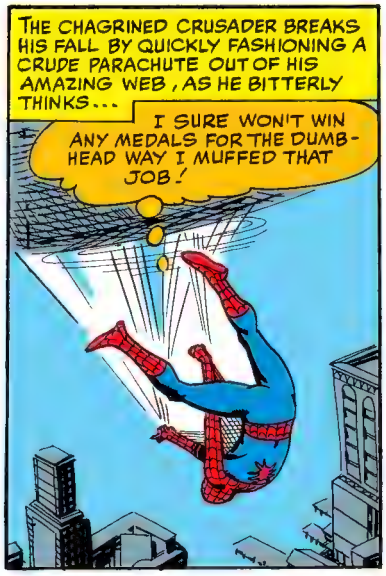
DON'T KNOW WHAT IT'S ALL ABOUT, BUT **NOBODY** MAKES A SAP OUT OF **ME!**

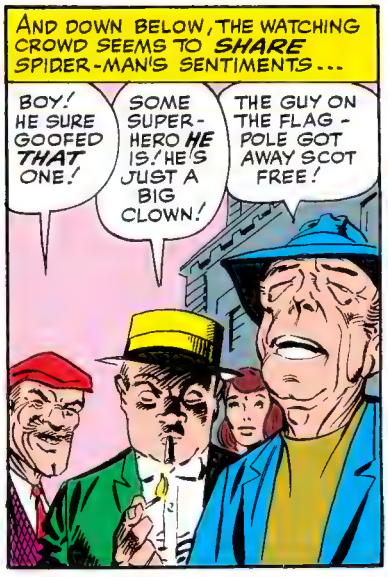
I'LL SWING AROUND THIS FLAGPOLE ON MY WEB, TO GET UP SOME STEAM, AND THEN...

I'LL GET HIM BEFORE HE CAN ESCAPE IN THAT HIDDEN WHIRLEY-BIRD!

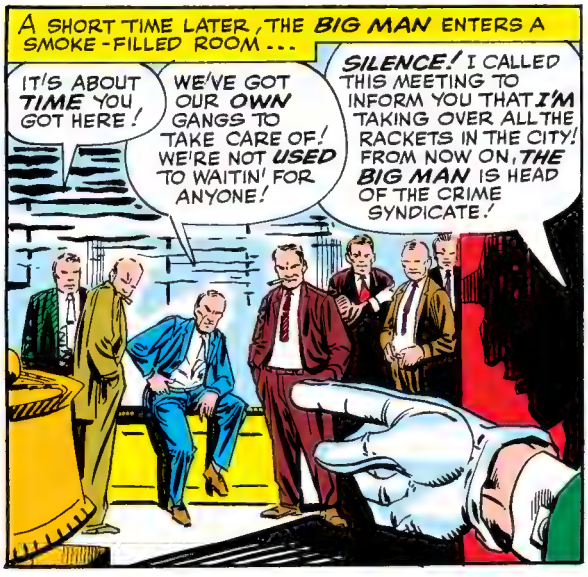
BUT BEFORE SPIDER-MAN CAN ATTACH HIMSELF TO THE HOVERING HELICOPTER, AN UNEXPECTED BLAST OF BLINDING CHEMICAL FOAM MEETS HIM HEAD ON!

OOF! TH-THEY WERE **PREPARED** FOR MY CLUMSY ATTACK!


THE CHAGRINED CRUSADER BREAKS HIS FALL BY QUICKLY FASHIONING A CRUDE PARACHUTE OUT OF HIS AMAZING WEB, AS HE BITTERLY THINKS...
I SURE WON'T WIN ANY MEDALS FOR THE DUMB-HEAD WAY I MUFFED THAT JOB!


AND DOWN BELOW, THE WATCHING CROWD SEEMS TO SHARE SPIDER-MAN'S SENTIMENTS...
BOY! HE SURE GOOFED THAT ONE!
SOME SUPER-HERO HE IS! HE'S JUST A BIG CLOWN!
THE GUY ON THE FLAG-POLE GOT AWAY SCOT FREE!

AND, HIGH ABOVE, IN THE HELICOPTER...
WITHIN MINUTES, THE NEWS WILL BE OUT AND THE ENTIRE CITY WILL KNOW HOW WE MADE A FOOL OF SPIDER-MAN! NOW HEAD FOR THE HIDEOUT!

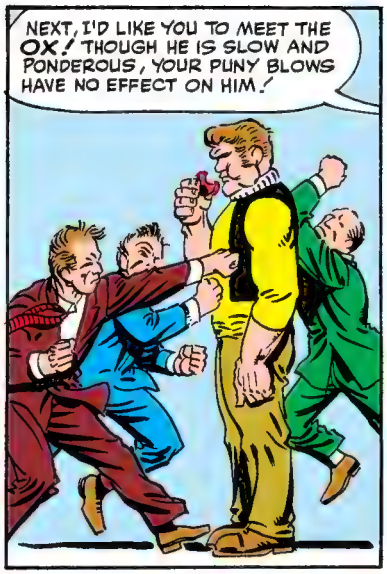

A SHORT TIME LATER, THE BIG MAN ENTERS A SMOKE-FILLED ROOM...
IT'S ABOUT TIME YOU GOT HERE!
WE'VE GOT OUR OWN GANGS TO TAKE CARE OF! WE'RE NOT USED TO WAITIN' FOR ANYONE!
SILENCE! I CALLED THIS MEETING TO INFORM YOU THAT I'M TAKING OVER ALL THE RACKETS IN THE CITY! FROM NOW ON, THE BIG MAN IS HEAD OF THE CRIME SYNDICATE!

I'M GOING TO RUN THIS LITTLE ENTERPRISE LIKE A BIG BUSINESS!
AS BOSS OF OUR ORGANIZATION, I'LL GIVE ALL THE ORDERS!
...AND MY ENFORCERS HERE WILL MAKE SURE THAT MY ORDERS ARE CARRIED OUT! ANY QUESTIONS?

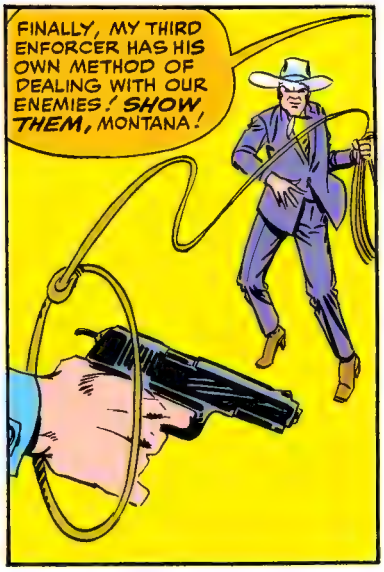
LOOK, BIG MAN, YOU'RE NOT TALKING TO KIDS!
NOBODY IS GONNA TELL ME WHAT TO DO! I'M CUTTIN' OUT!
THAT GOES FOR ME, TOO!
I BEG TO DIFFER, GENTLEMEN! ENFORCERS! CHANGE THEIR MINDS!

FIRST, LET ME PRESENT FANCY DAN! THOUGH SMALL, HIS FOOTWORK IS SO FAST AND DAZZLING, THAT NO ONE CAN LAY A HAND ON HIM WHILE HE PERFORMS LITTLE ODD JOBS FOR ME... SUCH AS THIS!

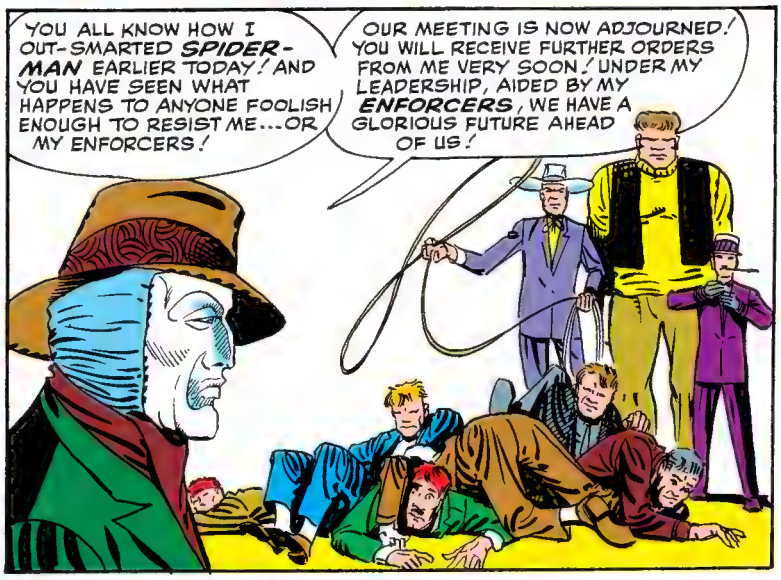
IF YOU ARE WONDERING HOW SUCH A LITTLE MAN CAN BE SO DANGEROUS, YOU MAY BE INTERESTED IN KNOWING THAT FANCY DAN IS A MASTER OF JUDO, AND ENTITLED TO WEAR THE COVETED BLACK BELT!

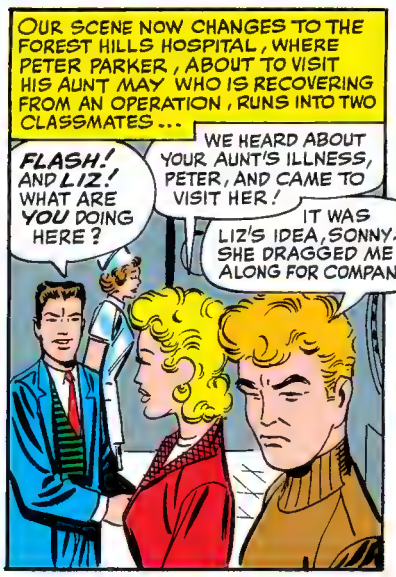

NEXT, I'D LIKE YOU TO MEET THE OX! THOUGH HE IS SLOW AND PONDEROUS, YOUR PUNY BLOWS HAVE NO EFFECT ON HIM!

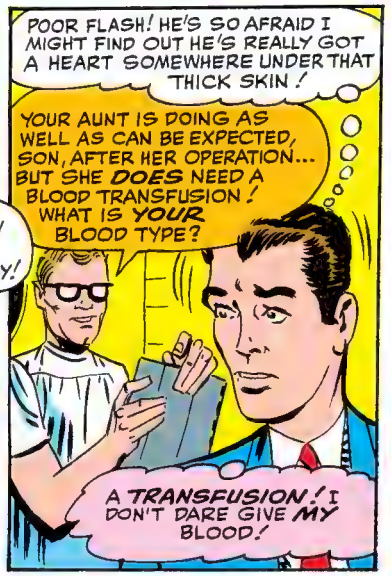
AND ANYONE WHO DARES TO INCUR HIS WRATH RARELY REMAINS CONSCIOUS LONG ENOUGH TO WORRY ABOUT IT!

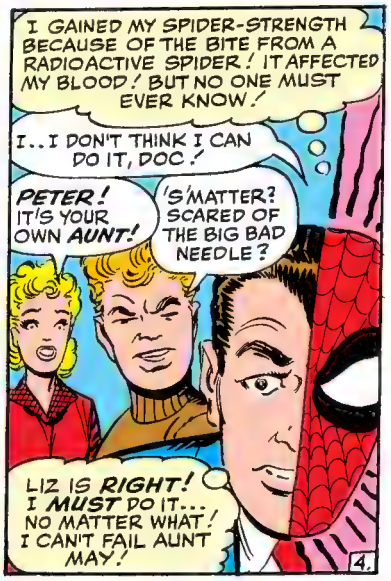

FINALLY, MY THIRD ENFORCER HAS HIS OWN METHOD OF DEALING WITH OUR ENEMIES! SHOW THEM, MONTANA!

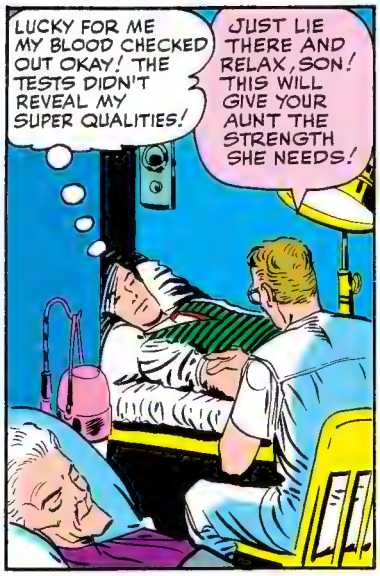
IN THE HANDS OF AN EXPERT LIKE MONTANA, HIS LASSO RESEMBLES A LIVING THING, COMPLETELY OBEDIENT TO ITS MASTER'S WILL!

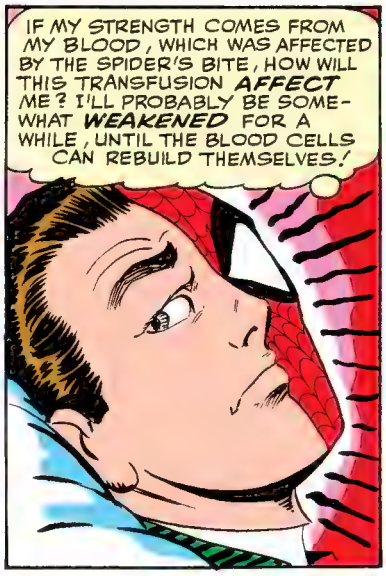

YOU ALL KNOW HOW I OUT-SMARTED SPIDER-MAN EARLIER TODAY! AND YOU HAVE SEEN WHAT HAPPENS TO ANYONE FOOLISH ENOUGH TO RESIST ME...OR MY ENFORCERS!
OUR MEETING IS NOW ADJOURNED! YOU WILL RECEIVE FURTHER ORDERS FROM ME VERY SOON! UNDER MY LEADERSHIP, AIDED BY MY ENFORCERS, WE HAVE A GLORIOUS FUTURE AHEAD OF US!

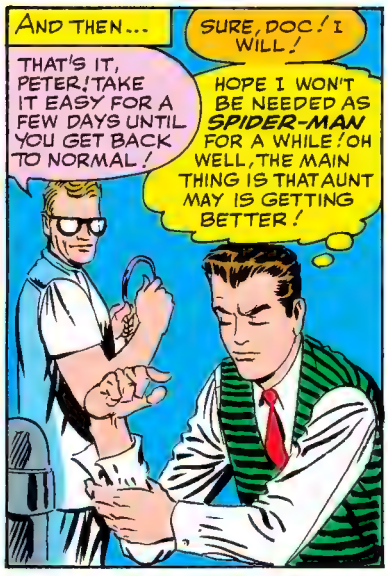

OUR SCENE NOW CHANGES TO THE FOREST HILLS HOSPITAL, WHERE PETER PARKER, ABOUT TO VISIT HIS AUNT MAY WHO IS RECOVERING FROM AN OPERATION, RUNS INTO TWO CLASSMATES...
FLASH! AND LIZ! WHAT ARE YOU DOING HERE?
WE HEARD ABOUT YOUR AUNT'S ILLNESS, PETER, AND CAME TO VISIT HER!
IT WAS LIZ'S IDEA, SONNY! SHE DRAGGED ME ALONG FOR COMPANY!

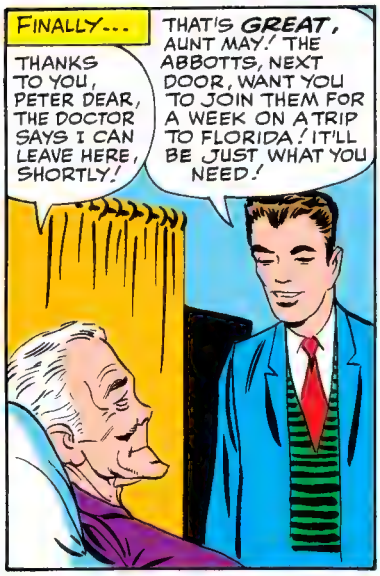

POOR FLASH! HE'S SO AFRAID I MIGHT FIND OUT HE'S REALLY GOT A HEART SOMEWHERE UNDER THAT THICK SKIN!
YOUR AUNT IS DOING AS WELL AS CAN BE EXPECTED, SON, AFTER HER OPERATION... BUT SHE DOES NEED A BLOOD TRANSFUSION! WHAT IS YOUR BLOOD TYPE?
A TRANSFUSION! I DON'T DARE GIVE MY BLOOD!

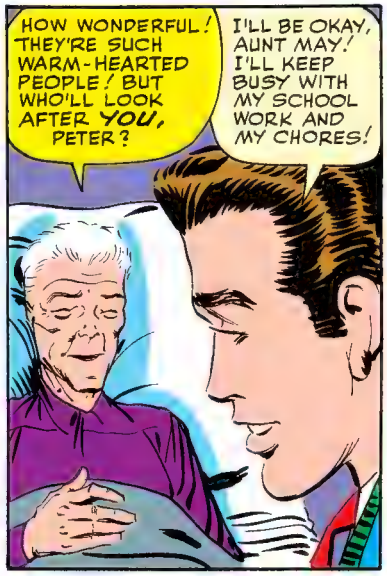

I GAINED MY SPIDER-STRENGTH BECAUSE OF THE BITE FROM A RADIOACTIVE SPIDER! IT AFFECTED MY BLOOD! BUT NO ONE MUST EVER KNOW!
I..I DON'T THINK I CAN DO IT, DOC!
PETER! IT'S YOUR OWN AUNT!
'S MATTER? SCARED OF THE BIG BAD NEEDLE?
LIZ IS RIGHT! I MUST DO IT... NO MATTER WHAT! I CAN'T FAIL AUNT MAY!

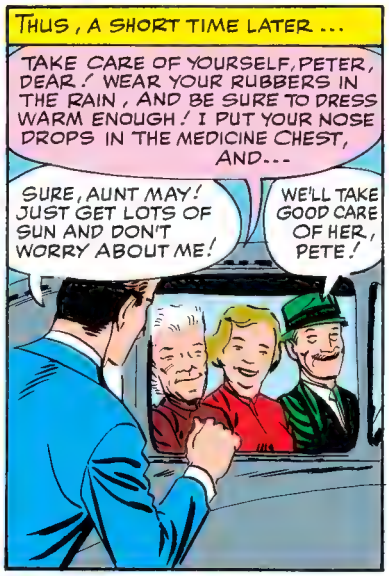

LUCKY FOR ME MY BLOOD CHECKED OUT OKAY! THE TESTS DIDN'T REVEAL MY SUPER QUALITIES!
JUST LIE THERE AND RELAX, SON! THIS WILL GIVE YOUR AUNT THE STRENGTH SHE NEEDS!

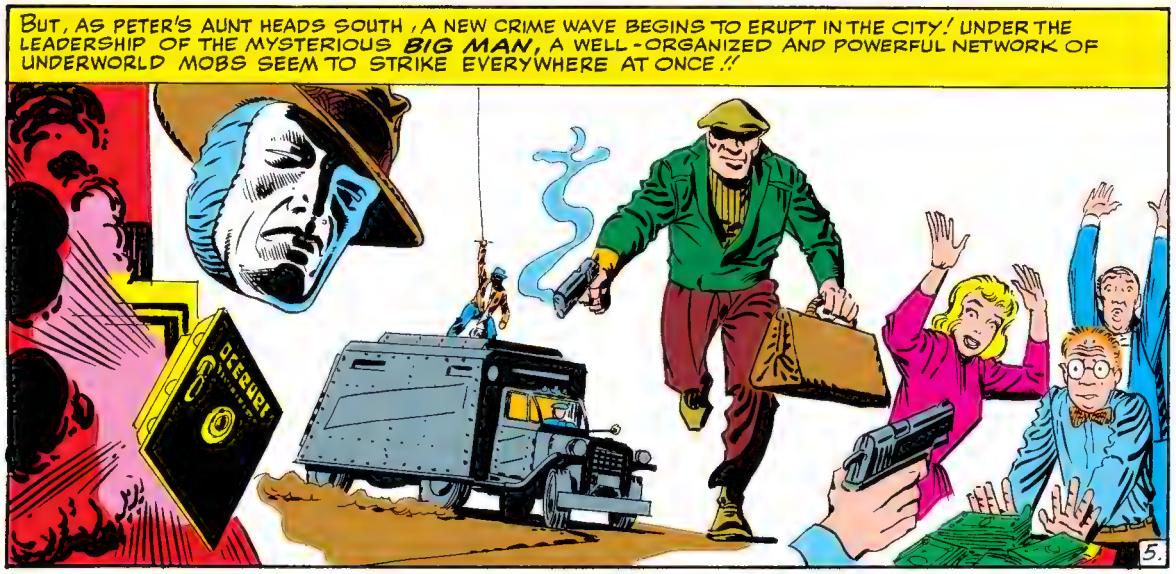

IF MY STRENGTH COMES FROM MY BLOOD, WHICH WAS AFFECTED BY THE SPIDER'S BITE, HOW WILL THIS TRANSFUSION AFFECT ME? I'LL PROBABLY BE SOMEWHAT WEAKENED FOR A WHILE, UNTIL THE BLOOD CELLS CAN REBUILD THEMSELVES!

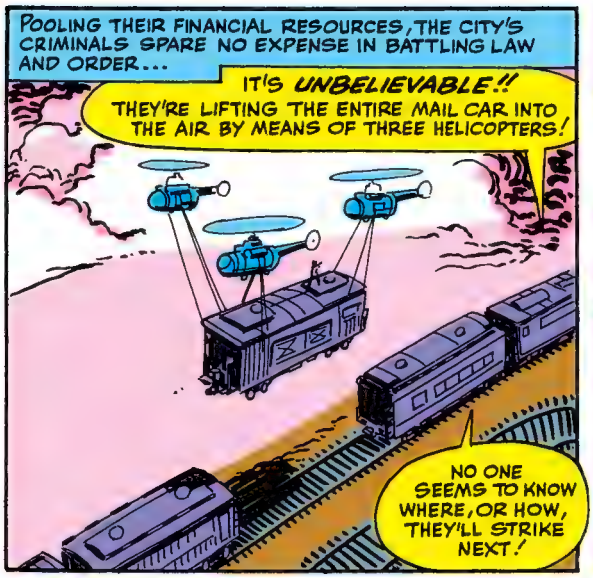

AND THEN...
THAT'S IT, PETER! TAKE IT EASY FOR A FEW DAYS UNTIL YOU GET BACK TO NORMAL!
SURE, DOC! I WILL!
HOPE I WON'T BE NEEDED AS SPIDER-MAN FOR A WHILE! OH WELL, THE MAIN THING IS THAT AUNT MAY IS GETTING BETTER!

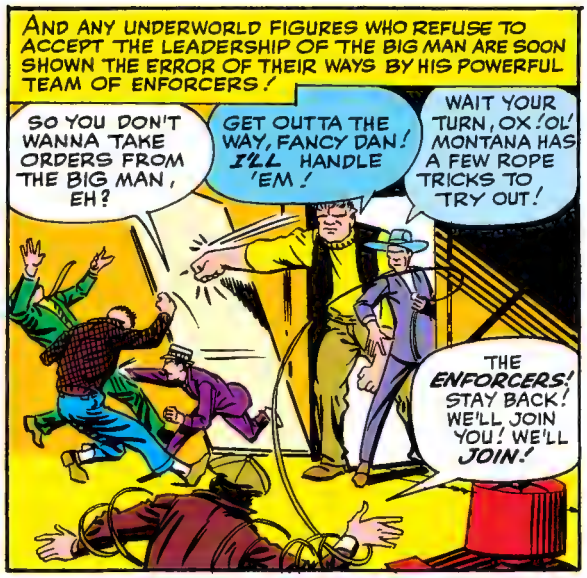

FINALLY...
THANKS TO YOU, PETER DEAR, THE DOCTOR SAYS I CAN LEAVE HERE, SHORTLY!
THAT'S GREAT, AUNT MAY! THE ABBOTTS, NEXT DOOR, WANT YOU TO JOIN THEM FOR A WEEK ON A TRIP TO FLORIDA! IT'LL BE JUST WHAT YOU NEED!

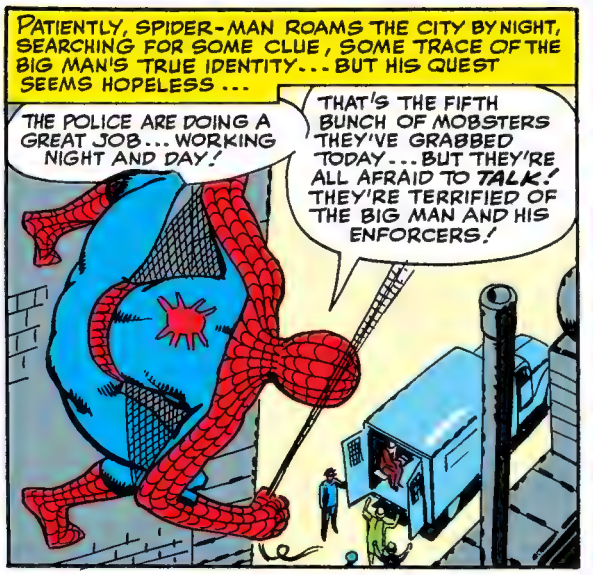

HOW WONDERFUL! THEY'RE SUCH WARM-HEARTED PEOPLE! BUT WHO'LL LOOK AFTER YOU, PETER?
I'LL BE OKAY, AUNT MAY! I'LL KEEP BUSY WITH MY SCHOOL WORK AND MY CHORES!

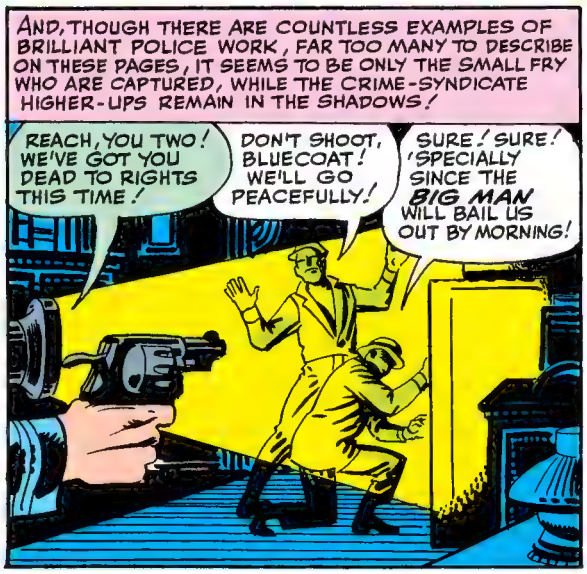

THUS, A SHORT TIME LATER...
TAKE CARE OF YOURSELF, PETER, DEAR! WEAR YOUR RUBBERS IN THE RAIN, AND BE SURE TO DRESS WARM ENOUGH! I PUT YOUR NOSE DROPS IN THE MEDICINE CHEST, AND...
SURE, AUNT MAY! JUST GET LOTS OF SUN AND DON'T WORRY ABOUT ME!
WE'LL TAKE GOOD CARE OF HER, PETE!

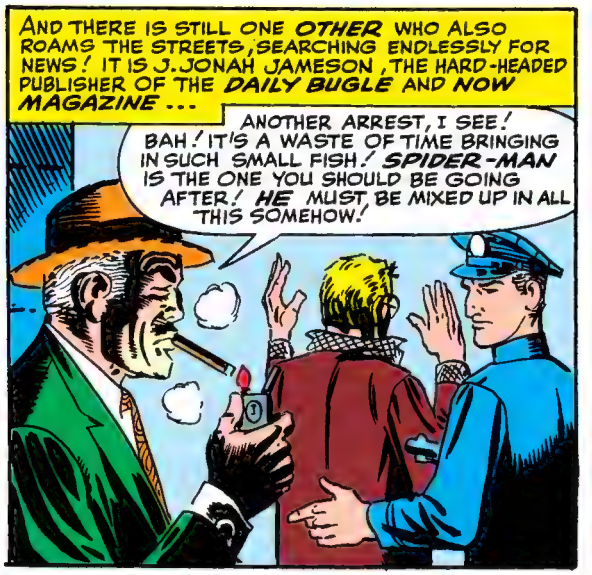

BUT, AS PETER'S AUNT HEADS SOUTH, A NEW CRIME WAVE BEGINS TO ERUPT IN THE CITY! UNDER THE LEADERSHIP OF THE MYSTERIOUS BIG MAN, A WELL-ORGANIZED AND POWERFUL NETWORK OF UNDERWORLD MOBS SEEM TO STRIKE EVERYWHERE AT ONCE!!
DEERHURST

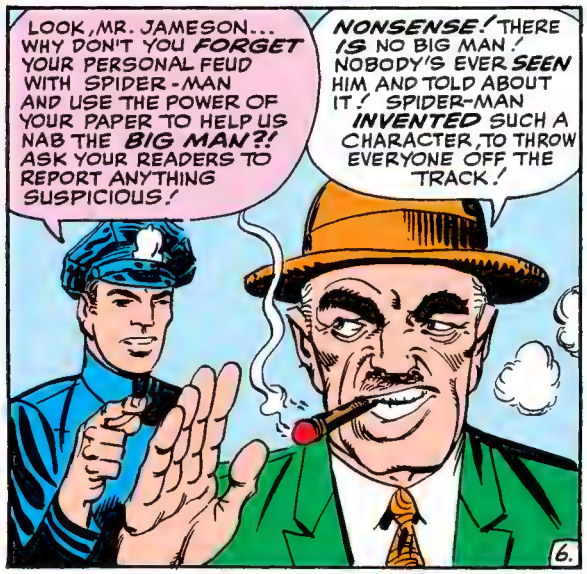

POOLING THEIR FINANCIAL RESOURCES, THE CITY'S CRIMINALS SPARE NO EXPENSE IN BATTLING LAW AND ORDER...
IT'S UNBELIEVABLE!! THEY'RE LIFTING THE ENTIRE MAIL CAR INTO THE AIR BY MEANS OF THREE HELICOPTERS!
NO ONE SEEMS TO KNOW WHERE, OR HOW, THEY'LL STRIKE NEXT!

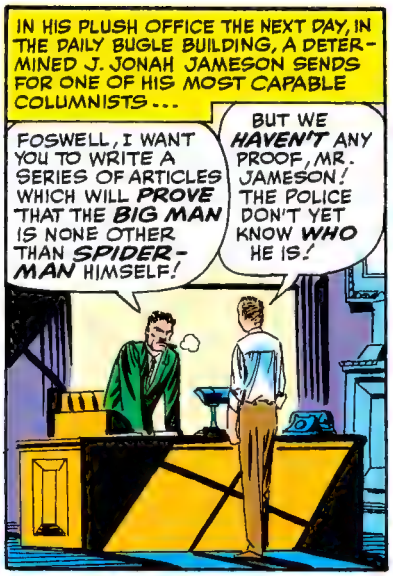

AND ANY UNDERWORLD FIGURES WHO REFUSE TO ACCEPT THE LEADERSHIP OF THE BIG MAN ARE SOON SHOWN THE ERROR OF THEIR WAYS BY HIS POWERFUL TEAM OF ENFORCERS!
SO YOU DON'T WANNA TAKE ORDERS FROM THE BIG MAN, EH?
GET OUTTA THE WAY, FANCY DAN! I'LL HANDLE 'EM!
WAIT YOUR TURN, OX! OL' MONTANA HAS A FEW ROPE TRICKS TO TRY OUT!
THE ENFORCERS! STAY BACK! WE'LL JOIN YOU! WE'LL JOIN!


PATIENTLY, SPIDER-MAN ROAMS THE CITY BY NIGHT, SEARCHING FOR SOME CLUE, SOME TRACE OF THE BIG MAN'S TRUE IDENTITY... BUT HIS QUEST SEEMS HOPELESS...
THE POLICE ARE DOING A GREAT JOB... WORKING NIGHT AND DAY!
THAT'S THE FIFTH BUNCH OF MOBSTERS THEY'VE GRABBED TODAY... BUT THEY'RE ALL AFRAID TO TALK! THEY'RE TERRIFIED OF THE BIG MAN AND HIS ENFORCERS!

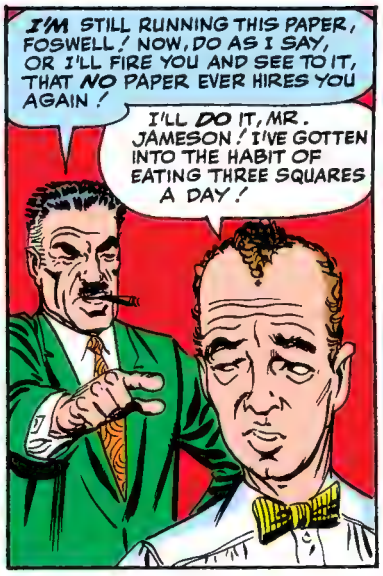

AND, THOUGH THERE ARE COUNTLESS EXAMPLES OF BRILLIANT POLICE WORK, FAR TOO MANY TO DESCRIBE ON THESE PAGES, IT SEEMS TO BE ONLY THE SMALL FRY WHO ARE CAPTURED, WHILE THE CRIME-SYNDICATE HIGHER-UPS REMAIN IN THE SHADOWS!
REACH, YOU TWO! WE'VE GOT YOU DEAD TO RIGHTS THIS TIME!
DON'T SHOOT, BLUECOAT! WE'LL GO PEACEFULLY!
SURE! SURE! 'SPECIALLY SINCE THE BIG MAN WILL BAIL US OUT BY MORNING!


AND THERE IS STILL ONE OTHER WHO ALSO ROAMS THE STREETS, SEARCHING ENDLESSLY FOR NEWS! IT IS J. JONAH JAMESON, THE HARD-HEADED PUBLISHER OF THE DAILY BUGLE AND NOW MAGAZINE...
ANOTHER ARREST, I SEE! BAH! IT'S A WASTE OF TIME BRINGING IN SUCH SMALL FISH! SPIDER-MAN IS THE ONE YOU SHOULD BE GOING AFTER! HE MUST BE MIXED UP IN ALL THIS SOMEHOW!

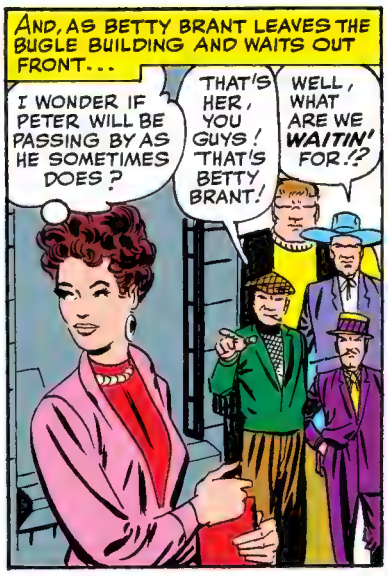

LOOK, MR. JAMESON... WHY DON'T YOU FORGET YOUR PERSONAL FEUD WITH SPIDER-MAN AND USE THE POWER OF YOUR PAPER TO HELP US NAB THE BIG MAN?! ASK YOUR READERS TO REPORT ANYTHING SUSPICIOUS!
NONSENSE! THERE IS NO BIG MAN! NOBODY'S EVER SEEN HIM AND TOLD ABOUT IT! SPIDER-MAN INVENTED SUCH A CHARACTER, TO THROW EVERYONE OFF THE TRACK!


IN HIS PLUSH OFFICE THE NEXT DAY, IN THE DAILY BUGLE BUILDING, A DETERMINED J. JONAH JAMESON SENDS FOR ONE OF HIS MOST CAPABLE COLUMNISTS...
FOSWELL, I WANT YOU TO WRITE A SERIES OF ARTICLES WHICH WILL PROVE THAT THE BIG MAN IS NONE OTHER THAN SPIDER-MAN HIMSELF!
BUT WE HAVEN'T ANY PROOF, MR. JAMESON! THE POLICE DON'T YET KNOW WHO HE IS!

AND IF YOU GO OUT ON A LIMB THE WAY YOU DID LAST MONTH WHEN YOU CLAIMED HE WAS ELECTRO,* AND IF YOU TURN OUT WRONG AGAIN, PEOPLE WILL LOSE CONFIDENCE IN OUR PAPER!
QUIET!! I'LL DO THE TALKING!
* SPIDER-MAN #9 FEB. "THE WRATH OF ELECTRO!"...ED.


I'M STILL RUNNING THIS PAPER, FOSWELL! NOW, DO AS I SAY, OR I'LL FIRE YOU AND SEE TO IT, THAT NO PAPER EVER HIRES YOU AGAIN!
I'LL DO IT, MR. JAMESON! I'VE GOTTEN INTO THE HABIT OF EATING THREE SQUARES A DAY!

I GUESS YOU HEARD THAT, BETTY! BOY, DOES HE HATE SPIDER-MAN!
I KNOW! I HAVE TO LISTEN TO HIM ALL DAY LONG! I'M GLAD IT'S QUITTING TIME NOW, FOSWELL!


AND, AS BETTY BRANT LEAVES THE BUGLE BUILDING AND WAITS OUT FRONT...
I WONDER IF PETER WILL BE PASSING BY AS HE SOMETIMES DOES?
THAT'S HER, YOU GUYS! THAT'S BETTY BRANT!
WELL, WHAT ARE WE WAITIN' FOR!?

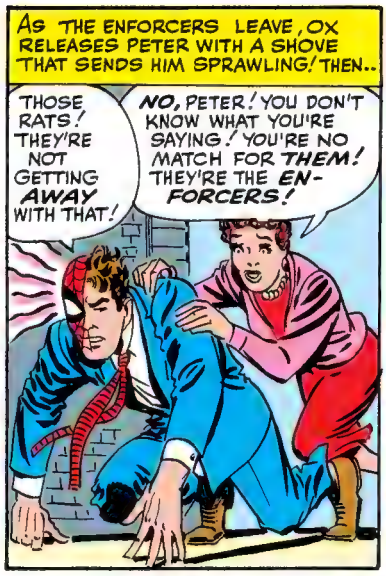
YOU KNOW WHO WE ARE, SISTER! WHERE'S THE REST OF THE MONEY YOU OWE?
BUT I'VE ALREADY PAID OFF THE WHOLE LOAN!
SURE, BUT YOU FORGOT THE INTEREST! THE BIG MAN DOUBLED IT SINCE YESTERDAY!
NO! HE CAN'T DO THAT! IT ISN'T FAIR!

LADY, WHEN THE BIG MAN TOOK OVER EVERY RACKET IN TOWN... INCLUDING THE LOAN SHARK RACKET, HE DIDN'T DO IT FOR HIS HEALTH! NOW, I WARN YOU!
HEY! WHAT'S GOIN' ON THERE?

PETER! KEEP OUT OF THIS! GO AWAY! THEY'RE DANGEROUS!
BETTY, YOU'RE SCARED! IF THEY'RE BOTHERING YOU...
WELL, WELL! SO THE GAL HAS A BOY FRIEND, EH? THAT'S REAL NICE.. FOR US!

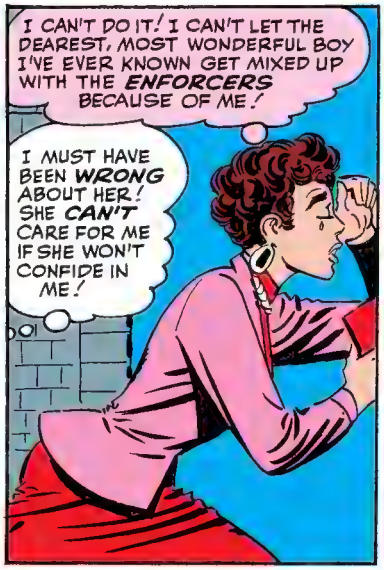
WE'RE TOO GENTLEMANLY TO THREATEN A FEMALE, BUT THE OX IS GONNA SHOW YOU WHAT'LL HAPPEN TO THAT SQUIRT IF YOU DON'T PAY UP!
LEAN ON 'IM A LITTLE, OX!
NO! NO! DON'T HURT HIM! I'LL GET THE MONEY SOMEHOW!

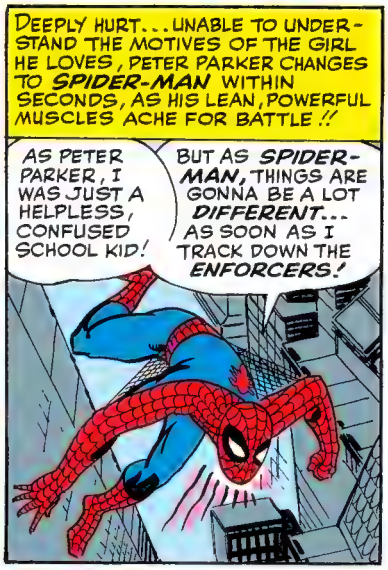
LUCKY FOR YOU SHE SAID THAT, SONNY!
IF ONLY I COULD TURN INTO SPIDER MAN NOW!! BUT IT WOULD GIVE MY SECRET IDENTITY AWAY!
LET 'IM GO, OX!


AS THE ENFORCERS LEAVE, OX RELEASES PETER WITH A SHOVE THAT SENDS HIM SPRAWLING! THEN..
THOSE RATS! THEY'RE NOT GETTING AWAY WITH THAT!
NO, PETER! YOU DON'T KNOW WHAT YOU'RE SAYING! YOU'RE NO MATCH FOR THEM! THEY'RE THE ENFORCERS!

THE ENFORCERS, EH? I'VE HEARD OF THEM! BUT HOW DID YOU GET INVOLVED?
I'M AFRAID TO TELL HIM THE TRUTH! IF HE KNOWS I FOOLISHLY BORROWED MONEY FROM A LOAN SHARK, HE'LL TRY TO HELP ME... AND HE'LL END UP GETTING HURT... OR WORSE!

I'M NOT INVOLVED, PETER! IT..IT WAS JUST A CASE OF MISTAKEN IDENTITY... THAT'S ALL!
BETTY!! YOU'RE NOT TELLING ME THE TRUTH! WAIT!! WHY WON'T YOU LEVEL WITH ME? BETTY!


I CAN'T DO IT! I CAN'T LET THE DEAREST, MOST WONDERFUL BOY I'VE EVER KNOWN GET MIXED UP WITH THE ENFORCERS BECAUSE OF ME!
I MUST HAVE BEEN WRONG ABOUT HER! SHE CAN'T CARE FOR ME IF SHE WON'T CONFIDE IN ME!


DEEPLY HURT... UNABLE TO UNDERSTAND THE MOTIVES OF THE GIRL HE LOVES, PETER PARKER CHANGES TO SPIDER-MAN WITHIN SECONDS, AS HIS LEAN, POWERFUL MUSCLES ACHE FOR BATTLE!!
AS PETER PARKER, I WAS JUST A HELPLESS, CONFUSED SCHOOL KID!
BUT AS SPIDER-MAN, THINGS ARE GONNA BE A LOT DIFFERENT... AS SOON AS I TRACK DOWN THE ENFORCERS!

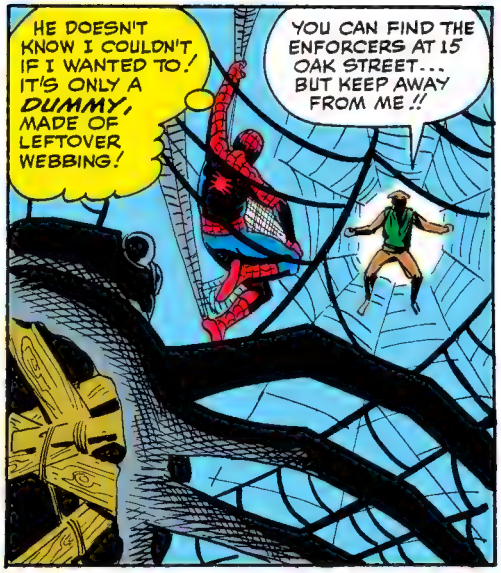
THERE'S THE PUNK WHO POINTED OUT BETTY TO THEM!
HOLD IT, YOU WEASEL! I WANT TO TALK TO YOU!
HUH?!
CAFE

IF YOU KNOW THE ENFORCERS, YOU PROBABLY KNOW WHERE I CAN FIND THEM! NOW TALK!
NO! NO! THEY'D KILL ME! YOU DON'T KNOW THEM... THEY FEAR NO ONE, BECAUSE THE BIG MAN IS BEHIND THEM!

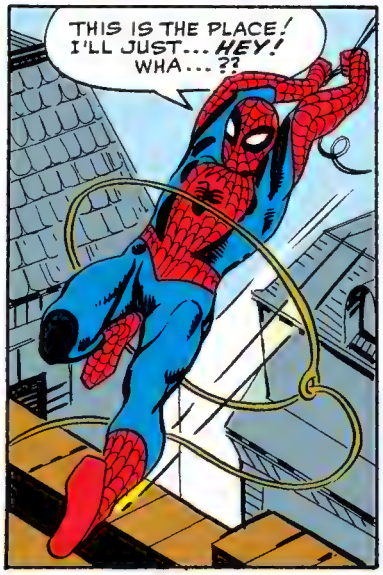
HE'S TERRIFIED! HE TREMBLED AT THE VERY MENTION OF THE NAME OF THE ENFORCERS! ONLY ONE THING TO DO... I'VE GOT TO MAKE HIM FEAR SPIDER-MAN EVEN MORE!
I'LL JUST BLINDFOLD YOU WITH SOME WEBBING, AND THEN...
?

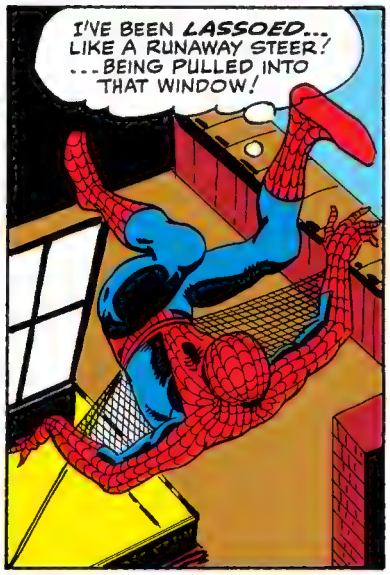
MINUTES LATER, AFTER THE BLINDFOLD HAS BEEN REMOVED...
THIS WON'T DO YOU ANY GOOD, SPIDER-MAN! I DON'T SCARE EASY, AND... HEY!

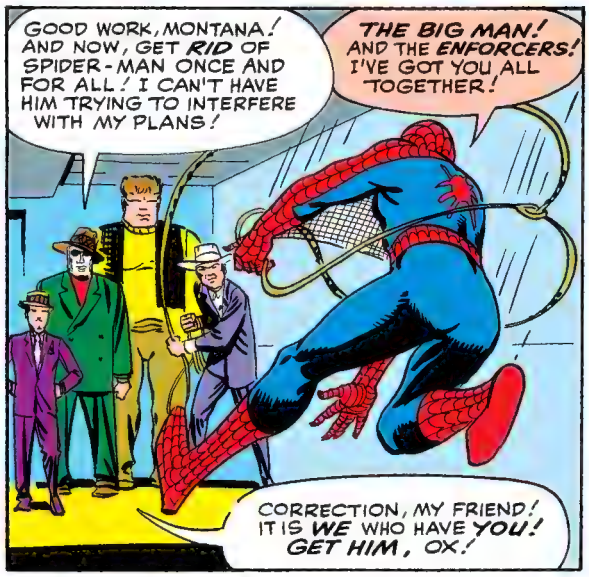
YOU ARE IN MY SPIDER'S WEB! NOW, WILL YOU TALK, OR WON'T YOU?
TH-THAT THING BEHIND YOU! D-DON'T LET IT COME ANY CLOSER... PLEASE...!!

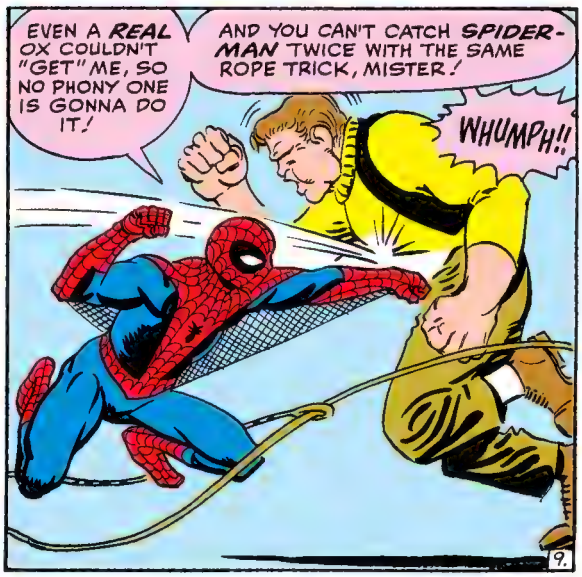

HE DOESN'T KNOW I COULDN'T IF I WANTED TO! IT'S ONLY A DUMMY, MADE OF LEFTOVER WEBBING!
YOU CAN FIND THE ENFORCERS AT 15 OAK STREET... BUT KEEP AWAY FROM ME!!

EXACTLY FIVE SECONDS LATER...
NOW TO GIVE THE ENFORCERS A LITTLE WORKOUT... AND HOPE THEY'LL LEAD ME TO THE BIG MAN HIMSELF!


THIS IS THE PLACE! I'LL JUST... HEY! WHA...??

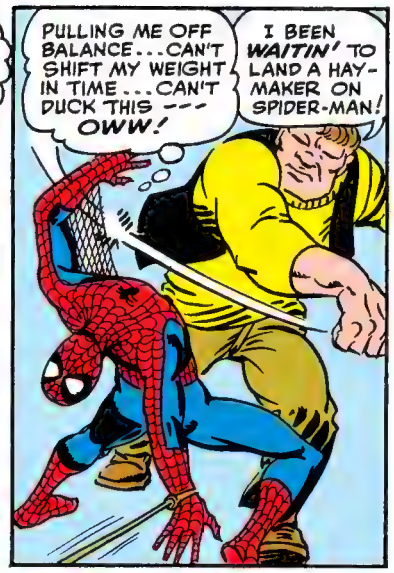

I'VE BEEN LASSOED... LIKE A RUNAWAY STEER! ...BEING PULLED INTO THAT WINDOW!

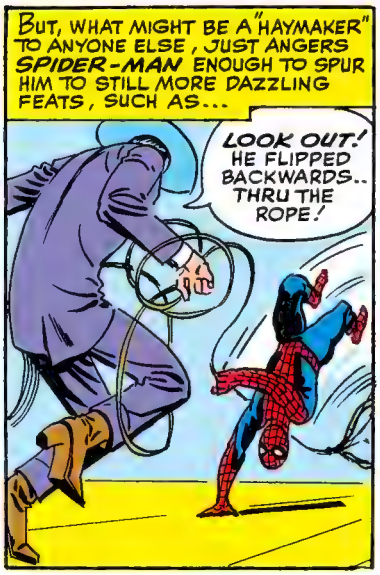

GOOD WORK, MONTANA! AND NOW, GET RID OF SPIDER-MAN ONCE AND FOR ALL! I CAN'T HAVE HIM TRYING TO INTERFERE WITH MY PLANS!
THE BIG MAN! AND THE ENFORCERS! I'VE GOT YOU ALL TOGETHER!
CORRECTION, MY FRIEND! IT IS WE WHO HAVE YOU! GET HIM, OX!


EVEN A REAL OX COULDN'T "GET" ME, SO NO PHONY ONE IS GONNA DO IT!
AND YOU CAN'T CATCH SPIDER-MAN TWICE WITH THE SAME ROPE TRICK, MISTER!
WHUMPH!!

A GUY YOUR SIZE MUST BE NUTS TO TRY TO TANGLE WITH ME!
HEY! I MISSED! NEVER SAW ANYONE MOVE SO FAST!
DON'T LET MY SIZE FOOL YOU, WISE-GUY! THEY DON'T CALL ME FANCY DAN FOR NOTHING!

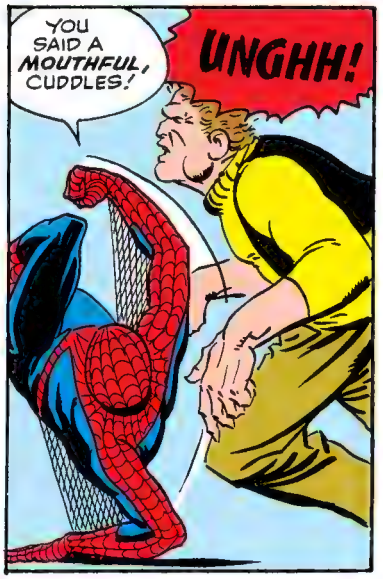
AND THEY DON'T CALL ME SPIDER-MAN FOR NOTHING! FAST AS YOU ARE, MY SPIDER SENSE AND SPIDER REFLEXES WILL HELP ME TO NAIL YOU ... LIKE THIS!
UH-OH! A LASSO ... ROUND MY WRIST!


PULLING ME OFF BALANCE ... CAN'T SHIFT MY WEIGHT IN TIME ... CAN'T DUCK THIS --- OWW!
I BEEN WAITIN' TO LAND A HAY-MAKER ON SPIDER-MAN!


BUT, WHAT MIGHT BE A "HAYMAKER" TO ANYONE ELSE, JUST ANGERS SPIDER-MAN ENOUGH TO SPUR HIM TO STILL MORE DAZZLING FEATS, SUCH AS...
LOOK OUT! HE FLIPPED BACKWARDS.. THRU THE ROPE!

HE'S STRONG ... AND SWIFT... BUT IT'S STILL THREE AGAINST ONE ... AND WHEN A GUY AS FAST AS FANCY DAN IS ALSO A JUDO EXPERT, WHAT CHANCE CAN SPIDER-MAN HAVE?

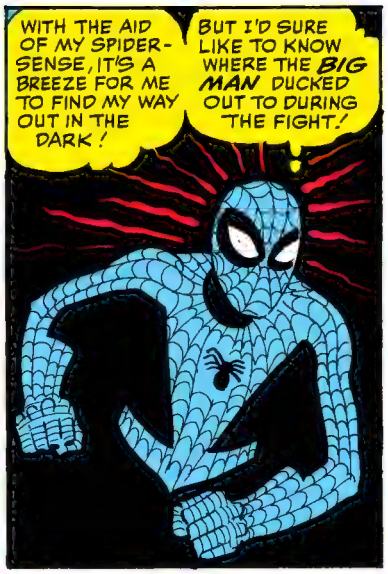
STOP FLAPPIN' YOUR LIPS AND KEEP FIGHTIN'! HE'S A LONG WAY FROM BEIN' LICKED YET!


YOU SAID A MOUTHFUL, CUDDLES!
UNGHH!

BUT, THERE'S A LIMIT TO ANY-ONE'S ENDURANCE ... EVEN ONE AS AMAZING AS SPIDER-MAN!!
GETTING WEAK! DOCTOR TOLD ME TO TAKE IT EASY FOR A WHILE! MY BODY HASN'T YET REPLENISHED THE SPIDER BLOOD CELLS WHICH I LOST IN TRANSFUSION!

HATE TO HAVE 'EM THINK I'M RUNNING OUT ON A FIGHT, BUT I'VE GOT TO CUT OUT WHILE I STILL CAN!

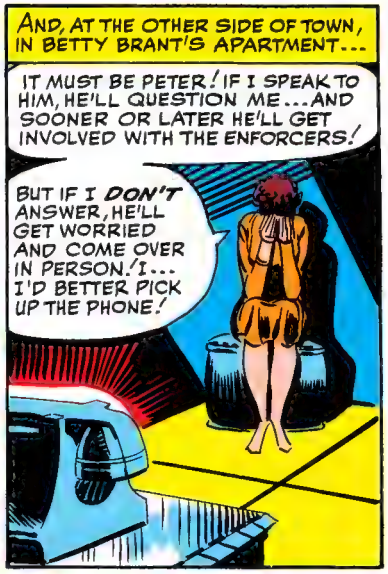
FIRST THING TO DO IS GET RID OF THE LIGHT!
WHERE'D HE GO?


WITH THE AID OF MY SPIDER-SENSE, IT'S A BREEZE FOR ME TO FIND MY WAY OUT IN THE DARK!
BUT I'D SURE LIKE TO KNOW WHERE THE BIG MAN DUCKED OUT TO DURING THE FIGHT!

MINUTES LATER, AS THE EXHAUSTED TEEN-AGER HIDES IN THE SHADOWS, CATCHING HIS BREATH, HE SEES...
IT'S JONAH JAMESON! WHAT'S HE DOING HERE? I WONDER...?!

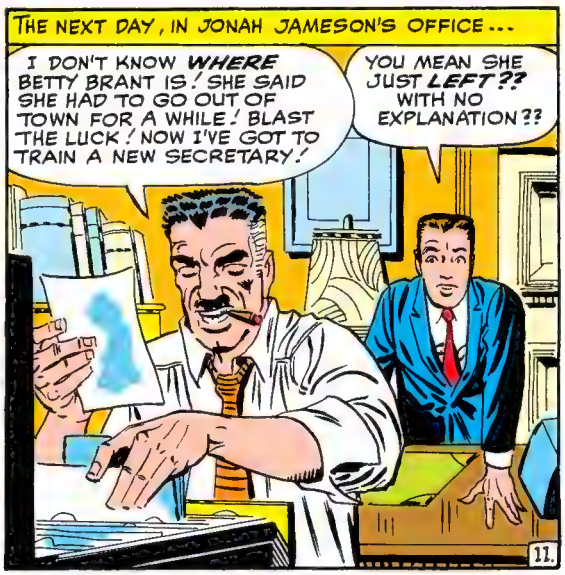
THE BIG MAN WOULD HAVE TO BE SOMEONE SMART, SOMEONE WITH MONEY... SOMEONE WHO KNOWS WHAT'S GOING ON! BUT I CAN'T BELIEVE THAT JONAH HIMSELF...

PUZZLED, SPIDER-MAN CHANGES TO PETER PARKER, RETURNS HOME, AND MAKES A PHONE CALL...
BETTY SHOULD BE HOME BY NOW! I'LL CALL AND ASK HER IF SHE KNOWS WHY JONAH WOULD HAVE BEEN IN THAT NEIGHBORHOOD!
HMM, SHE'S NOT ANSWERING THE PHONE! HOPE NOTHING'S WRONG!


AND, AT THE OTHER SIDE OF TOWN, IN BETTY BRANT'S APARTMENT...
IT MUST BE PETER! IF I SPEAK TO HIM, HE'LL QUESTION ME...AND SOONER OR LATER HE'LL GET INVOLVED WITH THE ENFORCERS!
BUT IF I DON'T ANSWER, HE'LL GET WORRIED AND COME OVER IN PERSON! I... I'D BETTER PICK UP THE PHONE!

BETTY! ARE YOU ALL RIGHT? I WANT TO ASK YOU SOMETHING!
NO, PETER.. NOT NOW! I'LL SPEAK TO YOU TOMORROW! PLEASE!

I CAN'T LET HIM FALL INTO THE HANDS OF THE ENFORCERS BECAUSE OF ME!
THERE'S ONLY ONE THING TO DO...I'VE GOT TO, LEAVE! NEVER SEE HIM AGAIN!


THE NEXT DAY, IN JONAH JAMESON'S OFFICE...
I DON'T KNOW WHERE BETTY BRANT IS! SHE SAID SHE HAD TO GO OUT OF TOWN FOR A WHILE! BLAST THE LUCK! NOW I'VE GOT TO TRAIN A NEW SECRETARY!
YOU MEAN SHE JUST LEFT?? WITH NO EXPLANATION??

LOOK, KID, I'VE GOT MY OWN PROBLEMS! I'VE STILL GOT A NEWSPAPER TO GET OUT!
HIS HEART'S AS COLD AS AN ICE CUBE! HE DOESN'T CARE ABOUT ANY-ONE!

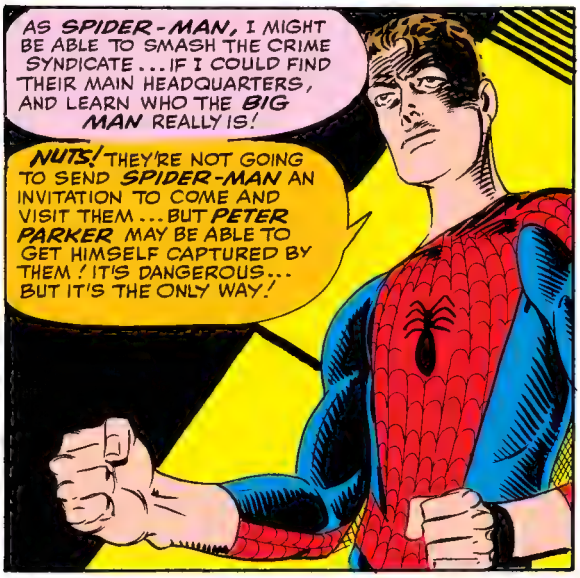
AS FOR YOU, I DON'T KEEP YOU AROUND BECAUSE I LIKE YOUR LOOKS! YOU'RE PAID TO GET PICTURES... SO GO GET SOME! AND TELL FOSWELL I'M WAITING FOR HIS NEW COLUMN ON SPIDER-MAN!

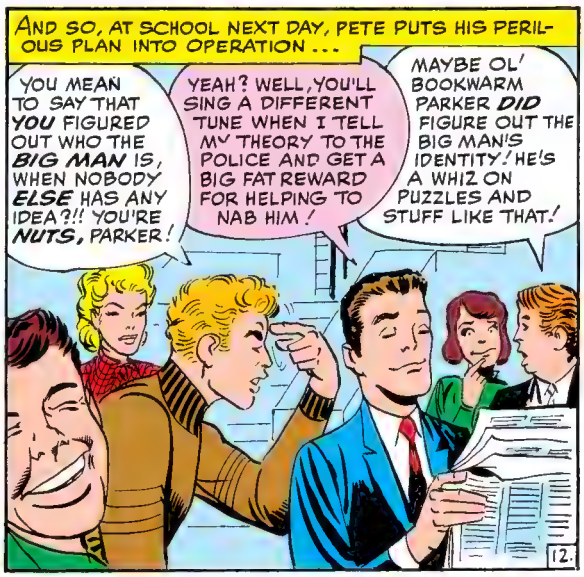
SECONDS LATER, IN FREDERICK FOSWELL'S OFFICE...
MR. FOSWELL, YOU DON'T REALLY BELIEVE THE JAZZ YOU WRITE ABOUT SPIDER-MAN BEING THE BIG MAN DO YOU?
LOOK, SON, I WRITE WHAT JAMESON TELLS ME TO! HE'S THE BOSS HERE!

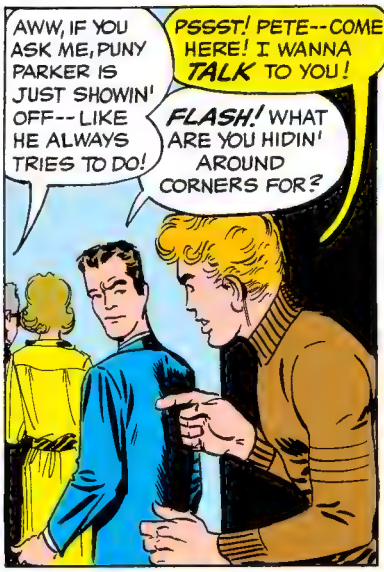
I'D SAY THAT PETER RABBIT WAS THE BIG MAN IF HE TOLD ME TO! YOU DON'T WORK ON THIS NEWS-PAPER AND ARGUE WITH OL' PRUNE FACE!
I GUESS YOU'RE RIGHT... BUT IT SURE SEEMS UNFAIR!

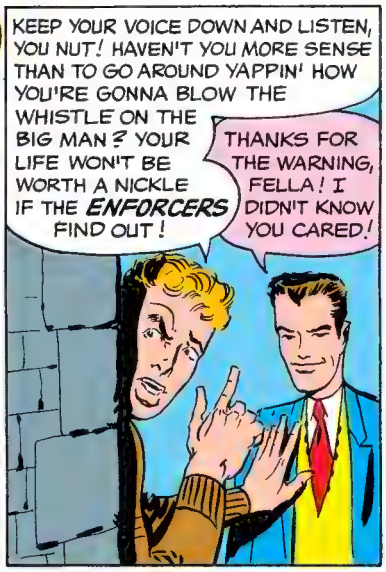
WHY IS JAMESON SO ANXIOUS TO PUT SUSPICION ON SPIDER-MAN!? AND WHAT WAS HE DOING IN THE NEIGHBORHOOD WHERE THE ENFORCERS WERE?? CAN J.J.J. HIMSELF BE LEADING A DOUBLE LIFE??

BETTY'S RUN OUT ON ME!.. FOR SOME REASON I CAN'T FIGURE OUT!
AND THE BIG MAN IS GETTING A TIGHTER GRIP ON ALL THE RACKETS IN THE CITY, BECAUSE THE AVERAGE MAN IS TOO SCARED OF THE ENFORCERS TO REPORT THEM TO THE POLICE, OR TO DEFY THEM!
AND HERE I SIT WONDERING WHAT TO DO NEXT! SOME HOT SHOT SUPER-HERO I AM!

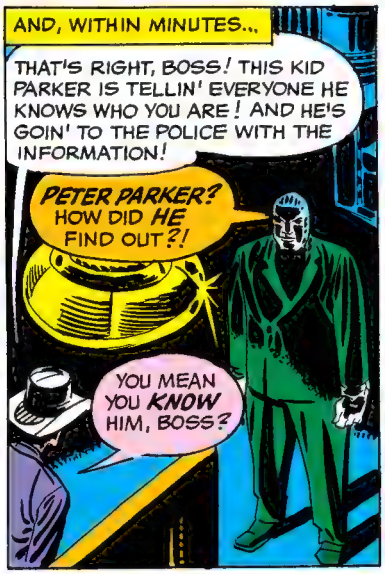

AS SPIDER-MAN, I MIGHT BE ABLE TO SMASH THE CRIME SYNDICATE... IF I COULD FIND THEIR MAIN HEADQUARTERS, AND LEARN WHO THE BIG MAN REALLY IS!
NUTS! THEY'RE NOT GOING TO SEND SPIDER-MAN AN INVITATION TO COME AND VISIT THEM... BUT PETER PARKER MAY BE ABLE TO GET HIMSELF CAPTURED BY THEM! IT'S DANGEROUS... BUT IT'S THE ONLY WAY!


AND SO, AT SCHOOL NEXT DAY, PETE PUTS HIS PERIL-OUS PLAN INTO OPERATION...
YOU MEAN TO SAY THAT YOU FIGURED OUT WHO THE BIG MAN IS, WHEN NOBODY ELSE HAS ANY IDEA?!! YOU'RE NUTS, PARKER!
YEAH? WELL, YOU'LL SING A DIFFERENT TUNE WHEN I TELL MY THEORY TO THE POLICE AND GET A BIG FAT REWARD FOR HELPING TO NAB HIM!
MAYBE OL' BOOKWARM PARKER DID FIGURE OUT THE BIG MAN'S IDENTITY! HE'S A WHIZ ON PUZZLES AND STUFF LIKE THAT!

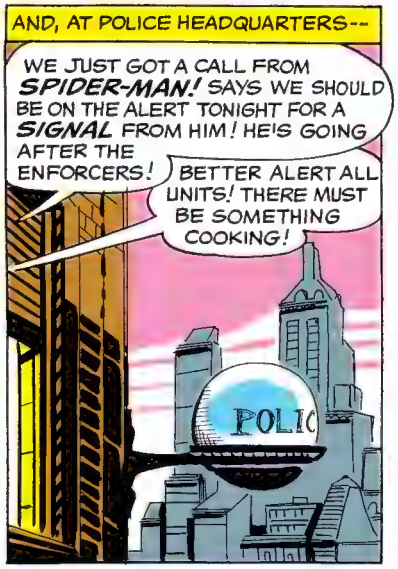

AWW, IF YOU ASK ME, PUNY PARKER IS JUST SHOWIN' OFF-- LIKE HE ALWAYS TRIES TO DO!
PSSST! PETE--COME HERE! I WANNA TALK TO YOU!
FLASH! WHAT ARE YOU HIDIN' AROUND CORNERS FOR?

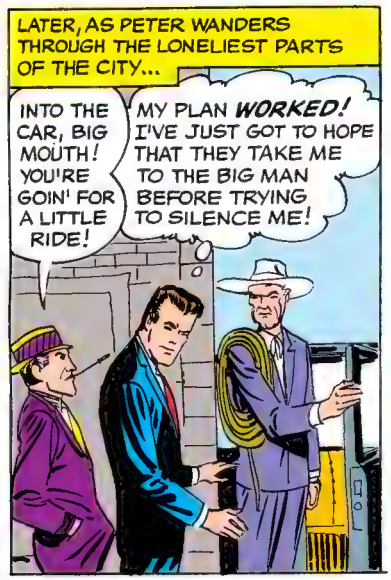

KEEP YOUR VOICE DOWN AND LISTEN, YOU NUT! HAVEN'T YOU MORE SENSE THAN TO GO AROUND YAPPIN' HOW YOU'RE GONNA BLOW THE WHISTLE ON THE BIG MAN? YOUR LIFE WON'T BE WORTH A NICKLE IF THE ENFORCERS FIND OUT!
THANKS FOR THE WARNING, FELLA! I DIDN'T KNOW YOU CARED!

BUT FLASH'S WARNING HAS COME TOO LATE! FOR NEWS TRAVELS FAST-- ESPECIALLY NEWS ABOUT THE BIG MAN...
SO! THAT KID PARKER KNOWS WHO THE BIG MAN IS, HUH? THE ENFORCERS OUGHTTA PAY PLENTY FOR THAT TIP!


AND, WITHIN MINUTES...
THAT'S RIGHT, BOSS! THIS KID PARKER IS TELLIN' EVERYONE HE KNOWS WHO YOU ARE! AND HE'S GOIN' TO THE POLICE WITH THE INFORMATION!
PETER PARKER? HOW DID HE FIND OUT?!
YOU MEAN YOU KNOW HIM, BOSS?

OF COURSE I KNOW HIM! DON'T STAND HERE ASKING FOOL QUESTIONS! GO GET HIM!


AND, AT POLICE HEADQUARTERS--
WE JUST GOT A CALL FROM SPIDER-MAN! SAYS WE SHOULD BE ON THE ALERT TONIGHT FOR A SIGNAL FROM HIM! HE'S GOING AFTER THE ENFORCERS!
BETTER ALERT ALL UNITS! THERE MUST BE SOMETHING COOKING!
POLIC

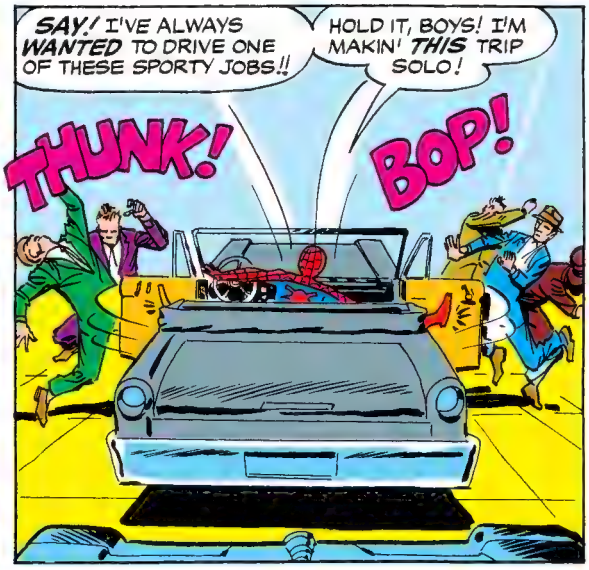

LATER, AS PETER WANDERS THROUGH THE LONELIEST PARTS OF THE CITY...
INTO THE CAR, BIG MOUTH! YOU'RE GOIN' FOR A LITTLE RIDE!
MY PLAN WORKED! I'VE JUST GOT TO HOPE THAT THEY TAKE ME TO THE BIG MAN BEFORE TRYING TO SILENCE ME!

SO YOU KNOW WHO THE BIG MAN IS, EH? WELL, WISE GUY--HE KNOWS YOU--AND HE WANTS TO HAVE A LITTLE VISIT WITH YOU!
THE BIG MAN KNOWS ME!! CAN IT BE THAT MY HUNCH WAS RIGHT--ABOUT J. JONAH JAMESON??

BUT IT CAN'T BE! I KNOW HE'S SELFISH--STINGY--AND HOT-TEMPERED! HE'S JEALOUS OF SPIDER-MAN--AND OF ANYONE WHO'S MORE GLAMOROUS THAN HE IS! BUT WHY SHOULD HE TURN TO CRIME??

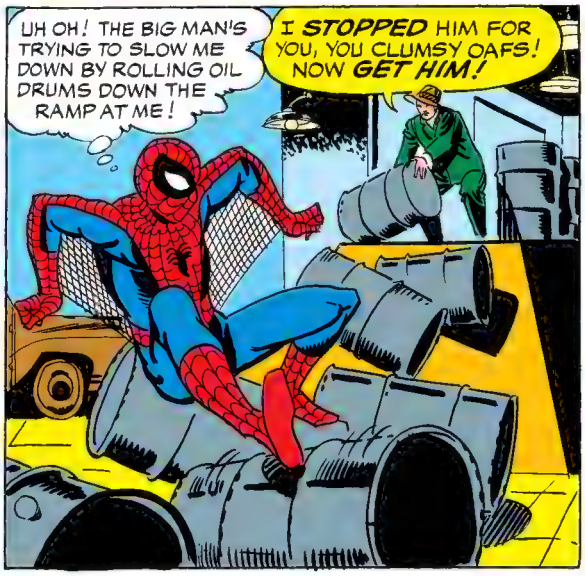
FINALLY, THE ENFORCERS' CAR REACHES A LARGE INDOOR AUTO PARKING BUILDING...
HERE WE ARE, BRIGHT EYES! NO HARM SHOWING YOU OUR HEAD-QUARTERS -- IT'S THE LAST THING YOU'RE EVER GONNA SEE!
INSIDE, JUNIOR-- UNTIL THE BIG MAN SENDS FOR YOU!
WELL, THIS IS WHAT I WANTED! I JUST HOPE I DIDN'T BITE OFF A LOT MORE THAN I CAN CHEW!
ALONE IN THE ROOM, PETER STRIPS OFF HIS OUTER CLOTHES, AND THEN...
PETER PARKER COULD NEVER REACH THAT AIR VENT IN THE CEILING -- BUT FOR SPIDER-MAN, IT'LL BE A BREEZE!
COME ON, SPIDER STRENGTH!! JUST A LITTLE MORE OOMPH NOW! AHH, I'M GETTING IT!
AND, JUST ON THE OTHER SIDE OF THE WALL...
ALL THE RACKET BOSSES IN THE CITY ARE HERE FOR THIS WEEK'S NEW ORDERS, BOSS!
GOOD! THE POLICE ARE BEGINNING TO CATCH TOO MANY OF OUR UNDERLINGS --SO I HAVE SOME PLANS FOR NEW PRECAUTIONS FOR US TO TAKE!
WOW! I'VE STUMBLED ONTO SOMETHING BIG! EVERY TOP MOBSTER IN THE CITY SEEMS TO BE DOWN THERE! TOO MANY FOR EVEN SPIDER-MAN TO HANDLE! I'D BETTER ALERT THE POLICE!
WHAT'S THE MATTER WITH ME! I WAS SO INTENT ON WHAT I SAW THAT I DIDN'T HEED THE SILENT TINGLE OF MY SPIDER SENSE!
BIG MAN! UP HERE-- I JUST CAUGHT A SPY! SPIDER-MAN!
AFTER HIM-- ALL OF YOU! HE MUST NOT ESCAPE! GET HIM!
DON'T BE SUCH AN EAGER BEAVER, BIG MAN! I'M NOT GOIN' ANYWHERE!
NO NEED TO RUSH, BOYS! TAKE YOUR TIME! I'LL SEE THAT YOU ALL GET WHAT'S COMING TO YOU!
WHAM!
SOK!

TOO MANY GATHERING AROUND ME! THEY'LL PULL ME DOWN BY SHEER WEIGHT OF NUMBERS!
I'M GETTING BORED, GROUP! HOW ABOUT A CHANGE OF SCENE! HERE WE GO!


SAY! I'VE ALWAYS WANTED TO DRIVE ONE OF THESE SPORTY JOBS!!
HOLD IT, BOYS! I'M MAKIN' THIS TRIP SOLO!
THUNK!
BOP!

ATTA BOY, OX! GRAB THE BUMPER! NOW LIFT! HIGHER-- GOOD!
THAT LITTLE MAN AIN'T GOIN' ANYWHERE IF I CAN HELP IT! NOBODY'S STRONGER THAN THE OX!
OH WELL-- I PREFER A FOUR-SPEED GEARBOX, ANYWAY!

NICE TRY, PLAYMATES! I'LL GIVE YOU AN "A" FOR EFFORT!
WISH I FELT AS CONFIDENT AS I'M TRYING TO SOUND! I'VE GOT TO FIND A WAY OUT OF THIS PLACE!


UH OH! THE BIG MAN'S TRYING TO SLOW ME DOWN BY ROLLING OIL DRUMS DOWN THE RAMP AT ME!
I STOPPED HIM FOR YOU, YOU CLUMSY OAFS! NOW GET HIM!

MUCH OBLIGED, BIG MAN! THESE DRUMS ARE JUST WHAT I NEEDED!
MY SPIDER ABILITY CAN KEEP ME BALANCED WELL ENOUGH TO "RIDE" ONE OF THEM RIGHT THRU YOUR BULLY BOYS!

YOUR OVERCONFIDENCE WILL BE YOUR UNDOING, SPIDER-MAN! **LASSO HIM,** MONTANA!

I HEAR YUH TALKIN', BOSS!

UH OH! I FORGOT ABOUT **HIM!**

I'VE GOT TO MOVE **FAST! THIS** OUGHTTA MAKE HIM DROP THAT LARIET!

HE FLIPPED IN MID-AIR-- SHOVING THAT DRUM TOWARDS ME! IT'S GONNA **HIT** ME!

SO FAR, SO GOOD! BUT I'VE GOT TO USE MY WEB FLUID **CAREFULLY!** THEY'RE NOT GONNA STOP TO GIVE ME TIME TO RELOAD!

THWAP!

EACH OF YOU GRAB A TIRE! **THROW IT!**

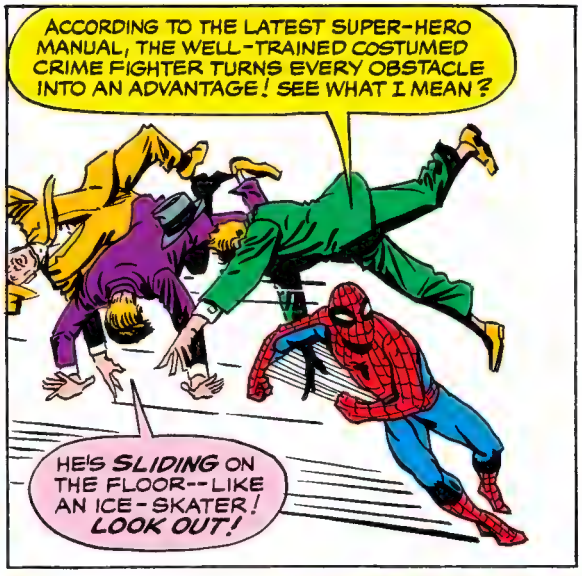
WHEW! THEY DON'T LET UP FOR A **SECOND!**

GIVE **ME** THOSE TIRES! I'LL SHOW YA HOW TO STOP THAT LITTLE RUNT!

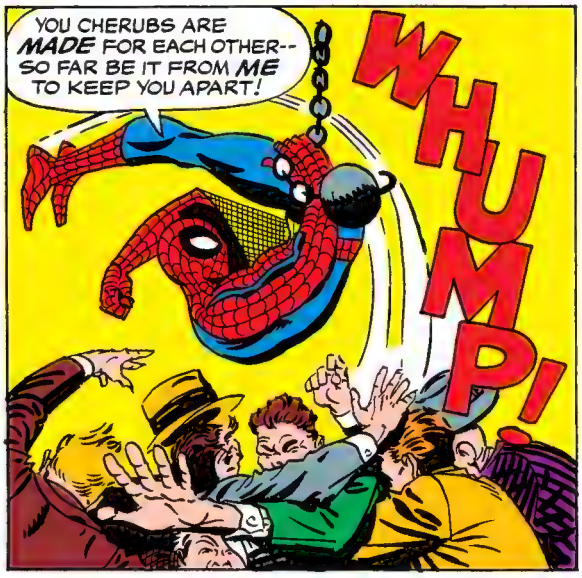
BUT EVEN THE POWERFUL **OX** IS THWARTED BY SPIDER-MAN'S AMAZING AGILITY!

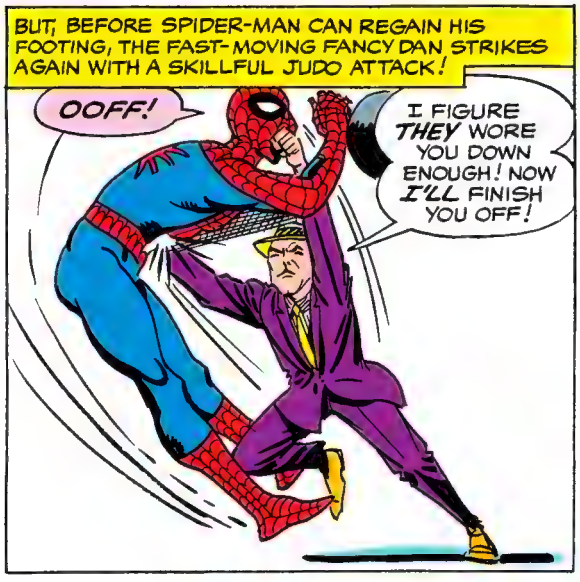
MY REFLEXES HELP ME TO DODGE THESE THINGS WITH **EASE!** AND WHEN I CAN'T GET **AROUND** THEM, I CAN ALWAYS ZIP **THRU** 'EM!

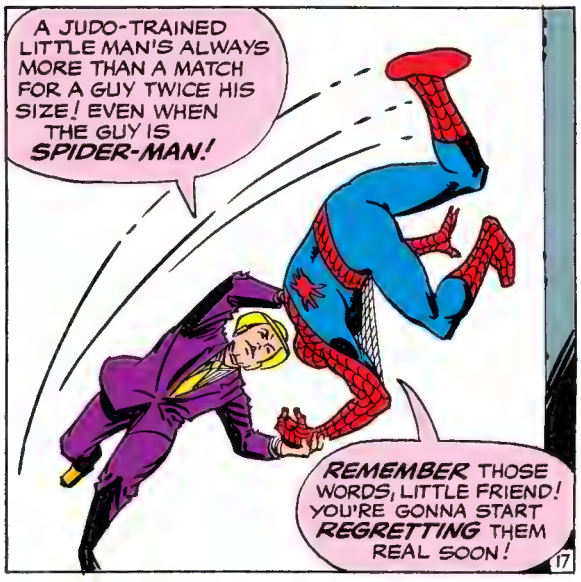
PRETTY TRICKY, MASKED MAN! BUT NOW LET'S SEE HOW GOOD YOU ARE ON AN OILY, GREASED FLOOR!!


ACCORDING TO THE LATEST SUPER-HERO MANUAL, THE WELL-TRAINED COSTUMED CRIME FIGHTER TURNS EVERY OBSTACLE INTO AN ADVANTAGE! SEE WHAT I MEAN?
HE'S SLIDING ON THE FLOOR--LIKE AN ICE-SKATER! LOOK OUT!

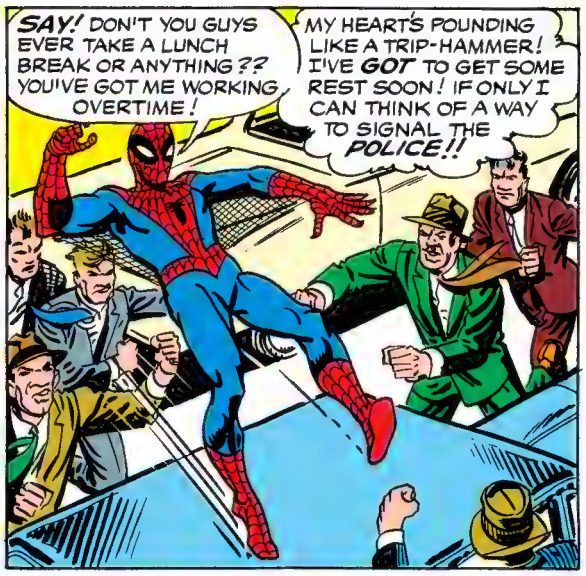
YOU CAN'T DODGE US FOREVER!! RUSH 'IM FROM ALL SIDES, YOU GUYS!
HE'S RIGHT! I CAN'T DODGE THEM FOREVER! BUT I'M SURE GONNA GO DOWN TRYING!
WE'VE GOT HIM NOW!

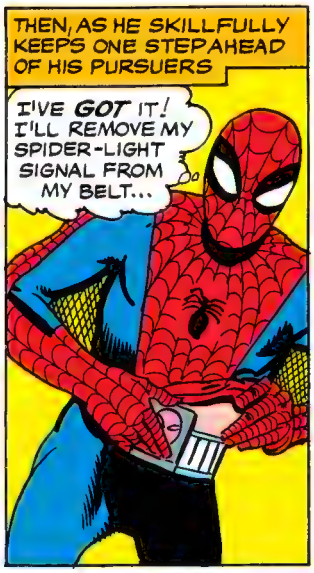

YOU CHERUBS ARE MADE FOR EACH OTHER--SO FAR BE IT FROM ME TO KEEP YOU APART!
WHUMP!


BUT, BEFORE SPIDER-MAN CAN REGAIN HIS FOOTING, THE FAST-MOVING FANCY DAN STRIKES AGAIN WITH A SKILLFUL JUDO ATTACK!
OOFF!
I FIGURE THEY WORE YOU DOWN ENOUGH! NOW I'LL FINISH YOU OFF!

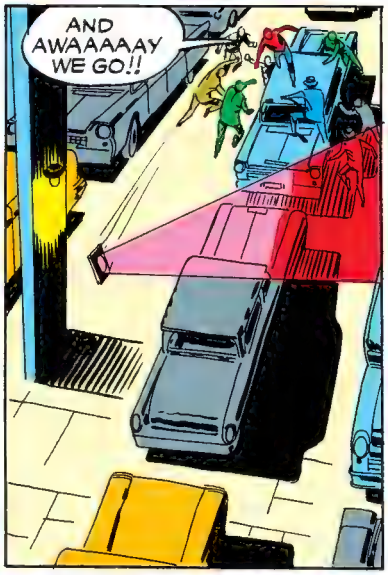

A JUDO-TRAINED LITTLE MAN'S ALWAYS MORE THAN A MATCH FOR A GUY TWICE HIS SIZE! EVEN WHEN THE GUY IS SPIDER-MAN!
REMEMBER THOSE WORDS, LITTLE FRIEND! YOU'RE GONNA START REGRETTING THEM REAL SOON!

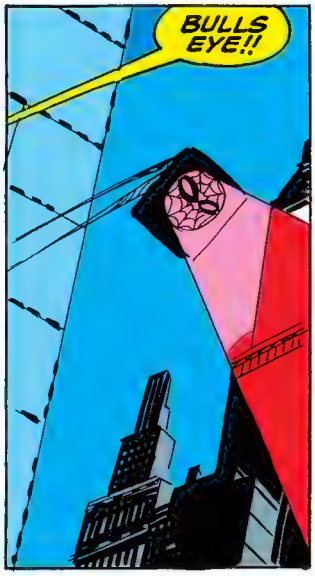
I ADMIRE YOUR ENTHUSIASM, FANCY DAN -- BUT YOU SEEM TO HAVE FORGOTTEN HOW A SPIDER CAN STICK TO A WALL, AND THEN REVERSE HIMSELF LIKE THIS!
NOW YOU JUST STAY THERE AND REST UP FOR A WHILE, CHUM! YOU'VE HAD A BUSY LITTLE DAY!

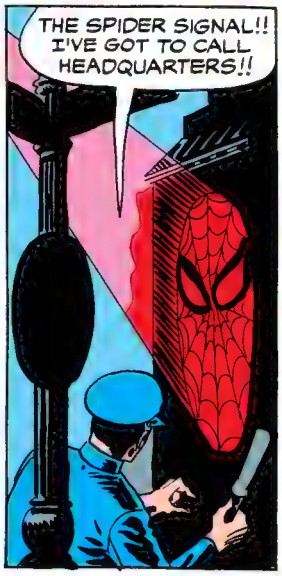

SAY! DON'T YOU GUYS EVER TAKE A LUNCH BREAK OR ANYTHING?? YOU'VE GOT ME WORKING OVERTIME!
MY HEART'S POUNDING LIKE A TRIP-HAMMER! I'VE GOT TO GET SOME REST SOON! IF ONLY I CAN THINK OF A WAY TO SIGNAL THE POLICE!!


THEN, AS HE SKILLFULLY KEEPS ONE STEP AHEAD OF HIS PURSUERS
I'VE GOT IT! I'LL REMOVE MY SPIDER-LIGHT SIGNAL FROM MY BELT...

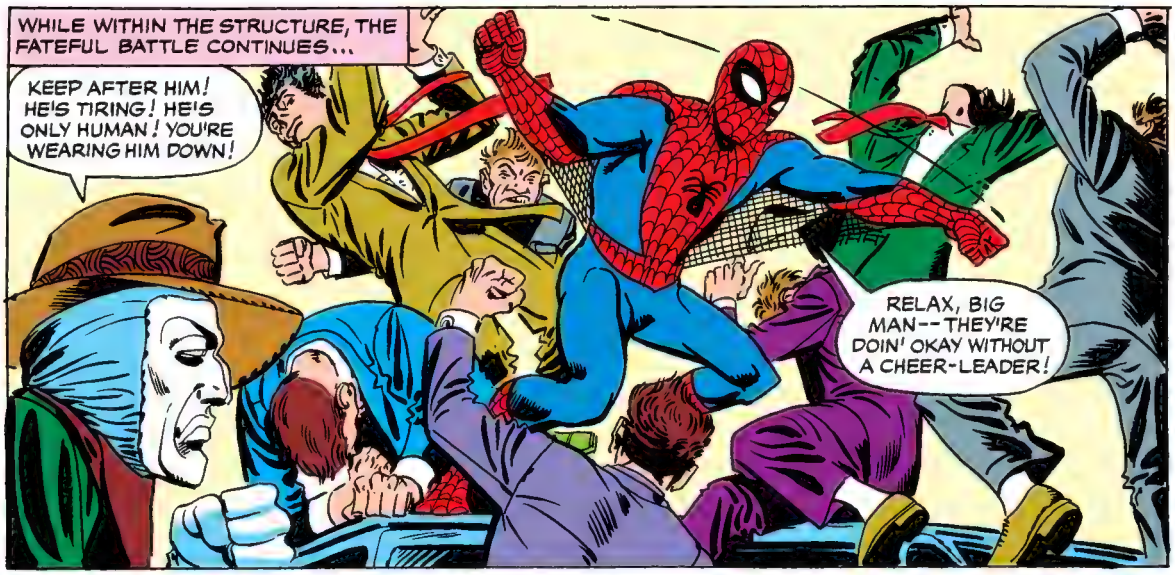
AND THEN, I'LL TURN IT ON AND ATTACH IT TO THE TIP OF MY WEB-SHOOTER...


AND AWAAAAAY WE GO!!

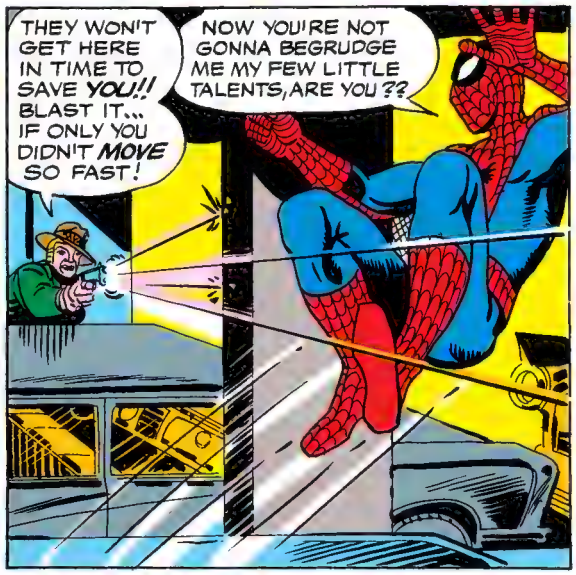

BULLS EYE!!


THE SPIDER SIGNAL!! I'VE GOT TO CALL HEADQUARTERS!!

THEN, WITHIN THIRTY SECONDS, THE SOUND OF BLARING SIRENS FILLS THE NIGHT AIR IN THE SLUMBERING CITY...
IT'S THE ACME GARAGE! GIVE 'ER THE GAS!
WHEEEEEEEEEEE
POLICE

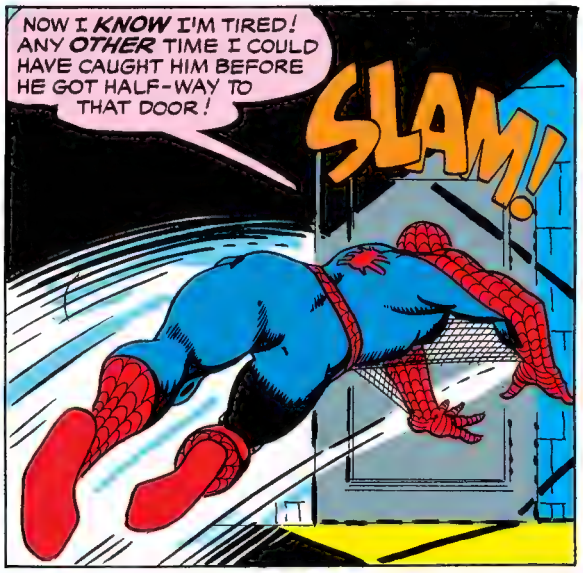

WHILE WITHIN THE STRUCTURE, THE FATEFUL BATTLE CONTINUES...
KEEP AFTER HIM! HE'S TIRING! HE'S ONLY HUMAN! YOU'RE WEARING HIM DOWN!
RELAX, BIG MAN--THEY'RE DOIN' OKAY WITHOUT A CHEER-LEADER!

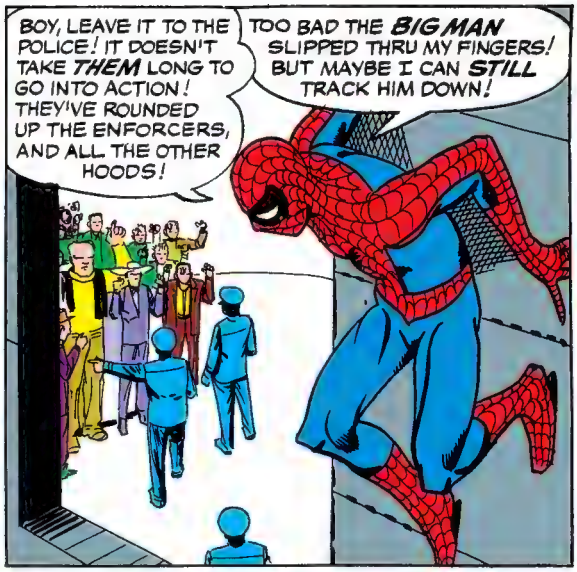
BUT SUDDENLY, AN EAR-PIERCING WAIL IS HEARD FROM OUTSIDE...
WHEEE
THE POLICE!!
AND NOT A MINUTE TOO SOON!

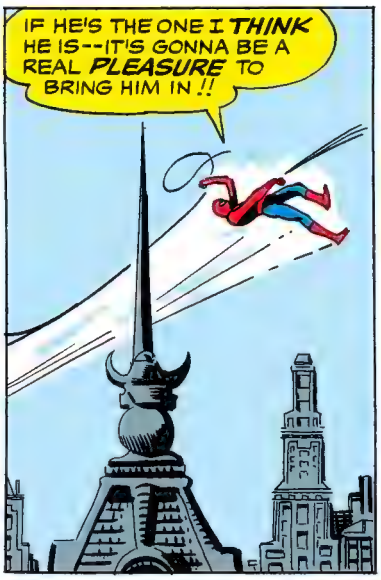

THEY WON'T GET HERE IN TIME TO SAVE YOU!! BLAST IT... IF ONLY YOU DIDN'T MOVE SO FAST!
NOW YOU'RE NOT GONNA BEGRUDGE ME MY FEW LITTLE TALENTS, ARE YOU??

OKAY NOW, BIG MAN... THE PARTY'S OVER!
I COUNTED THOSE SHOTS... AND YOUR GUN'S EMPTY! SO NOW IT'S MAN TO MAN!

SORRY, SPIDER-MAN! I DON'T FIGHT BY YOUR RULES! I KNOW WHEN TO MAKE MY EXIT!

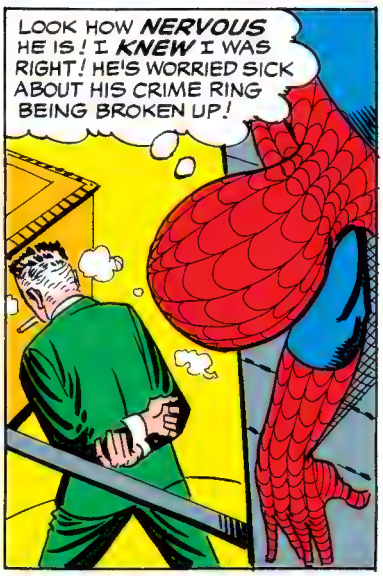

NOW I KNOW I'M TIRED! ANY OTHER TIME I COULD HAVE CAUGHT HIM BEFORE HE GOT HALF-WAY TO THAT DOOR!
SLAM!


BOY, LEAVE IT TO THE POLICE! IT DOESN'T TAKE THEM LONG TO GO INTO ACTION! THEY'VE ROUNDED UP THE ENFORCERS, AND ALL THE OTHER HOODS!
TOO BAD THE BIG MAN SLIPPED THRU MY FINGERS! BUT MAYBE I CAN STILL TRACK HIM DOWN!


IF HE'S THE ONE I THINK HE IS--IT'S GONNA BE A REAL PLEASURE TO BRING HIM IN!!

A SHORT TIME LATER, A HARRASSED J. JONAH JAMESON RUSHES INTO THE DAILY BUGLE BUILDING...
WHAT A MISERABLE WEEK THIS HAS BEEN! EVERYTHING IS GOING WRONG!!

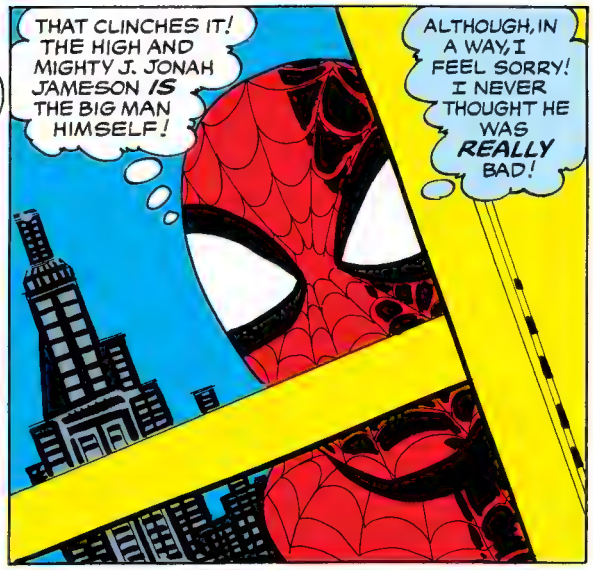
I STILL HAVEN'T BEEN ABLE TO DEFINATELY PROVE THAT SPIDER-MAN IS THE MASKED LEADER OF THE CITY'S CRIME SYNDICATE! BUT I'VE GOT TO! I'M TOO FAR OUT ON A LIMB TO TURN BACK!


LOOK HOW NERVOUS HE IS! I KNEW I WAS RIGHT! HE'S WORRIED SICK ABOUT HIS CRIME RING BEING BROKEN UP!

WELL, I'LL GIVE HIM STILL MORE TO WORRY ABOUT, AND--UH OH! SOMEONE'S COMING!
MR. JAMESON...
WHAT IS IT?

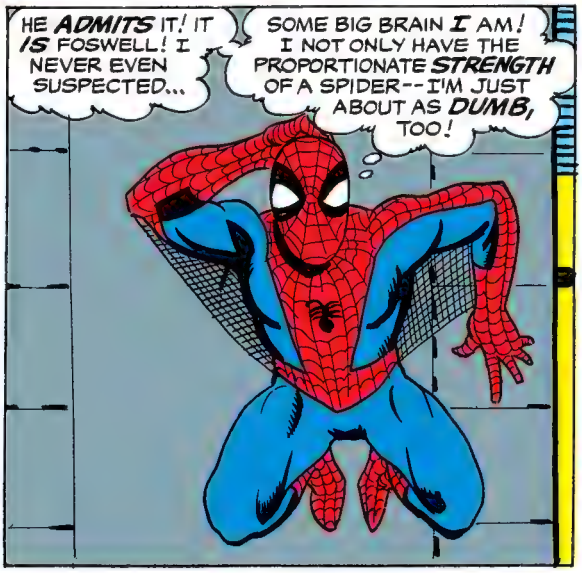
I'VE GOT THE PROOFS OF THE NEW COLUMN ABOUT SPIDER-MAN! THOUGHT YOU'D LIKE TO SEE IT!
TEAR IT UP!! I NEED MORE THAN A COLUMN NOW! I NEED PROOF THAT SPIDER-MAN IS THE BIG MAN!

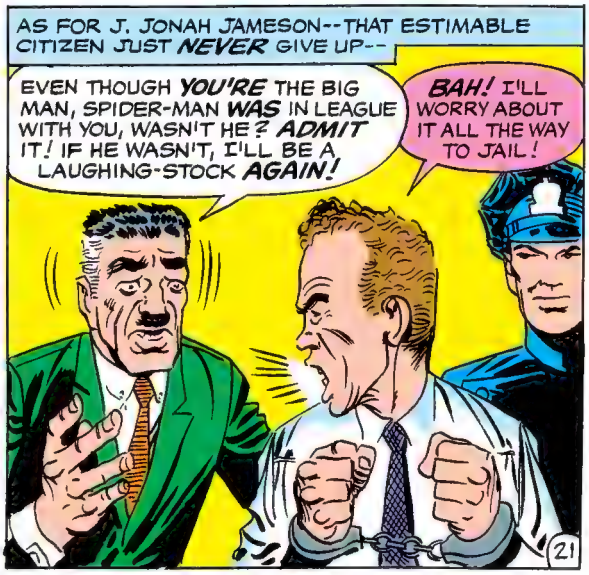
WHY? WHAT'S HAPPENED?
YOU FOOL! HAVEN'T YOU HEARD THE RADIO NEWS BULLETINS?? THE ENFORCERS HAVE BEEN CAPTURED! THE CRIME SYNDICATE IS BROKEN UP! ONLY THE BIG MAN HAS ESCAPED! AND THE POLICE ARE APT TO FIND HIM BEFORE TOO LONG!
WE'VE FOUND HIM ALREADY, JAMESON!
HUH?


THAT CLINCHES IT! THE HIGH AND MIGHTY J. JONAH JAMESON IS THE BIG MAN HIMSELF!
ALTHOUGH, IN A WAY, I FEEL SORRY! I NEVER THOUGHT HE WAS REALLY BAD!

DON'T TRY TO SNEAK OUT OF HERE, FOSWELL! WE HAVE THE PLACE SURROUNDED! YOU MIGHT AS WELL COME ALONE PEACEFULLY!
FREDERICK FOSWELL?! BUT I THOUGHT IT WAS JONAH?? HOW CAN LITTLE FOSWELL BE THE BIG MAN?
FOSWELL?

WE FOUND ALL THE EVIDENCE WE NEEDED IN YOUR CAR, WHICH WE SAW SPEEDING AWAY FROM THE GARAGE!
PRETTY CLEVER, FOSWELL--USING SPECIAL BUILT-UP SHOES--AN OVER-SIZED PADED JACKET, AND A SMALL AMPLIFIER TO DISGUISE YOUR VOICE!
I'D HAVE GOTTEN AWAY WITH IT, TOO... IF NOT FOR SOME CRUMMY LUCK!


HE ADMITS IT! IT IS FOSWELL! I NEVER EVEN SUSPECTED...
SOME BIG BRAIN I AM! I NOT ONLY HAVE THE PROPORTIONATE STRENGTH OF A SPIDER--I'M JUST ABOUT AS DUMB, TOO!


AS FOR J. JONAH JAMESON--THAT ESTIMABLE CITIZEN JUST NEVER GIVE UP--
EVEN THOUGH YOU'RE THE BIG MAN, SPIDER-MAN WAS IN LEAGUE WITH YOU, WASN'T HE? ADMIT IT! IF HE WASN'T, I'LL BE A LAUGHING-STOCK AGAIN!
BAH! I'LL WORRY ABOUT IT ALL THE WAY TO JAIL!

LATER, AFTER HIS OFFICE HAS EMPTIED OUT...

AM I ***ALWAYS*** TO BE THWARTED, EMBARRASSED, FRUSTRATED BY ***SPIDER-MAN***??

I HATE THAT COSTUMED FREAK MORE THAN I'VE EVER HATED ANYONE BEFORE! I'LL NEVER BE CONTENTED WHILE HE'S FREE!

ALL MY LIFE I'VE BEEN INTERESTED IN ONLY ONE THING-- MAKING MONEY! AND YET, ***SPIDER-MAN*** RISKS HIS LIFE DAY AFTER DAY WITH NO THOUGHT OF REWARD! IF A MAN LIKE HIM IS GOOD--IS A HERO-- THEN WHAT AM ***I***??

I CAN NEVER ***RESPECT*** MYSELF WHILE ***HE*** LIVES!

SPIDER-MAN REPRESENTS EVERYTHING THAT I'M ***NOT!*** HE'S BRAVE, POWERFUL AND UNSELFISH! THE TRUTH IS, I ***ENVY*** HIM! I, J. JONAH JAMESON--MILLIONAIRE, MAN OF THE WORLD, CIVIC LEADER-- I'D GIVE EVERYTHING I OWN TO BE THE MAN THAT ***HE*** IS!

BUT I CAN ***NEVER*** CLIMB TO HIS LEVEL! SO ALL THAT REMAINS FOR ME IS--TO TRY TO TEAR HIM DOWN-- BECAUSE, HEAVEN HELP ME-- I'M ***JEALOUS*** OF HIM!

AND, AT THE OTHER SIDE OF TOWN, AS SPIDER-MAN REACHES HIS HOME...

HERE'S A LETTER FROM AUNT MAY! SHE'S HAVING A FINE TIME IN FLORIDA!

BUT NOTHING FROM BETTY! NOT EVEN A CARD!

WHAT IF SHE ***NEVER*** GETS IN TOUCH WITH ME?? IF I NEVER HEAR FROM HER AGAIN??

IT MAY BE WHAT SHE WANTS! PERHAPS SHE DOESN'T CARE FOR ME--AND SHE WANTS TO MAKE A CLEAN BREAK!

NO! I CAN'T BELIEVE IT! I ***WON'T!*** IT'S SOMETHING ELSE! SHE'S IN TROUBLE--WORRIED! IF ONLY I KNEW WHAT THE MATTER WAS! IF ONLY SHE'D LET ME ***HELP*** HER!!

AT THAT MOMENT, IN A SMALL TOWN IN PENNSYLVANIA, BETTY BRANT SITS ALONE IN A LOCKED HOTEL ROOM, WEEPING SILENTLY TO HERSELF...

LIFE IS SO MEANINGLESS, SO EMPY WITHOUT PETER! HE-HE'S ALL I HAD--ALL I EVER WANTED! AND YET-- I CAN'T TURN TO HIM NOW!

I'VE GOT TO SEE THIS THRU ***ALONE!*** I CAN'T RISK THE LIFE OF THE BOY I LOVE! NO ONE ELSE CAN HELP ME-- EXCEPT SOMEONE LIKE ***SPIDER-MAN...*** BUT WHAT CHANCE WOULD ***I*** EVER HAVE OF RECEIVING AID FROM ***HIM***??!

AND SO WE LEAVE OUR FRIENDS DANGLING IN A WEB FAR MORE POWERFUL THAN ANY WHICH ***SPIDER-MAN*** CAN WEAVE-- THE MYSTERIOUS, DRAMATIC WEB OF ***FATE!*** NEXT ISSUE WE WILL MEET A GREAT NEW VILLAIN-- FIND MORE SPECTACULAR THRILLS-- AS ***SPIDER-MAN*** DISCOVERS THE STRANGE SECRET OF BETTY BRANT!

THE END

...FOR NOW!

SPIDER'S WEB

Dear Stan and Steve,

Encore — a jillion encores for your marvelous mag! I can't pinpoint it, but SPIDER-MAN has class!! His originality deserves a toast, or a Medal of Honor; his costume is a feather in Mr. Ditko's hat; and his foes — well, when Spider-Man makes an enemy, it's a doozy! Oh, the laurels that will rest on your name for your contribution to juvenile literature!!

Mike Finley
1243 Park Ave.
Amherst, Ohio

Waddaya MEAN "juvenile literature", Mike?? Don't tell us KIDS have been reading these masterpieces!!

Dear Stan and Steve,

Nuts! So everybody's an art critic! Imagine a bunch of fans trying to tell people who have been in the business for years how to run a comic book. I'm fed up with it, and I dare some of you stateside guys and gals to write me and say I'm wrong. Well, now that I've got that off my chest, I'll tell you that this is one G.I. who likes SPIDER-MAN and will keep reading your 12¢ (underpriced) comics! By the way, Germany is great! Caught in your web —

PFC Dennis E. Northern
RA 17630800
HQ Co 3d Med. Tank. Bn.
35th. Armor, Bamberg, Germany
APO 139, New York, N. Y.

Thanks, soldier — but AT EASE for a minute! No one's telling us how to run our mags! We merely get a lot of helpful suggestions, and we love 'em! Remember, it takes knocks as well as boosts to keep an editor on his toes!

Dear Stan and Steve,

At the beginning of "Spider-Man vs. Doctor Doom" You state, "This may not be the greatest story ever written..." Well, you were right — it wasn't. In fact it was the poorest Spider-Man episode to date Steve Ditko's artwork was his worst to date In one panel he shows Spider-Man without his spider-emblem, in the next with it, but without his netting, and in the next without both. Also he has Dr. Doom's belt vanishing and appearing again in the next panel. Steve's version of Dr. Doom was so bad that Doc would have looked better without his mask. Please stop those ridiculous half Spider-Man, half Peter Parker pictures! You don't know how stupid they look One last matter, has Dr Doom got a financial interest in your comics? He turns up with monotonous regularity every month the only comics he hasn't appeared in so far are KID COLT and MILLIE THE MODEL He is one of the finest villains in comics today so please don't overdo him! I hope you don't mind this critical letter but I know you will be pleased to know that I can't help handing my ninepence over for every comic you turn out

James Smith
9 Crealock St.
Kirkdale, Liverpool
Lancashire. England

WHAT!! You only pay ninepence in England for SPIDER-MAN?? One more complaint, Jimmy, and we're liable to cut off your supply! As far as Doc Doom having a financial interest in our mags, we sometimes think that beneath his mask he's really our BOSS!

Dear Stan and Steve,

I have been reading your MARVEL line ever since you started including super-heroes. All your efforts are good, but SPIDER-MAN is the best. Naturally, I've a run of Spider-Man since AMAZING ADULT FANTASY #15 and have enjoyed them all. SPIDER-MAN #6 started off with a fine cover. For one, I hate those ugly word balloons on most of your covers. I'm glad you didn't have one on this issue. The action and art was very good all through the story, but there is the poor paneling that dulls some of it. Back in the late forties, you were masters at "staggered panels"—wha' hoppen? If a panel is designed to fit the scene, it makes that particular panel much more exciting. Please try this out soon.

Don Foote
703 S. Perry St.
Johnstown, N. Y.

Good suggestion, Don, but staggered panels have never really appealed to us. We feel the interest and excitement should come from the drawing itself, rather than the shape of the panel's borders. Just as we're more interested in a painting than its frame. But, what do our BOSSES say? (Namely — YOU, the readers!)

Dear Stan and Steve,

One thing I like about Steve's art is—he really gives the fans (the beady-eyed little rascals) something to gawk at! What with Liz and Betty cavorting around in every issue! Aunt May is all right too, if you're about 80 and like that type—unfortunately I'm 21! Got something to say to Stan, too. Namely, about the AVENGERS! By George, it is pretty ridiculous when you stop to think of it! A Norse god cavorting around with a green-skinned brute, a giant that formerly was a pygmy, and a creep that walks around in an iron suit! Boy, he must be pretty hard up for company! But, you know what—I like it! Phooey on the Lizard! Let's have "Doc Ock" back!

John F. Lebar
305 No. Jordan St.
Allentown, Pa.

Look who's criticizing! A guy who doesn't even like Aunt May's type! Just wait till you're eighty, Johnny boy!

Dear Stan and Steve,

I think your greatest super-villain is... J. Jonah Jameson! Power?... power of the press! (but of course!)

David Nicholson
639 Drake
San Jose 25, Calif.

And just when we thought ol' J.J.J. was getting popular enough to become the HERO of a new series! Oh well, thanks for setting us straight, Dave!

Dear Stan and Steve,

You have improved since ish #5 of SPIDER-MAN! Last time you drew his costume incorrectly THIRTY TIMES! This time it was only sixteen! Let's see you make that number "0" in the next issue!

Kenny Chance
51 Hull Street
Brooklyn 33, N. Y.

And did you notice also, Ken, that we left a button off the coat of a man standing 'way in the background of a crowd scene in ish #3? We're just a team of incompetents!

CONTINUED...

Dear Stan and Steve,

I'm sure the rest of your readers and I feel the same way toward your personal message in SPIDER-MAN #6. Many of us are probably collectors or followers of many different magazines, but no successful magazine has ever given us the pleasure or experience which we get from seeing you and Steve match wits in creating the unusual Spider-Man adventures. Your reading of every letter, whether good or bad, I'm sure has gained a great impression on your readers. I know you enjoy creating Spider-Man's adventures because you show it not just in printing it but also in your fine outstanding art. I admit Peter Parker's growing success is partly dut to us, but our suggestions and criticisms are only words. It is your job to put our words to work which sometimes can be very difficult since we all have different opinions, but since you're doing a great job, you don't have to worry. So from our dazzled eyes and startled bodies, congratulations on what is truly the success story of the year—The AMAZING SPIDER-MAN!

Doug Austin
3996 Casgrain Drive
Windsor, Ontario

To say we're flattered by the obviously sincere feeling in this letter from Canada would be a rank understatement. Our heartfelt thanks to you, Doug.

Dear Stan and Steve,

You really had something with the Lizard! He was the most worthy villain ever to match wits with the Spider-Man. The reason I liked him so much was because I liked his origin. Also, I liked the little sub-plot where Spider-Man had to save the good doctor who had turned into a lizard, yet had to rid the world of the Lizard. It is these sub-plots which really add to the story, so keep them up. In future issues I hope you won't bring back Dr. Doom, because I dislike the way Steve Ditko draws him. Not that he doesn't draw well . . . he's excellent! But he just can't copy Jack Kirby's style. (Jack Kirby can't copy Steve's work either—see the FF ANNUAL in which Spider-Man appears.) Well, anyway, Spider-Man remains the greatest super-hero since the Human Torch and/or Thor.

John Favareau
134 Convent Place
Yonkers, N. Y.

Muchas gracias, J.F., but did you ever hear of the FANTASTIC FOUR? We're told that they're kinda popular, too!

Dear Stan and Steve,

There are no words capable of telling how fabulous issue #6 was! (SPIDER-MAN, of course!) It was without a doubt the greatest comic I ever read! The artwork was magnificent, especially the cover. The story was very unusual and very entertaining. I am sure that you will have a difficult time topping AMAZING SPIDER-MAN #6. If you do, by some chance, happen to top #6, you will hear from me. I know this letter isn't very long but I think it states very clearly what I and a million other kids think about the truly AMAZING SPIDER-MAN!

Richard Petroc
146 River Road
Hinckley, Ohio

Better have another talk with those "million kids", Dick! Although SPIDER-MAN is a top-selling mag, we haven't yet hit the million mark—so SOME of those kids aren't buying!!

SPIDER SCRATCHINGS

(We haven't room for enough complete letters, but here are a few samplings that might interest you!)

"In Sandman you have developed the greatest, most potentially everlasting villain in comic history."—Mike Randall, Atchison, Kansas . . . "The public ought to wake up to the fact that Spider-Man isn't a villain."—Ronnie Rigdon, Bossier City, La. . . . "Have a Spider-Man Annual." —Ric Klein, Twinsbury, Ohio . . . "Spider-Man is different in a field where it is hard not to be trite."—Katherine Philippe, Palatine, Ill. . . . "Don't give him a female counterpart or a fabulous hideout."—Frank Tugwell, Bastrop, La. . . . "Since Spider-Man #4 was so realistic, are you *sure* it wasn't a true story, fellas?"—Randy Montgomery, Niagara Falls, Ontario. (Ed. Note: *When* did we ever say these stories aren't true?!!) . . . "I think the reason for your success is that Spider-Man reaches inside to what would really happen if a person were given powers."—Steve Conner, Rome, Ga. . . . "Why not have Spider-Man join forces with Ant-Man and the Wasp to form an "Insects, Inc.?"—Charles Rubin, Rye, N. Y. . . .

SPECIAL ANNOUNCEMENTS SECTION:

- **Didja ever have a tiger by the tail? WE have! The votes are in on our "May We Drop These Letters Pages?" poll! We bow, as always, to your wishes! The overwhelming majority of letters demanded we *continue* this section, so that's that! Anyway, if Spidey can learn to climb walls, maybe we can learn to go without sleep!**
- **And now for our assorted Marvel musings . . .**
- **While we haven't worked out all the details of the plot yet, our next ish will shed further light on the strange secret of Betty Brant's past. It will also take Peter Parker (and his peck of pickled peppers) to a different town, and pit him against a different type of super villain. (You may think there are no new types of super-villains LEFT, but we may just surprise you!)**
- **By the way, we've received a ZILLION letters commenting on the fact that SGT. FURY AND HIS HOWLING COMMANDOS lost Junior Juniper in battle in ish #4! You may remember that we once promised to try to produce the most realistic mags of all — and judging by your reactions, you feel we're succeeding. So, many thanks for your letters — and wait till you see some of the future surprises we have in store for you at MARVEL, the House of Ideas!**
- **In our highly successful new mag, X-MEN, a group of evil mutants has been often mentioned but never seen — until NOW, that is! However, in ish #4, on sale Jan. 3rd, you will actually meet these uncanny characters and see how they operate! We suggest you try not to miss it!**
- **You'll notice we don't always refer to all our issues as "The Greatest Story You've Ever Seen!"— at least we TRY not to. We'd like to feel that when we DO recommend a special ish or story, you'll know we really mean it. And, with this is mind, we DO strongly suggest that you buy THE AVENGERS #4, on sale the 3rd of Jan.! It features the actual return of one of the greatest heroes of the Golden Age of Comics — Captain America, and it explains where he's been, and how he joins the Avengers! We feel it will be one of the most talked-about single issues of the year!**
- **In fact, it looks like the mags which go on sale Jan. 3rd are really going to make a hit! For example, the greatest title of all — FANTASTIC FOUR, features a sensational battle between The Hulk and The Thing, for those many readers who felt the fight scenes in their last encounter were too brief! This time we present what is probably the greatest, longest, most dramatic battle in comics mag history, between two of the most powerful foes of all! (Well, there goes our short-lived attempt at understatement!)**
- **We wanted to mention our other mags, but we're clean out of space. So we'll close by saying watch for the mags with the MARVEL seal in the upper left-hand corner! We pledge that each and every one of them tries to reward your loyalty by giving you the finest, and the most original stories and art we are capable of! So, until next ish, we at the Marvel bullpen wish you happy days and peaceful nights — and remember, whether you chose our titles, or some of the many fine magazines produced by our competitors, a comic magazine is still your best 12¢ entertainment value!**

FEAST OR FAMINE
BY STAN LEE

Well, wiggle his webs and call him Spidey! Glad you could join us again for this second go-round.

If you liked Volume One, I suspect you'll get a real hoot out of this next collection of the earliest tales from your friendly neighborhood web-slinger's perilous past.

Y'know, it's really strange the way fictional characters seem to grow and change and take on a life of their own as more and more adventures are added to their growing list of exploits.

Spidey is no exception. Remember his origin story, and the first few tales that followed? Remember how unpopular he was, how shy with the girls? Remember how Flash and the other guys in his high school crowd treated the peculiar Mr. Parker like some sort of official class wimp? Well, I think you'll notice some changes a whisperin' on the wind in his second round of thrillers.

Life seems to be a constant juxtaposition of feast or famine for our stalwart though semi-neurotic hero. Whereas he formerly couldn't get to first base with any female within reaching distance, he now seems to be on his way to slowly becoming a ladies' man. Of course, though the path of true love seldom runs smooth for any teenager, for your wondrously woebegone web-head the complications pile up faster than you can say, "Peter Parker picked a peck of pickled peppers." But hey, how long do you think Fandom Assembled would have made poor Petey its all-time favorite if everything always came up roses for the guy? Perhaps you never thought of it this way, but you can practically measure a hero's popularity by the amount of trouble he manages to get himself into.

And, speaking of trouble, here's a foretaste of some of the viciously venal and voraciously vile villains we've got in store for you in this valorous little volume. (Count your blessings. That sentence might have gone on forever if I hadn't run out of V's!)

Okay, here are some of the baddies you'll be meeting in the pages just ahead. Try these heavies on for size…

The macabre and murderous Mysterio; the grinning but gruesome Green Goblin; everybody's favorite bestial bad guy, Kraven the Hunter; the Ringmaster and his Circus of Crime; and of course the super-strong, super-sinister Sandman!

But don't for one minute think that's all there is! We haven't even mentioned the rollickin' return of the dreaded Doc Ock or the guest-starring stints wherein Spidey finds himself battling our own dauntless Daredevil, the Man Without Fear, as well as the ever hot-headed, high-flyin' Human Torch!

One thing worth mentioning is our very first Spider-Man Annual which you'll find in this book, thanks to the generosity and benevolence of your big-hearted Bullpen buddies. And what an Annual it is! Back then, in the '60s, we were so thrilled and grateful for the wonderful reception Spidey was given by the reading public that we wanted to return the favor. The best thing we could think of doing for our pantin' public was to produce a 41-page super-spectacular of ol' Web-Head featuring six, count 'em, six of our maddest, baddest, most stultifyin' super villains in one fabulous, far-out, fast-moving yarn.

So, prepare to see your favorite wall-crawler in awesome action against the sinister sextet's leader, everyone's favorite six-armed psychopath, the fiendishly frenetic Dr. Octopus. And wait'll you see his pandemonious playmates—the Vulture, Electro, Kraven the Hunter, Mysterio and the Sandman, all gathered together for one poignant little purpose—to clobber our hero! Yep, even now, decades later, that first *Spider-Man Annual* occupies a special place in the hearts of Marveldom Assembled!

Now, let's get personal for a moment. On the pages ahead, you'll be delving deeper into the unique relationship between our own Peter Parker and that bombastic Big Man on Campus, the somewhat swaggering, quintessential school jock, none other than funky Flash Thompson himself.

I must admit, we always got a hoot out of the fact that, in Flash's eyes, Petey was definitely the Nabob of the Nerds. And yet, Midtown High's stalwart but slow-witted pride of the gridiron considered our masked web-slinger to be the greatest thing since Godzilla. Talk about irony! Flash never suspected that the one classmate he loathed the most was the very same wall-crawler who was his all-time idol!

And how about J. Jonah Jameson? When first I wrote him into the series, he was just a minor throwaway character. I thought he'd be good for a couple of good laughs and that was it. Then, y'know what happened? The irascible ol' curmudgeon became one of the mainstays of the entire series. He's the perfect foil for both Peter and Spidey to tangle with in a never-ending battle of wits and verbal barbs. JJJ has come to represent the most conservative, straight-laced members of society, the self-righteous know-it-alls who dislike and distrust anyone who looks, acts or thinks differently than they do.

But make no mistake about it. Jolly Jonah is not a villain. He's not a bad guy. He just marches to the beat of a different drummer. Just like Captain Queeg in *The Caine Mutiny*, Jonah and his ilk are part of the fabric of America. We may not want to party with them, but life would surely be a whole lot duller if they weren't around.

You may think it strange for me to talk about our characters as if they're real. And yet, after writing about them for so many years, I feel I've come to know them. They've taken on a life of their own. I might as well admit it—they're as real as anyone I know. And, in some cases, even more so!

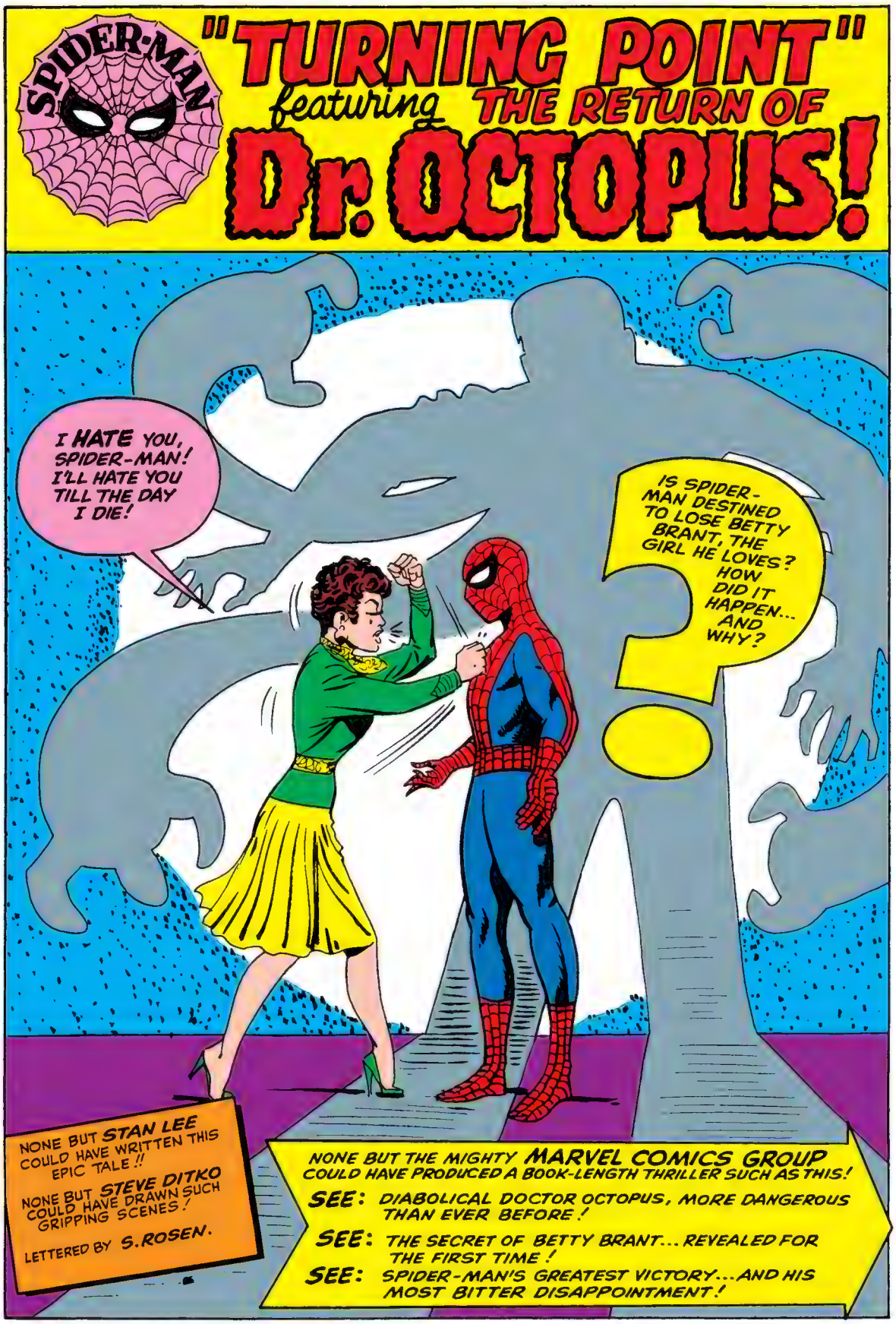
Well, I could talk about your friendly neighborhood arachnid and his rollickin' little repertory group all day, but don't panic—I promise not to! The time hath come for thee and me to dip into the brightly beckoning, lavishly colored pages that lie ahead, and to relive once more the fun and frenzy that comprise the early day of everybody's favorite wall-crawler.

C'mon, frantic one! Spidey needs all the help he can get!

EXCELSIOR!

1988

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
11 APR.
Featuring: THE LONG-AWAITED "RETURN of DOCTOR OCTOPUS!"
"TURNING POINT!" SEE WHAT HAPPENS WHEN SPIDER-MAN DECIDES TO REVEAL HIS SECRET IDENTITY TO SOMEONE ELSE! WILL HE REALLY DO IT? WILL THIS BE THE TURNING POINT OF HIS AMAZING CAREER? OR--? BUT WHY NOT TURN THESE PAGES AND LEARN FOR YOURSELF, IN THIS CLASSIC TALE, TOLD IN THE MARVELOUS MARVEL MANNER!
ANOTHER SPECTACULAR SMASH-HIT FROM THE HOUSE OF IDEAS!


SPIDER-MAN
"TURNING POINT"
featuring THE RETURN OF
Dr. OCTOPUS!
I HATE YOU, SPIDER-MAN! I'LL HATE YOU TILL THE DAY I DIE!
IS SPIDER-MAN DESTINED TO LOSE BETTY BRANT, THE GIRL HE LOVES? HOW DID IT HAPPEN... AND WHY?
NONE BUT STAN LEE COULD HAVE WRITTEN THIS EPIC TALE!!
NONE BUT STEVE DITKO COULD HAVE DRAWN SUCH GRIPPING SCENES!
LETTERED BY S. ROSEN.
NONE BUT THE MIGHTY MARVEL COMICS GROUP COULD HAVE PRODUCED A BOOK-LENGTH THRILLER SUCH AS THIS!
SEE: DIABOLICAL DOCTOR OCTOPUS, MORE DANGEROUS THAN EVER BEFORE!
SEE: THE SECRET OF BETTY BRANT... REVEALED FOR THE FIRST TIME!
SEE: SPIDER-MAN'S GREATEST VICTORY... AND HIS MOST BITTER DISAPPOINTMENT!

A WORLD-FAMOUS SUPER-HERO DOESN'T SPEND **ALL** HIS TIME FIGHTING DEADLY MENACES! THERE ARE MOMENTS HE SPENDS ALONE, DEEP IN THOUGHT, MULLING OVER THE PAST AND PONDERING THE FUTURE! SUCH A SUPER-HERO IS **SPIDER-MAN**, AND SUCH A MOMENT IS **THIS**...

EVER SINCE BETTY BRANT LEFT TOWN I'VE BEEN CARRYING A KING-SIZED **TORCH!** I'VE GOT TO SNAP OUT OF IT... GOT TO TRY TO **FORGET** HER!

AW, WHO AM I KIDDING! I'LL **NEVER** FORGET HER!...NEVER STOP SEARCHING FOR HER!

IF ONLY I KNEW **WHY** SHE LEFT TOWN SO SUDDENLY! IF ONLY I HAD SOME **CLUE**... SAY! WHAT'S THAT ON THE **RADIO**??

WE INTERRUPT OUR PROGRAM FOR A BULLETIN! HAVING SERVED HIS FULL PRISON TERM, THE NOTORIOUS **DOCTOR OCTOPUS** IS TO BE RELEASED TODAY...

HEARING THAT TERSE ANNOUNCEMENT, SPIDER-MAN SUDDENLY FORGETS BETTY BRANT FOR THE MOMENT AS HE TRAVELS BACK IN MEMORY TO ONE OF THE MOST DANGEROUS BATTLES OF HIS ENTIRE CAREER...*

DOCTOR OCTOPUS TO BE **RELEASED**?!! THEY CAN'T **DO** IT! THEY **MUSTN'T**! HE'S ONE OF THE MOST DANGEROUS MEN ALIVE!! EVEN **I**, WITH ALL MY POWER, CAME CLOSE TO BEING DEFEATED BY HIM!!

THAT BLASTED WEB! IT'S SPREAD OUT OVER MY GLASSES! I-I **CAN'T SEE**! CAN'T GET IT OFF!

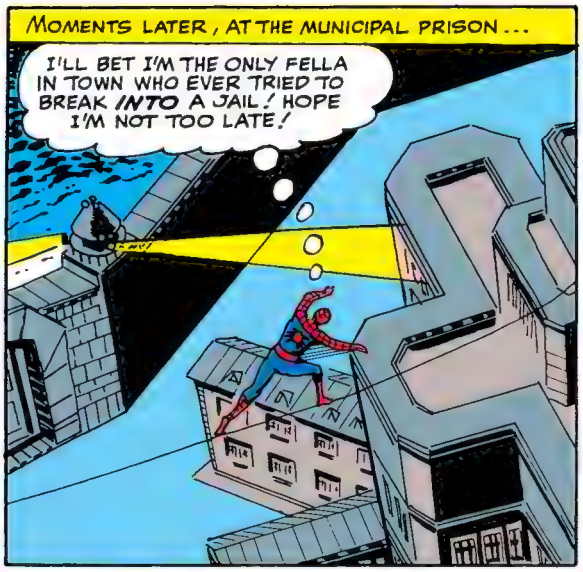
EVEN THOUGH HE CAN NO LONGER SEE ME, HIS OTHER ARMS ARE NOW AROUND ME... PULLING ME TOWARD HIM WITH HIS INCREDIBLE STRENGTH!

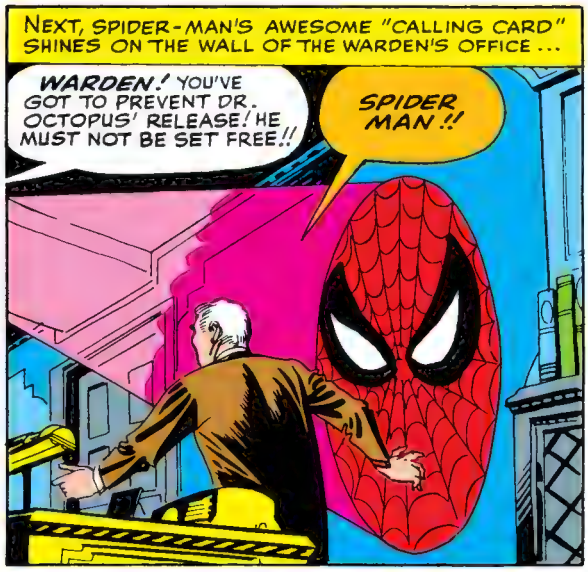
* **SPIDER MAN VS. DR. OCTOPUS**, ISSUE #3 - ED.

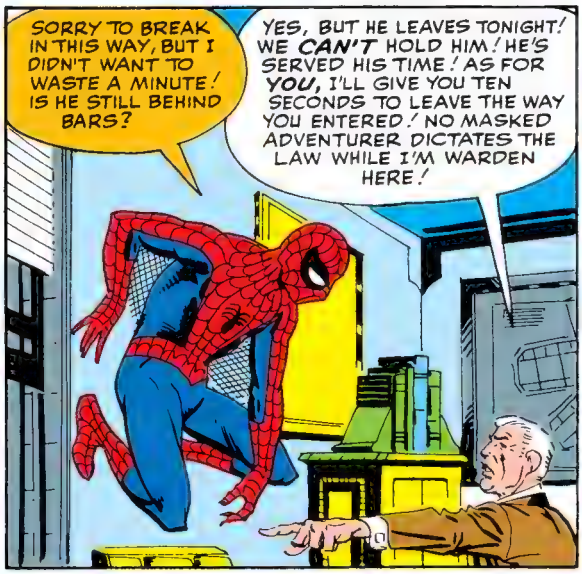
WITHIN SECONDS, THE DRAMATIC TEEN-AGE CRIME-FIGHTER LEAPS INTO ACTION...

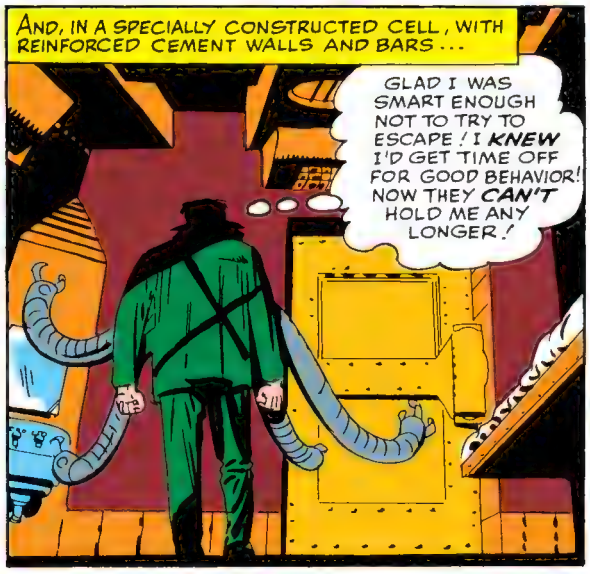
I'VE GOT TO TRY TO **PREVENT** THEM FROM RELEASING HIM! HE MUSTN'T BE ALLOWED TO MENACE MANKIND AGAIN!

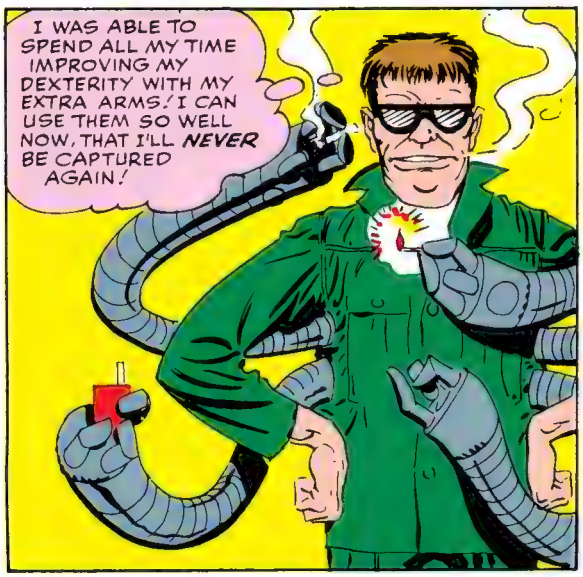
IT FEELS **GREAT** TO BE ON THE GO AGAIN... WITH THE WIND TEARING AT ME AS I SWING HIGH OVER THE ROOFTOPS! **THIS** IS WHAT I NEEDED!

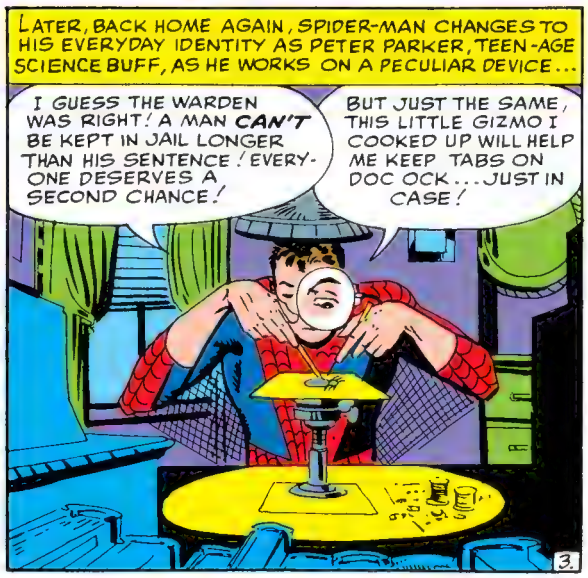

MOMENTS LATER, AT THE MUNICIPAL PRISON ...
I'LL BET I'M THE ONLY FELLA IN TOWN WHO EVER TRIED TO BREAK INTO A JAIL! HOPE I'M NOT TOO LATE!

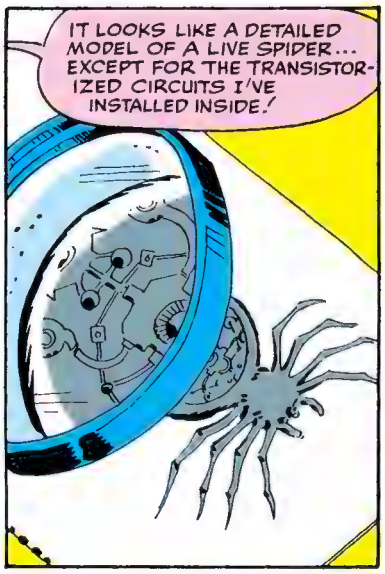

NEXT, SPIDER-MAN'S AWESOME "CALLING CARD" SHINES ON THE WALL OF THE WARDEN'S OFFICE ...
WARDEN! YOU'VE GOT TO PREVENT DR. OCTOPUS' RELEASE! HE MUST NOT BE SET FREE!!
SPIDER MAN!!


SORRY TO BREAK IN THIS WAY, BUT I DIDN'T WANT TO WASTE A MINUTE! IS HE STILL BEHIND BARS?
YES, BUT HE LEAVES TONIGHT! WE CAN'T HOLD HIM! HE'S SERVED HIS TIME! AS FOR YOU, I'LL GIVE YOU TEN SECONDS TO LEAVE THE WAY YOU ENTERED! NO MASKED ADVENTURER DICTATES THE LAW WHILE I'M WARDEN HERE!


AND, IN A SPECIALLY CONSTRUCTED CELL, WITH REINFORCED CEMENT WALLS AND BARS ...
GLAD I WAS SMART ENOUGH NOT TO TRY TO ESCAPE! I KNEW I'D GET TIME OFF FOR GOOD BEHAVIOR! NOW THEY CAN'T HOLD ME ANY LONGER!

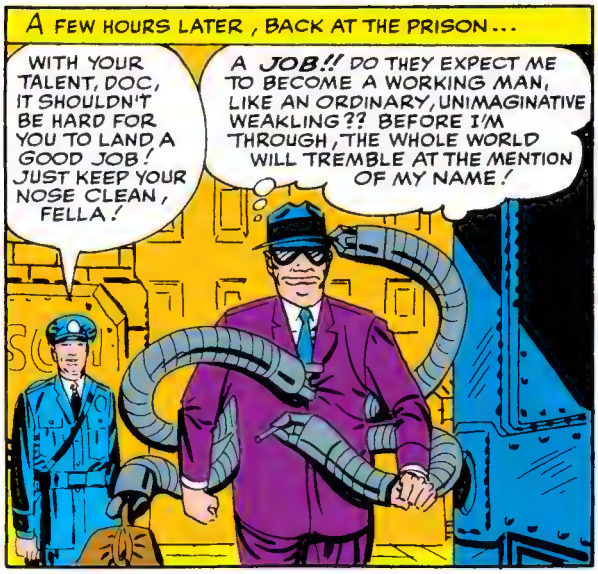

I WAS ABLE TO SPEND ALL MY TIME IMPROVING MY DEXTERITY WITH MY EXTRA ARMS! I CAN USE THEM SO WELL NOW, THAT I'LL NEVER BE CAPTURED AGAIN!

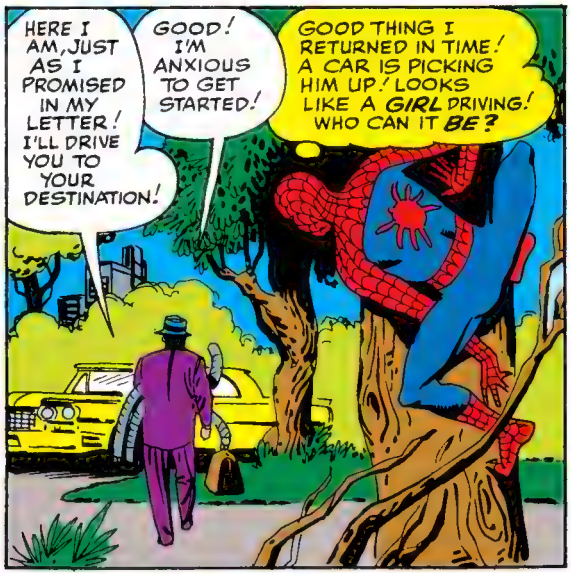

LATER, BACK HOME AGAIN, SPIDER-MAN CHANGES TO HIS EVERYDAY IDENTITY AS PETER PARKER, TEEN-AGE SCIENCE BUFF, AS HE WORKS ON A PECULIAR DEVICE ...
I GUESS THE WARDEN WAS RIGHT! A MAN CAN'T BE KEPT IN JAIL LONGER THAN HIS SENTENCE! EVERYONE DESERVES A SECOND CHANCE!
BUT JUST THE SAME, THIS LITTLE GIZMO I COOKED UP WILL HELP ME KEEP TABS ON DOC OCK ... JUST IN CASE!

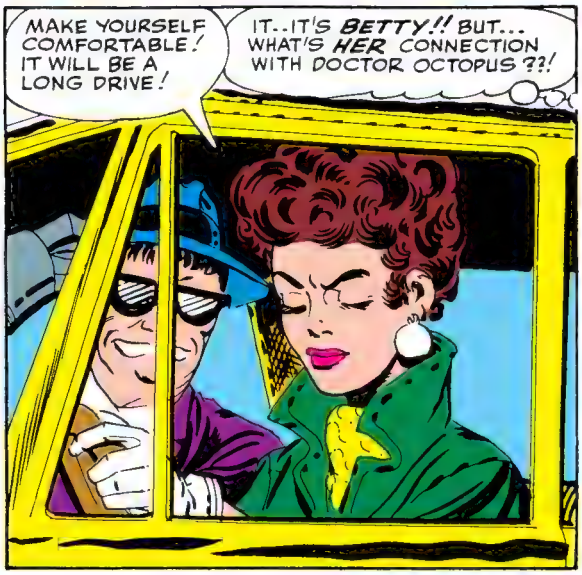

IT LOOKS LIKE A DETAILED MODEL OF A LIVE SPIDER... EXCEPT FOR THE TRANSISTORIZED CIRCUITS I'VE INSTALLED INSIDE!

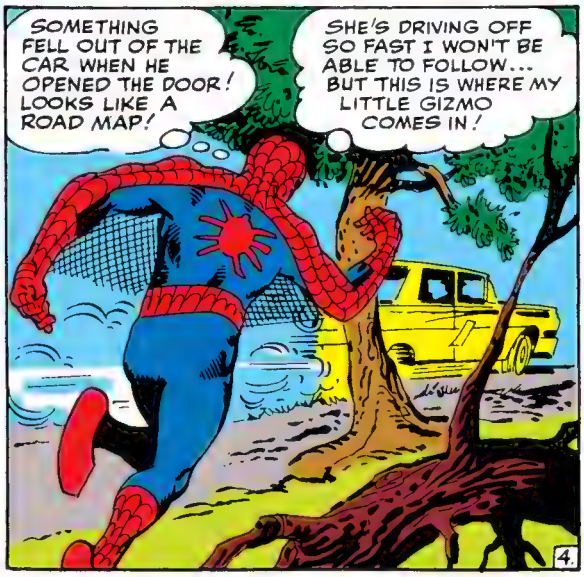
NO MATTER WHERE IT IS, IT WILL SEND BACK CODED MESSAGES TO ME WHICH I CAN PICK UP WITH MY SMALL PORTABLE RECEIVER!

NOW, MY ONLY PROBLEM IS... HOW DO I ATTACH IT TO DOC OCK ?? OH, WELL, I'VE GOT A HUNCH THAT SPIDER-MAN WILL FIND A WAY TO DO IT!

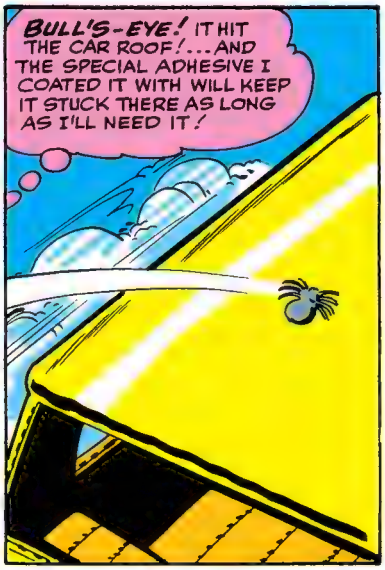

A FEW HOURS LATER, BACK AT THE PRISON...
WITH YOUR TALENT, DOC, IT SHOULDN'T BE HARD FOR YOU TO LAND A GOOD JOB! JUST KEEP YOUR NOSE CLEAN, FELLA!
A JOB!! DO THEY EXPECT ME TO BECOME A WORKING MAN, LIKE AN ORDINARY, UNIMAGINATIVE WEAKLING?? BEFORE I'M THROUGH, THE WHOLE WORLD WILL TREMBLE AT THE MENTION OF MY NAME!

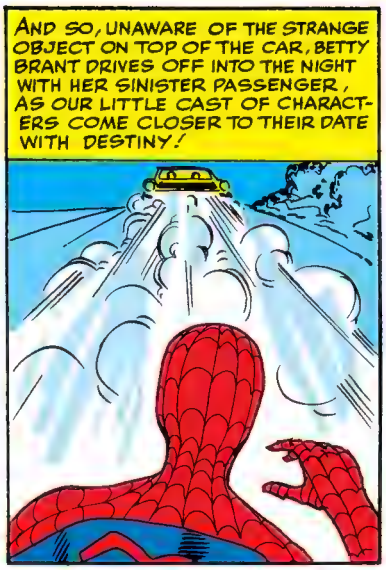

HERE I AM, JUST AS I PROMISED IN MY LETTER! I'LL DRIVE YOU TO YOUR DESTINATION!
GOOD! I'M ANXIOUS TO GET STARTED!
GOOD THING I RETURNED IN TIME! A CAR IS PICKING HIM UP! LOOKS LIKE A GIRL DRIVING! WHO CAN IT BE?

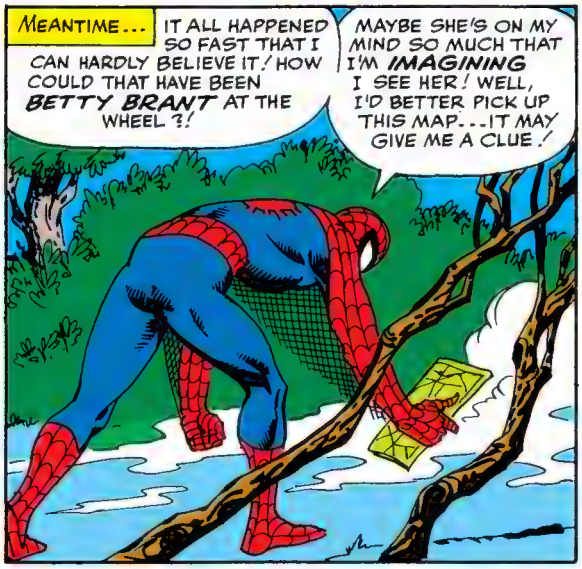

MAKE YOURSELF COMFORTABLE! IT WILL BE A LONG DRIVE!
IT..IT'S BETTY!! BUT... WHAT'S HER CONNECTION WITH DOCTOR OCTOPUS ??!

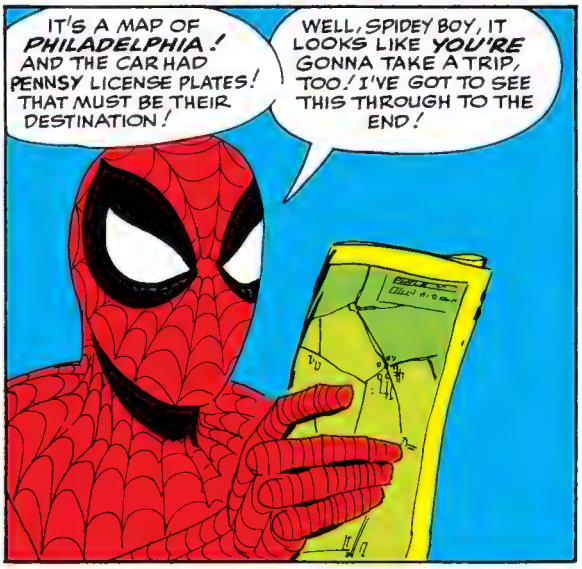

SOMETHING FELL OUT OF THE CAR WHEN HE OPENED THE DOOR! LOOKS LIKE A ROAD MAP!
SHE'S DRIVING OFF SO FAST I WON'T BE ABLE TO FOLLOW... BUT THIS IS WHERE MY LITTLE GIZMO COMES IN!

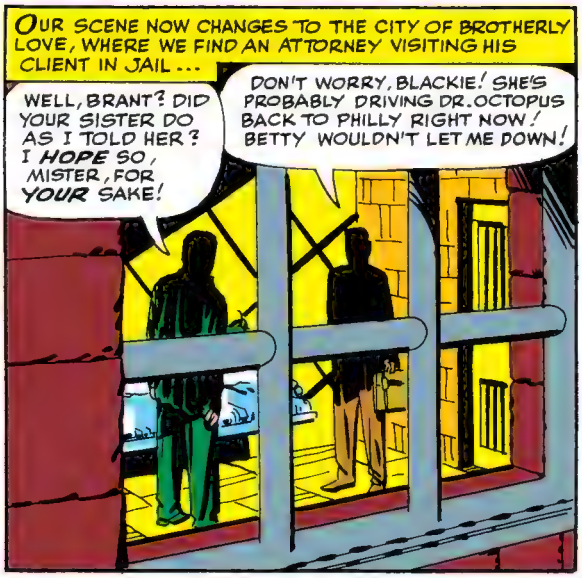
IT'S NOT TOO HARD TO THROW SOMETHING AT A SPEEDING CAR AND MAKE SURE YOU HIT IT... NOT WHEN YOU'VE GOT THE HELP OF SPIDER-POWERED MUSCLES!


BULL'S-EYE! IT HIT THE CAR ROOF!... AND THE SPECIAL ADHESIVE I COATED IT WITH WILL KEEP IT STUCK THERE AS LONG AS I'LL NEED IT!

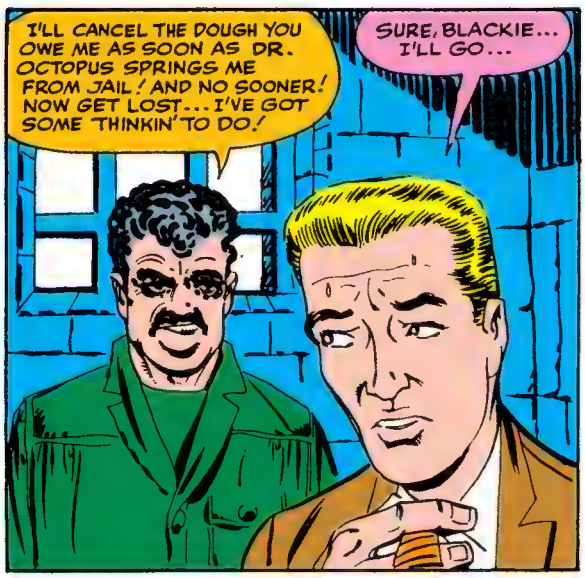

AND SO, UNAWARE OF THE STRANGE OBJECT ON TOP OF THE CAR, BETTY BRANT DRIVES OFF INTO THE NIGHT WITH HER SINISTER PASSENGER, AS OUR LITTLE CAST OF CHARACTERS COME CLOSER TO THEIR DATE WITH DESTINY!


MEANTIME...
IT ALL HAPPENED SO FAST THAT I CAN HARDLY BELIEVE IT! HOW COULD THAT HAVE BEEN BETTY BRANT AT THE WHEEL?!
MAYBE SHE'S ON MY MIND SO MUCH THAT I'M IMAGINING I SEE HER! WELL, I'D BETTER PICK UP THIS MAP... IT MAY GIVE ME A CLUE!

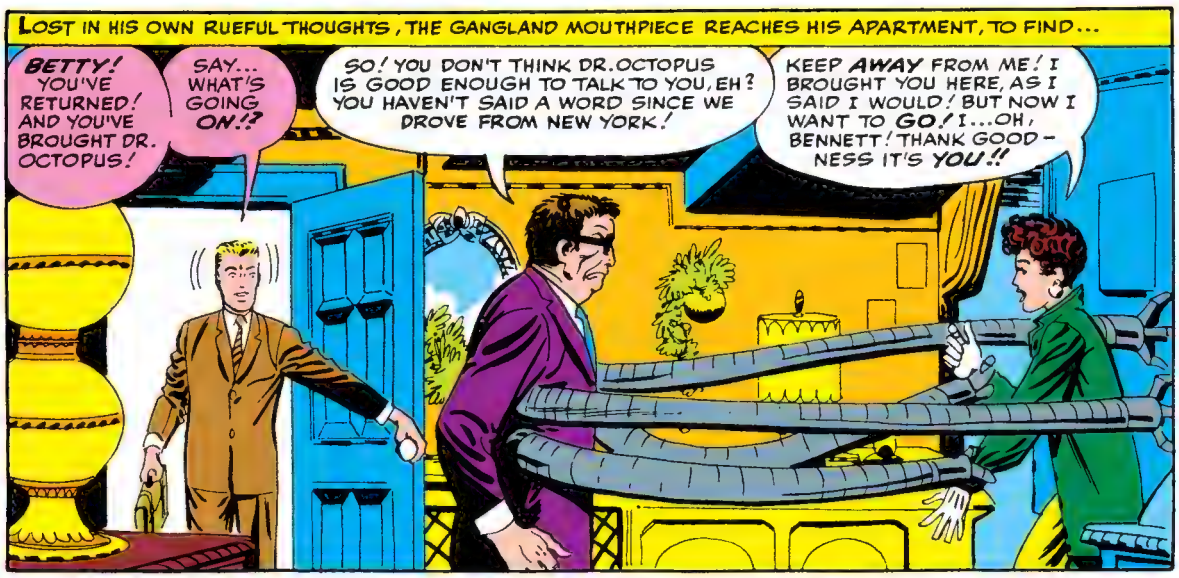

IT'S A MAP OF PHILADELPHIA! AND THE CAR HAD PENNSY LICENSE PLATES! THAT MUST BE THEIR DESTINATION!
WELL, SPIDEY BOY, IT LOOKS LIKE YOU'RE GONNA TAKE A TRIP, TOO! I'VE GOT TO SEE THIS THROUGH TO THE END!


OUR SCENE NOW CHANGES TO THE CITY OF BROTHERLY LOVE, WHERE WE FIND AN ATTORNEY VISITING HIS CLIENT IN JAIL...
WELL, BRANT? DID YOUR SISTER DO AS I TOLD HER? I HOPE SO, MISTER, FOR YOUR SAKE!
DON'T WORRY, BLACKIE! SHE'S PROBABLY DRIVING DR. OCTOPUS BACK TO PHILLY RIGHT NOW! BETTY WOULDN'T LET ME DOWN!

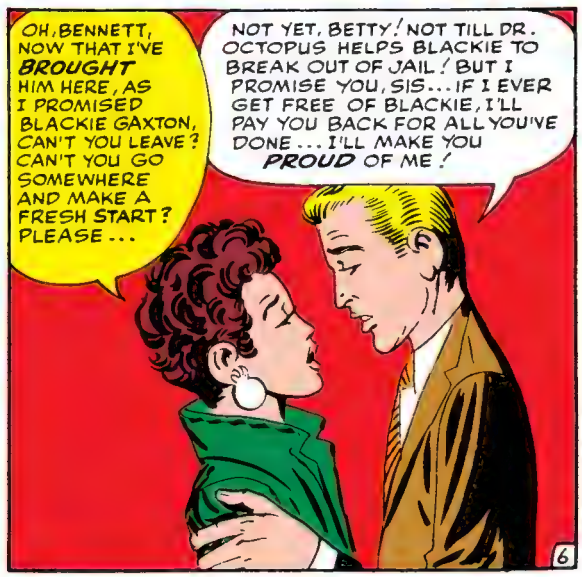
SHE BETTER NOT! THAT GAMBLING DEBT YOU OWE ME IS ALREADY PAST DUE! AND YOU KNOW WHAT MY BOYS DO TO WELCHERS... DON'T YOU, BRANT?
I KNOW, BLACKIE! I'VE BEEN YOUR LAWYER TOO LONG NOT TO KNOW!

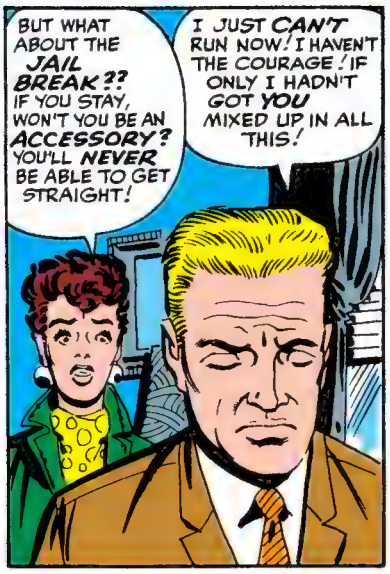

I'LL CANCEL THE DOUGH YOU OWE ME AS SOON AS DR. OCTOPUS SPRINGS ME FROM JAIL! AND NO SOONER! NOW GET LOST... I'VE GOT SOME THINKIN' TO DO!
SURE, BLACKIE... I'LL GO...

WHO'D HAVE GUESSED THAT BENNETT BRANT, TOP MAN IN HIS CLASS AT LAW SCHOOL, WOULD END UP AS A SPINELESS FLUNKY... A STOOGE FOR THE MOST RUTHLESS MOBSTER IN THE EAST!
ALL BECAUSE I WANTED EASY MONEY! WHAT A JOKE! IT'S THE HARDEST MONEY ANYBODY EVER EARNED! AND NOW I'VE INVOLVED MY OWN SISTER IN THIS MESS!!


LOST IN HIS OWN RUEFUL THOUGHTS, THE GANGLAND MOUTHPIECE REACHES HIS APARTMENT, TO FIND...
BETTY! YOU'VE RETURNED! AND YOU'VE BROUGHT DR. OCTOPUS!
SAY... WHAT'S GOING ON!?
SO! YOU DON'T THINK DR. OCTOPUS IS GOOD ENOUGH TO TALK TO YOU, EH? YOU HAVEN'T SAID A WORD SINCE WE DROVE FROM NEW YORK!
KEEP AWAY FROM ME! I BROUGHT YOU HERE, AS I SAID I WOULD! BUT NOW I WANT TO GO! I... OH, BENNETT! THANK GOOD-NESS IT'S YOU!!

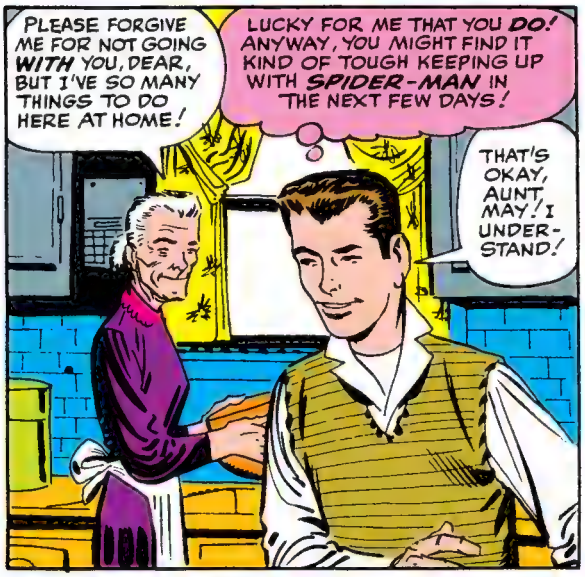
A LOT OF GOOD HE'LL DO YOU! I'VE HEARD OF YOU, BRANT! A WEAKLING LAWYER WHO CAN'T MAKE A MOVE WITHOUT BLACKIE GAXTON'S OKAY!
NOW FOLLOW ME INTO THE OTHER ROOM, BRANT! WE'VE GOT BUSINESS TO TALK OVER!


OH, BENNETT, NOW THAT I'VE BROUGHT HIM HERE, AS I PROMISED BLACKIE GAXTON, CAN'T YOU LEAVE? CAN'T YOU GO SOMEWHERE AND MAKE A FRESH START? PLEASE...
NOT YET, BETTY! NOT TILL DR. OCTOPUS HELPS BLACKIE TO BREAK OUT OF JAIL! BUT I PROMISE YOU, SIS... IF I EVER GET FREE OF BLACKIE, I'LL PAY YOU BACK FOR ALL YOU'VE DONE... I'LL MAKE YOU PROUD OF ME!


BUT WHAT ABOUT THE JAIL BREAK?? IF YOU STAY, WON'T YOU BE AN ACCESSORY? YOU'LL NEVER BE ABLE TO GET STRAIGHT!
I JUST CAN'T RUN NOW! I HAVEN'T THE COURAGE! IF ONLY I HADN'T GOT YOU MIXED UP IN ALL THIS!

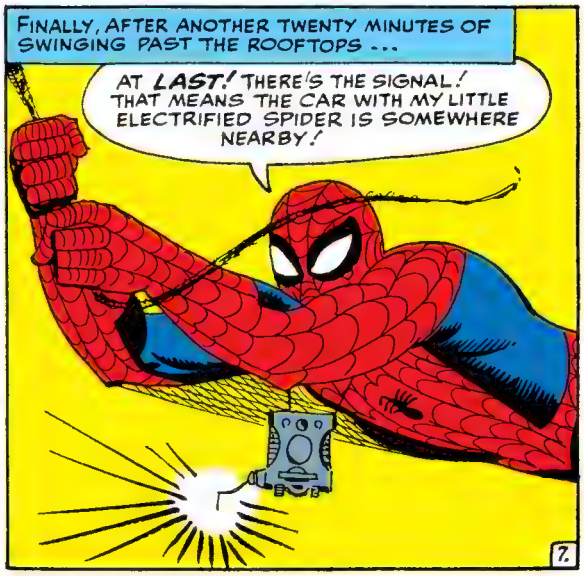
THEN, AS HER BROTHER GOES INTO THE NEXT ROOM TO SPEAK WITH DR. OCTOPUS, BETTY BRANT SITS ALONE IN THE GLOOMY ROOM, AS TEARS FILL HER EYES...
I GAVE HIM ALL THE MONEY I HAD SO THAT HE COULD PAY HIS DEBTS TO BLACKIE, BUT IT WASN'T ENOUGH! IT'S NEVER ENOUGH!
I HAD TO RUN AWAY FROM PETER IN NEW YORK, BECAUSE I DIDN'T WANT HIM TO KNOW ABOUT BENNETT! HOW CAN I EVER RETURN? WHERE WILL IT ALL END?

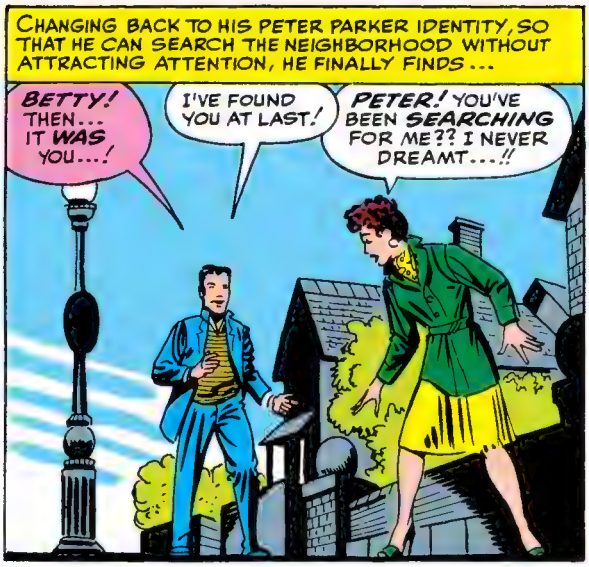
BUT LITTLE DOES BETTY SUSPECT THAT BACK IN NEW YORK, PETER PARKER IS PLANNING TO FIND HER... TO LEARN HER TRAGIC SECRET...
AUNT MAY, I'M THINKING OF TAKING A LITTLE TRIP THIS WEEK-END! I'VE ALWAYS WANTED TO VISIT PHILADELPHIA AND SEE THE HISTORICAL SITES!
HOW NICE, PETER! THE TRIP WILL DO YOU GOOD! YOU'VE BEEN SO LISTLESS LATELY!


PLEASE FORGIVE ME FOR NOT GOING WITH YOU, DEAR, BUT I'VE SO MANY THINGS TO DO HERE AT HOME!
LUCKY FOR ME THAT YOU DO! ANYWAY, YOU MIGHT FIND IT KIND OF TOUGH KEEPING UP WITH SPIDER-MAN IN THE NEXT FEW DAYS!
THAT'S OKAY, AUNT MAY! I UNDER-STAND!

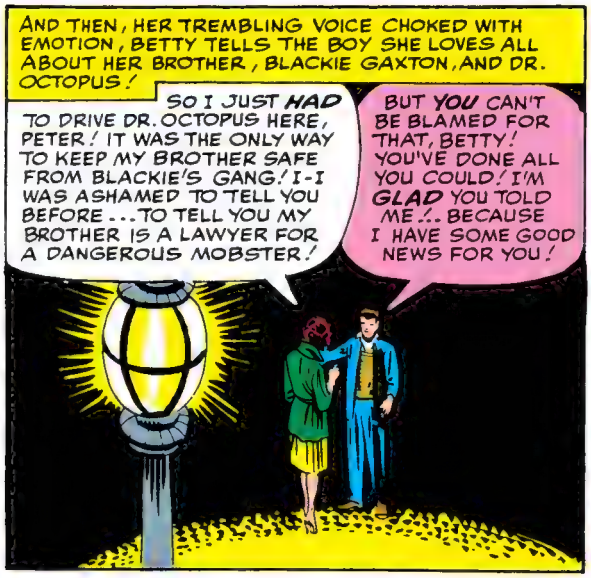
A FEW MINUTES LATER, AFTER A JET FROM NEW YORK LANDS AT THE PHILADELPHIA AIRPORT...
NOW, ALL I'VE GOT TO DO IS FIND BETTY, SEE WHAT HER CONNECTION WITH DOC OCK IS, MAKE SURE THAT HE ISN'T CAUSING ANY TROUBLE...
...AND BE BACK IN NEW YORK IN TIME FOR CLASS MONDAY MORNING! THAT'S ALL!

I MUST HAVE COVERED HALF THE CITY BY NOW, AND STILL NO SIGNAL ON MY PORTABLE RECEIVER!
WELL, I JUST HAVE TO KEEP SEARCHING! GOOD THING I BROUGHT A FULL SUPPLY OF WEB FLUID WITH ME!

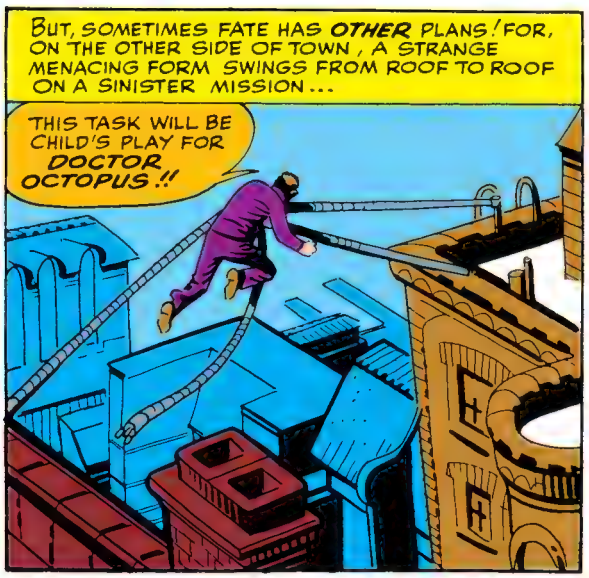

FINALLY, AFTER ANOTHER TWENTY MINUTES OF SWINGING PAST THE ROOFTOPS...
AT LAST! THERE'S THE SIGNAL! THAT MEANS THE CAR WITH MY LITTLE ELECTRIFIED SPIDER IS SOMEWHERE NEARBY!

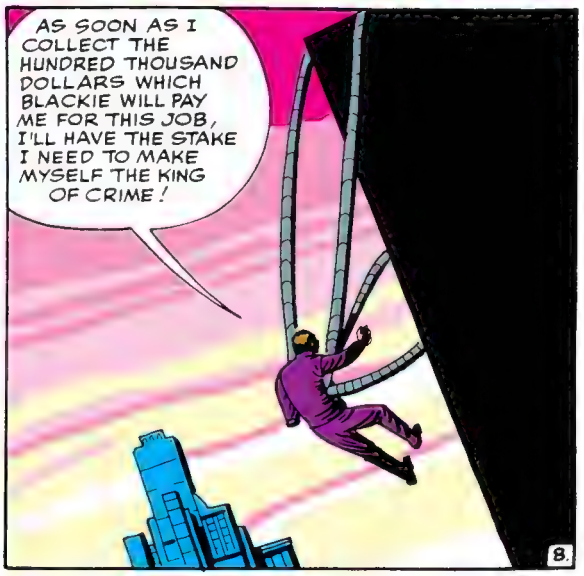

CHANGING BACK TO HIS PETER PARKER IDENTITY, SO THAT HE CAN SEARCH THE NEIGHBORHOOD WITHOUT ATTRACTING ATTENTION, HE FINALLY FINDS...
BETTY! THEN... IT WAS YOU...!
I'VE FOUND YOU AT LAST!
PETER! YOU'VE BEEN SEARCHING FOR ME?? I NEVER DREAMT...!!

BUT I COULDN'T LET YOU JUST WALK OUT OF MY LIFE! YOU... YOU MEAN TOO MUCH TO ME!!
OH, PETER... WHAT A FOOL I WAS! I SHOULD HAVE CONFIDED IN YOU, SHOULD HAVE TOLD YOU EVERYTHING, RIGHT AT THE START!! I... I NEED YOU, PETER! I DON'T KNOW WHERE TO TURN!

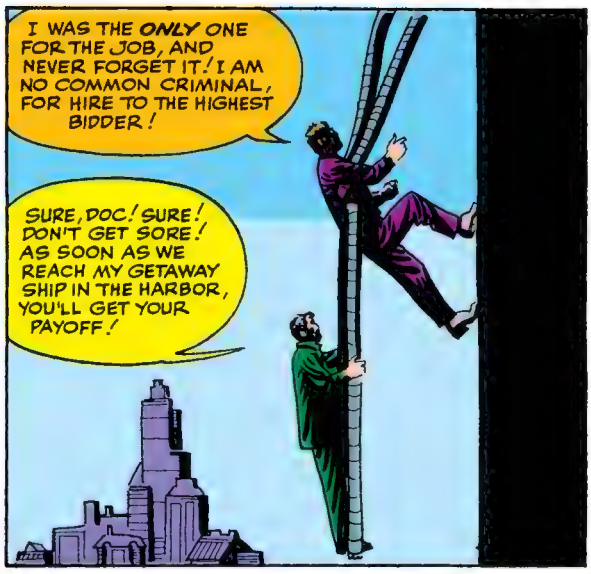

AND THEN, HER TREMBLING VOICE CHOKED WITH EMOTION, BETTY TELLS THE BOY SHE LOVES ALL ABOUT HER BROTHER, BLACKIE GAXTON, AND DR. OCTOPUS!
SO I JUST HAD TO DRIVE DR. OCTOPUS HERE, PETER! IT WAS THE ONLY WAY TO KEEP MY BROTHER SAFE FROM BLACKIE'S GANG! I-I WAS ASHAMED TO TELL YOU BEFORE... TO TELL YOU MY BROTHER IS A LAWYER FOR A DANGEROUS MOBSTER!
BUT YOU CAN'T BE BLAMED FOR THAT, BETTY! YOU'VE DONE ALL YOU COULD! I'M GLAD YOU TOLD ME... BECAUSE I HAVE SOME GOOD NEWS FOR YOU!

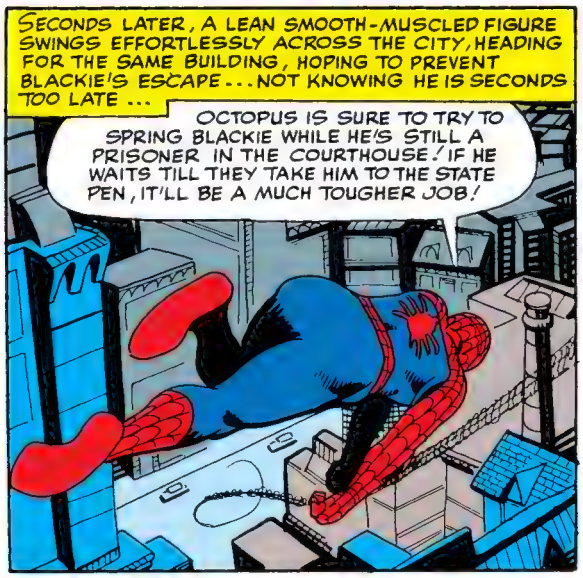
I JUST LEARNED THAT SPIDER-MAN IS IN PHILLY... TO KEEP TABS ON DR. OCTOPUS! I'M SURE THAT WE WON'T HAVE TO WORRY ABOUT OCTOPUS OR BLACKIE GAXTON WITH SPIDER-MAN AROUND!
I'VE JUST DECIDED! I CAN'T KEEP IT FROM HER ANY LONGER! ONCE WE'RE BACK IN NEW YORK, I'M GONNA TELL BETTY THAT I AM SPIDER-MAN!


BUT, SOMETIMES FATE HAS OTHER PLANS! FOR, ON THE OTHER SIDE OF TOWN, A STRANGE MENACING FORM SWINGS FROM ROOF TO ROOF ON A SINISTER MISSION...
THIS TASK WILL BE CHILD'S PLAY FOR DOCTOR OCTOPUS!!

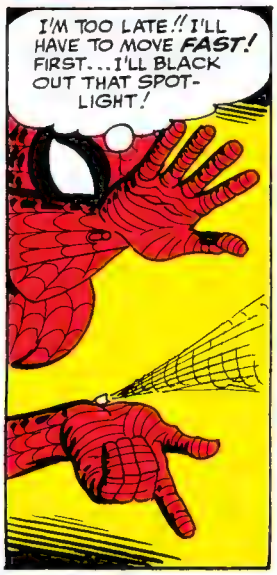

AS SOON AS I COLLECT THE HUNDRED THOUSAND DOLLARS WHICH BLACKIE WILL PAY ME FOR THIS JOB, I'LL HAVE THE STAKE I NEED TO MAKE MYSELF THE KING OF CRIME!

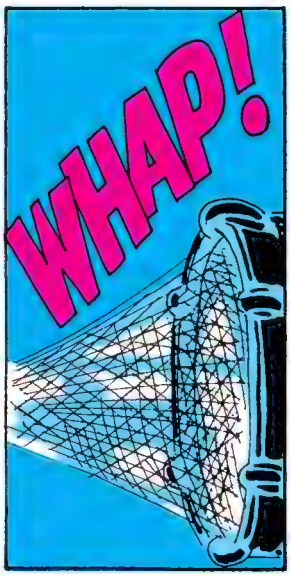
THESE ORDINARY IRON BARS CAN'T RESIST THE POWER OF MY ARTIFICIAL ARMS! THERE... I'VE SNAPPED THEM!
GOOD WORK, DOC! I KNEW YOU WERE THE RIGHT MAN FOR THE JOB!


I WAS THE ONLY ONE FOR THE JOB, AND NEVER FORGET IT! I AM NO COMMON CRIMINAL, FOR HIRE TO THE HIGHEST BIDDER!
SURE, DOC! SURE! DON'T GET SORE! AS SOON AS WE REACH MY GETAWAY SHIP IN THE HARBOR, YOU'LL GET YOUR PAYOFF!

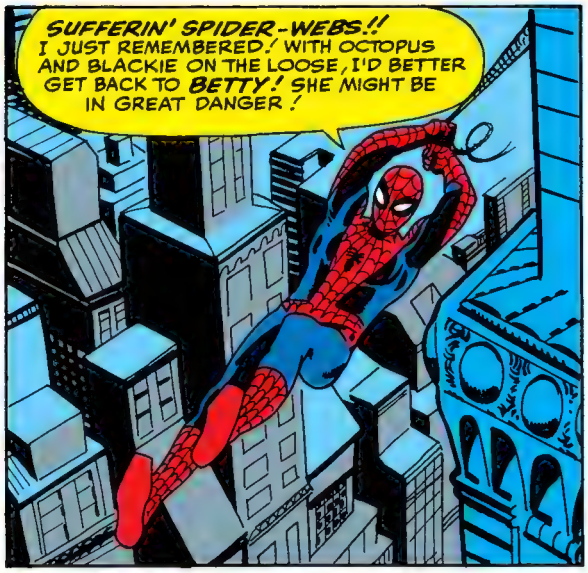

SECONDS LATER, A LEAN SMOOTH-MUSCLED FIGURE SWINGS EFFORTLESSLY ACROSS THE CITY, HEADING FOR THE SAME BUILDING, HOPING TO PREVENT BLACKIE'S ESCAPE... NOT KNOWING HE IS SECONDS TOO LATE...
OCTOPUS IS SURE TO TRY TO SPRING BLACKIE WHILE HE'S STILL A PRISONER IN THE COURTHOUSE! IF HE WAITS TILL THEY TAKE HIM TO THE STATE PEN, IT'LL BE A MUCH TOUGHER JOB!

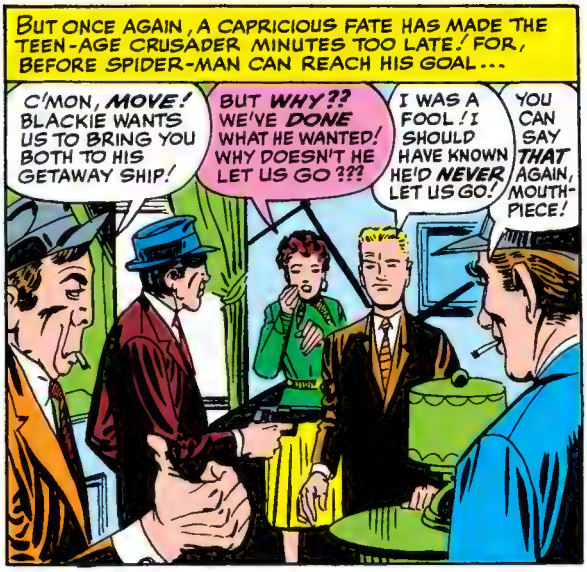
BUT, BY THE TIME THE COSTUMED CRIME-FIGHTER REACHES THE ROOF, THE ALARM HAS ALREADY BEEN SOUNDED, AND...
LOOK! IT'S SPIDER-MAN!
MAYBE HE'S THE ONE WHO HELPED BLACKIE ESCAPE!

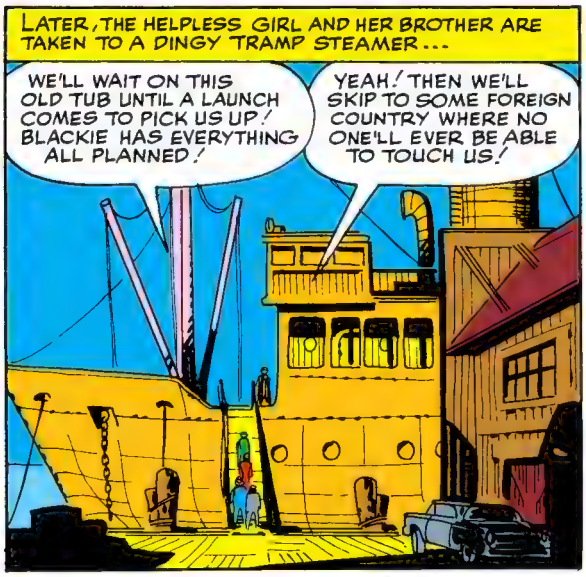

I'M TOO LATE!! I'LL HAVE TO MOVE FAST! FIRST... I'LL BLACK OUT THAT SPOT-LIGHT!

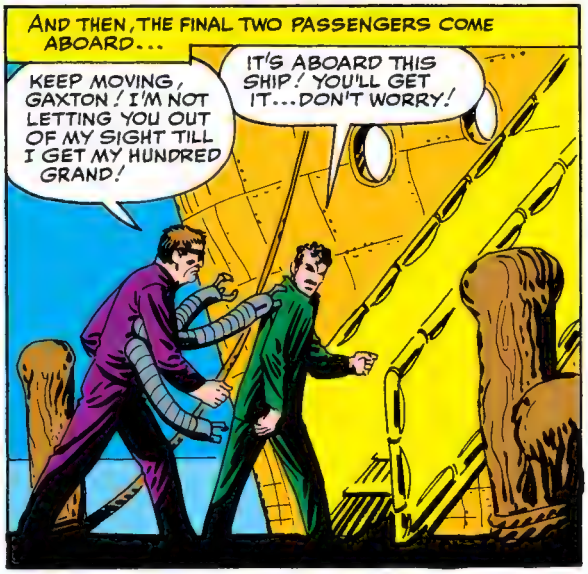

WHAP!

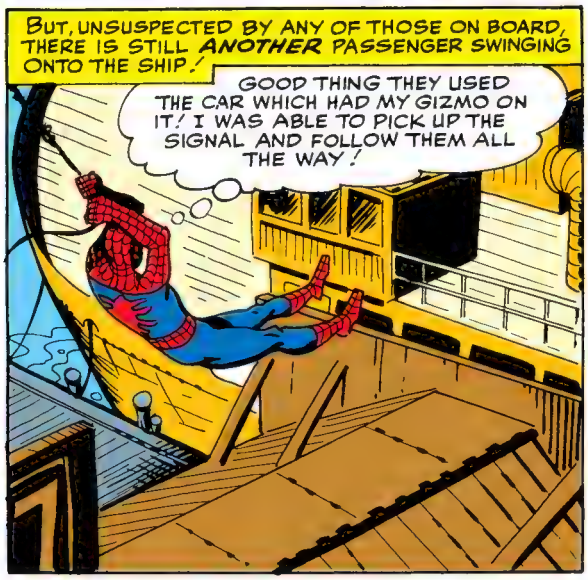
GOOD THING THEY DIDN'T HAVE TIME TO PLAY ANY OTHER LIGHTS ON ME! I'LL BE ABLE TO GET AWAY IN THE DARKNESS!
WHAT A ROTTEN BREAK! I ARRIVE TOO LATE TO STOP BLACKIE'S ESCAPE, AND BECAUSE THEY SPOTTED ME, I'LL PROBABLY GET THE BLAME!

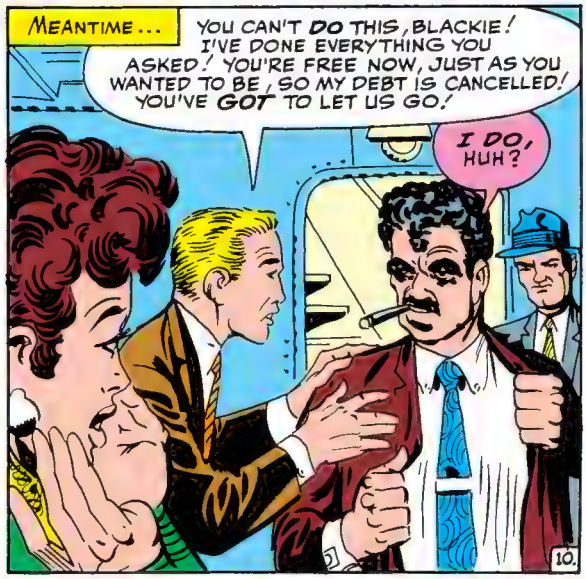

SUFFERIN' SPIDER-WEBS!! I JUST REMEMBERED! WITH OCTOPUS AND BLACKIE ON THE LOOSE, I'D BETTER GET BACK TO BETTY! SHE MIGHT BE IN GREAT DANGER!


BUT ONCE AGAIN, A CAPRICIOUS FATE HAS MADE THE TEEN-AGE CRUSADER MINUTES TOO LATE! FOR, BEFORE SPIDER-MAN CAN REACH HIS GOAL...
C'MON, MOVE! BLACKIE WANTS US TO BRING YOU BOTH TO HIS GETAWAY SHIP!
BUT WHY?? WE'VE DONE WHAT HE WANTED! WHY DOESN'T HE LET US GO ???
I WAS A FOOL! I SHOULD HAVE KNOWN HE'D NEVER LET US GO!
YOU CAN SAY THAT AGAIN, MOUTH-PIECE!

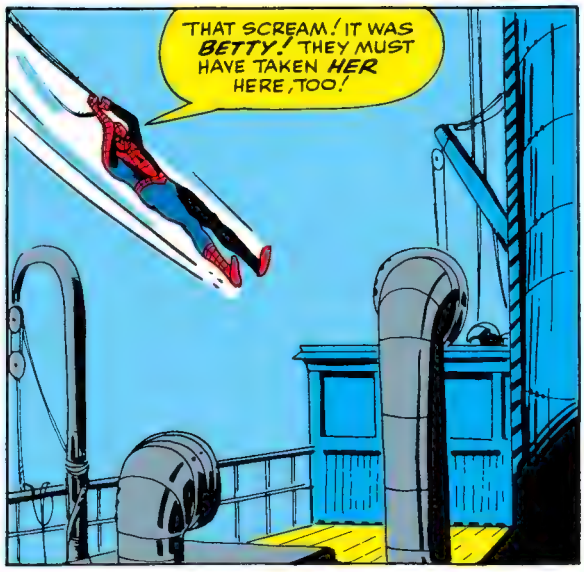

LATER, THE HELPLESS GIRL AND HER BROTHER ARE TAKEN TO A DINGY TRAMP STEAMER...
WE'LL WAIT ON THIS OLD TUB UNTIL A LAUNCH COMES TO PICK US UP! BLACKIE HAS EVERYTHING ALL PLANNED!
YEAH! THEN WE'LL SKIP TO SOME FOREIGN COUNTRY WHERE NO ONE'LL EVER BE ABLE TO TOUCH US!

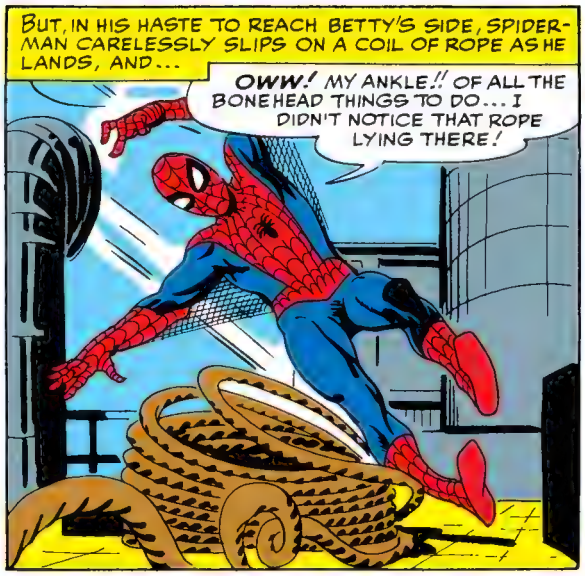

AND THEN, THE FINAL TWO PASSENGERS COME ABOARD...
KEEP MOVING, GAXTON! I'M NOT LETTING YOU OUT OF MY SIGHT TILL I GET MY HUNDRED GRAND!
IT'S ABOARD THIS SHIP! YOU'LL GET IT...DON'T WORRY!


BUT, UNSUSPECTED BY ANY OF THOSE ON BOARD, THERE IS STILL ANOTHER PASSENGER SWINGING ONTO THE SHIP!
GOOD THING THEY USED THE CAR WHICH HAD MY GIZMO ON IT! I WAS ABLE TO PICK UP THE SIGNAL AND FOLLOW THEM ALL THE WAY!

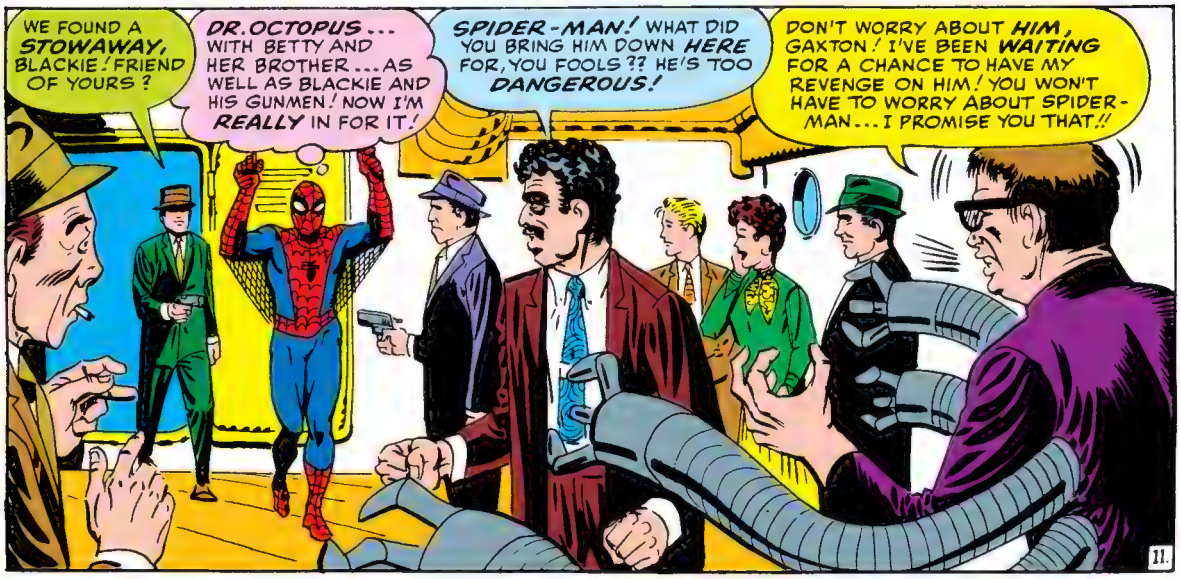

MEANTIME...
YOU CAN'T DO THIS, BLACKIE! I'VE DONE EVERYTHING YOU ASKED! YOU'RE FREE NOW, JUST AS YOU WANTED TO BE, SO MY DEBT IS CANCELLED! YOU'VE GOT TO LET US GO!
I DO, HUH?

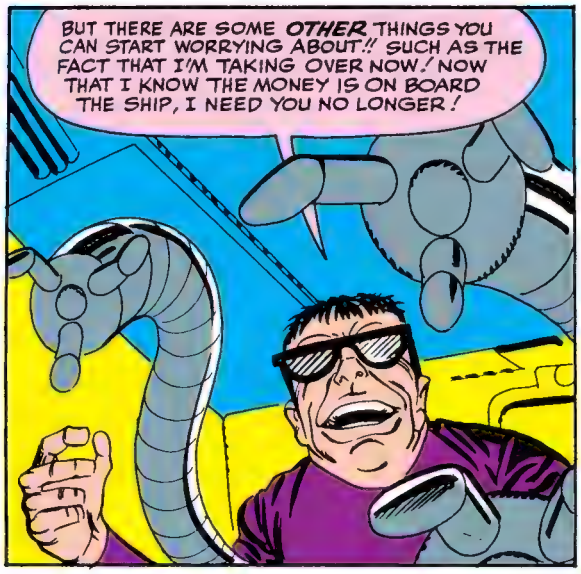
THIS'LL SHOW YA THAT BLACKIE GAXTON DOESN'T HAVE TO DO ANYTHING!! NOW I DON'T WANNA HEAR ANOTHER PEEP OUT OF YA!
NO... DON'T!! NO!!
THUD!


THAT SCREAM! IT WAS BETTY! THEY MUST HAVE TAKEN HER HERE, TOO!


BUT, IN HIS HASTE TO REACH BETTY'S SIDE, SPIDER-MAN CARELESSLY SLIPS ON A COIL OF ROPE AS HE LANDS, AND...
OWW! MY ANKLE!! OF ALL THE BONEHEAD THINGS TO DO... I DIDN'T NOTICE THAT ROPE LYING THERE!

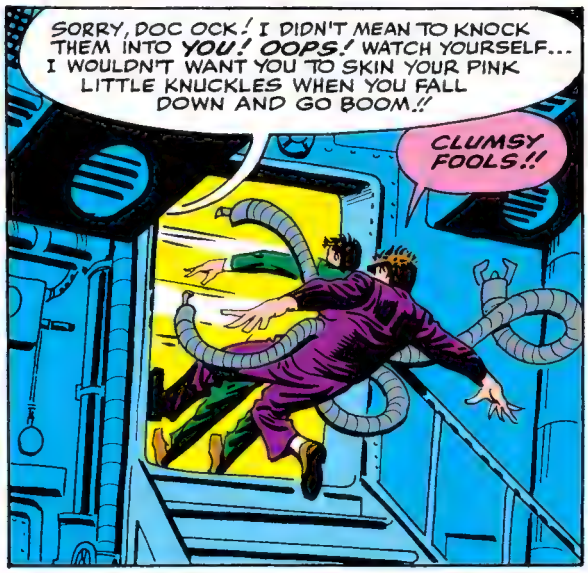
OF ALL THE TIMES FOR THIS TO HAPPEN!! I SPRAINED IT!! CAN'T PUT ANY WEIGHT ON IT!!
WELL, WELL!! LOOKS LIKE WE GOT COMPANY! ON YOUR FEET, PAL! WE'RE TAKIN' YOU TO THE BOSS!


WE FOUND A STOWAWAY, BLACKIE! FRIEND OF YOURS?
DR. OCTOPUS... WITH BETTY AND HER BROTHER... AS WELL AS BLACKIE AND HIS GUNMEN! NOW I'M REALLY IN FOR IT!
SPIDER-MAN! WHAT DID YOU BRING HIM DOWN HERE FOR, YOU FOOLS?? HE'S TOO DANGEROUS!
DON'T WORRY ABOUT HIM, GAXTON! I'VE BEEN WAITING FOR A CHANCE TO HAVE MY REVENGE ON HIM! YOU WON'T HAVE TO WORRY ABOUT SPIDER-MAN... I PROMISE YOU THAT!!


BUT THERE ARE SOME OTHER THINGS YOU CAN START WORRYING ABOUT!! SUCH AS THE FACT THAT I'M TAKING OVER NOW! NOW THAT I KNOW THE MONEY IS ON BOARD THE SHIP, I NEED YOU NO LONGER!

IF I'M EVER GONNA MAKE A BREAK, THIS IS MY CHANCE TO DO IT!
SINCE EVERYONE IS MAKING SPEECHES, I MIGHT AS WELL FURNISH SOME ENTERTAINMENT! SO HERE GOES!
HEY!! LOOK OUT... HE'S BUSTIN' LOOSE... UGH!!

THIS WON'T BE EASY WITH A BAD ANKLE... BUT IF I CAN MOVE FAST ENOUGH TO KEEP THEM ALL OFF BALANCE...!!
FIRST, I'LL TAKE CARE OF THE HIRED HANDS...LIKE THIS! I'LL SAVE THE BEST FOR LAST!


SORRY, DOC OCK! I DIDN'T MEAN TO KNOCK THEM INTO YOU! OOPS! WATCH YOURSELF... I WOULDN'T WANT YOU TO SKIN YOUR PINK LITTLE KNUCKLES WHEN YOU FALL DOWN AND GO BOOM!!
CLUMSY FOOLS!!

HOPE HE STAYS DOWN THERE LONG ENOUGH FOR ME TO PUT BLACKIE'S MEN OUT OF ACTION!
NICE TRY, PLAYMATE! BUT YOU'RE NOT PUSHING AROUND A HELPLESS GAL AND HER BROTHER NOW!

WHAT'S UP, BLACKIE BOY?? OH, TRYING TO REACH THAT POP GUN, EH? WAIT...LET ME HELP YOU!!

EVEN SPIDER-MAN CAN BE STOPPED BY A BULLET!! I'LL ... OHHH!!
BETTY! BENNETT! STAY BACK! KEEP UNDER COVER UNTIL I GET HIS GUN AWAY!

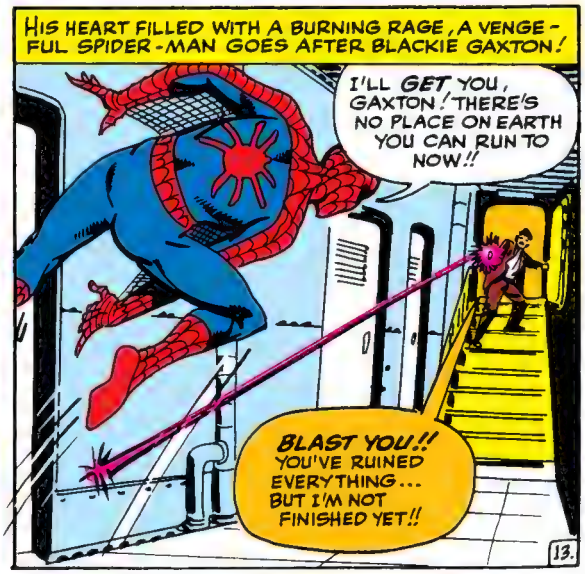
THOSE SHOTS! THEY'RE GOING WILD! MIGHT HIT BETTY! LOOK OUT, BETTY... GET BEHIND ME!
NO, BENNETT! YOU'RE GETTING IN THE LINE OF FIRE! STAY BACK! I'M ALL RIGHT!

SPIDER-MAN! STOP STRUGGLING WITH HIM!! THOSE SHOTS WILL HIT... BENNETT! B-BENNETT... SPEAK TO ME!!
UGH!!

HE'S BEEN SHOT!! B-BECAUSE HE TRIED TO HELP ME! OH BENNETT!!
I TOLD HIM TO STAY BACK UNTIL I GOT BLACKIE'S GUN!! WHY DIDN'T HE LISTEN?
IT..IT'S BETTER THIS WAY... I WAS.. NO GOOD... TO ANYONE!! MAYBE NOW... YOU CAN WASH YOUR HANDS ...OF ALL THIS..

IT'S YOUR FAULT!! IF YOU HADN'T INTERFERED..IF YOU HADN'T TRIED TO BE A HERO... IT MIGHT NOT HAVE HAPPENED!! I HATE YOU, DO YOU HEAR... I HATE YOU!!
YOU DON'T KNOW WHAT YOU'RE SAYING! STOP IT, GIRL!! YOU MUSTN'T... YOU CAN'T MEAN IT!!

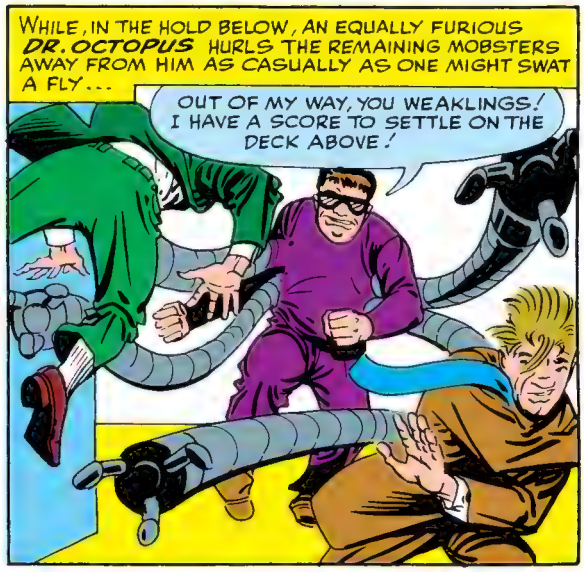
IF ONLY PETER WERE HERE! HE'S THE ONLY ONE I CAN TURN TO... BUT, IT'S TOO LATE! EVERYTHING'S TOO LATE... AND BENNETT IS DEAD... BECAUSE OF SPIDER-MAN!!
SHE REALLY THINKS I'M RESPONSIBLE FOR HER BROTHER'S DEATH!! HOW CAN I EVER CONVINCE HER SHE'S WRONG?!!
BUT THERE'S NO TIME FOR THAT NOW! BLACKIE'S ESCAPING.. AND DR. OCTOPUS IS STILL AT LARGE! I'VE GOT TO MOVE!!

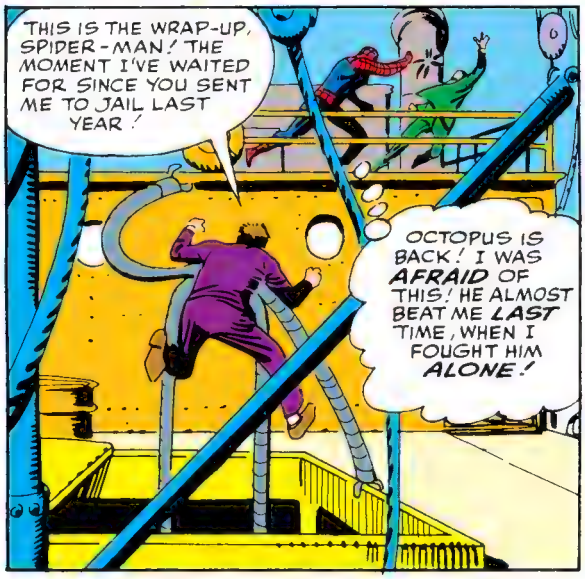

HIS HEART FILLED WITH A BURNING RAGE, A VENGEFUL SPIDER-MAN GOES AFTER BLACKIE GAXTON!
I'LL GET YOU, GAXTON! THERE'S NO PLACE ON EARTH YOU CAN RUN TO NOW!!
BLAST YOU!! YOU'VE RUINED EVERYTHING... BUT I'M NOT FINISHED YET!!

THAT'S IT, GAXTON! I'VE COUNTED THE SHOTS! YOUR GUN'S EMPTY!!
HOLD HIM, BOYS!! KEEP HIM AWAY FROM ME!

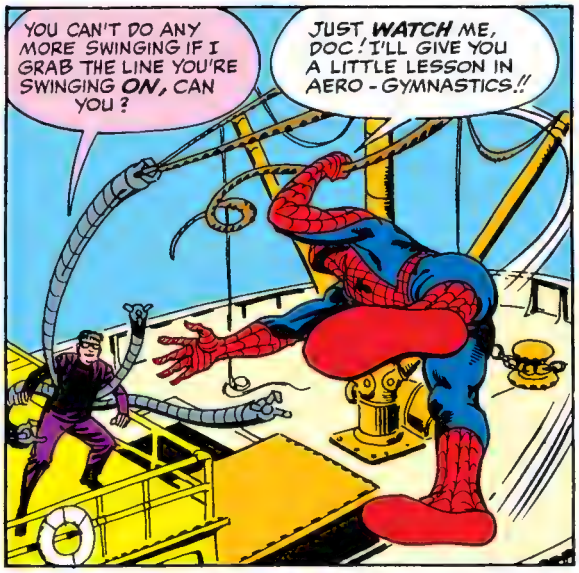
BUT, OBLIVIOUS TO THE PAIN IN HIS ANKLE, TO THE MEN TRYING TO HOLD HIM, TO EVERYTHING SAVE THE FURY IN HIS HEART, SPIDER-MAN PICKS UP THE TREMBLING MOBSTER IN ONE HAND, AND...
THERE'S ONLY ONE LANGUAGE A KILLER LIKE YOU UNDERSTANDS!

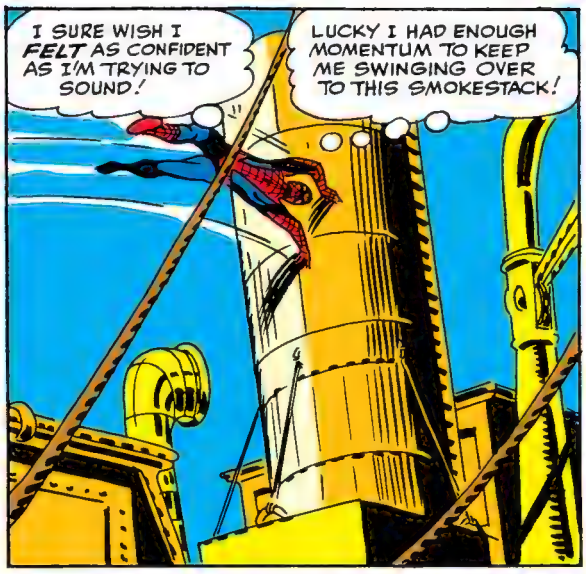
... AND THIS IS IT!!

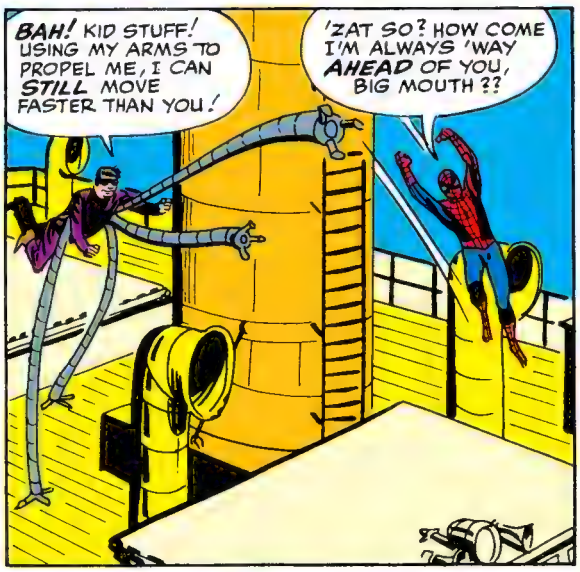

WHILE, IN THE HOLD BELOW, AN EQUALLY FURIOUS DR. OCTOPUS HURLS THE REMAINING MOBSTERS AWAY FROM HIM AS CASUALLY AS ONE MIGHT SWAT A FLY...
OUT OF MY WAY, YOU WEAKLINGS! I HAVE A SCORE TO SETTLE ON THE DECK ABOVE!


THIS IS THE WRAP-UP, SPIDER-MAN! THE MOMENT I'VE WAITED FOR SINCE YOU SENT ME TO JAIL LAST YEAR!
OCTOPUS IS BACK! I WAS AFRAID OF THIS! HE ALMOST BEAT ME LAST TIME, WHEN I FOUGHT HIM ALONE!

I'VE GOT TO KEEP MOVING... GOT TO STAY OUT OF REACH OF THOSE POWERFUL ARMS OF HIS!
WHY PROLONG THE AGONY?? I'LL GET YOU SOONER OR LATER!


YOU CAN'T DO ANY MORE SWINGING IF I GRAB THE LINE YOU'RE SWINGING ON, CAN YOU?
JUST WATCH ME, DOC! I'LL GIVE YOU A LITTLE LESSON IN AERO-GYMNASTICS!!

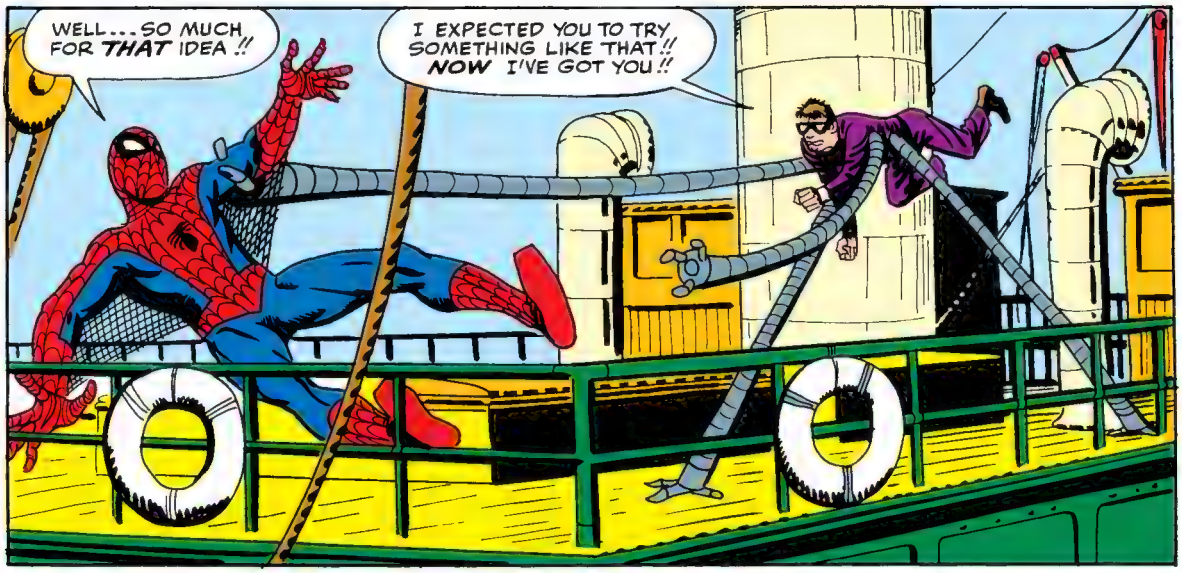

I SURE WISH I FELT AS CONFIDENT AS I'M TRYING TO SOUND!
LUCKY I HAD ENOUGH MOMENTUM TO KEEP ME SWINGING OVER TO THIS SMOKESTACK!

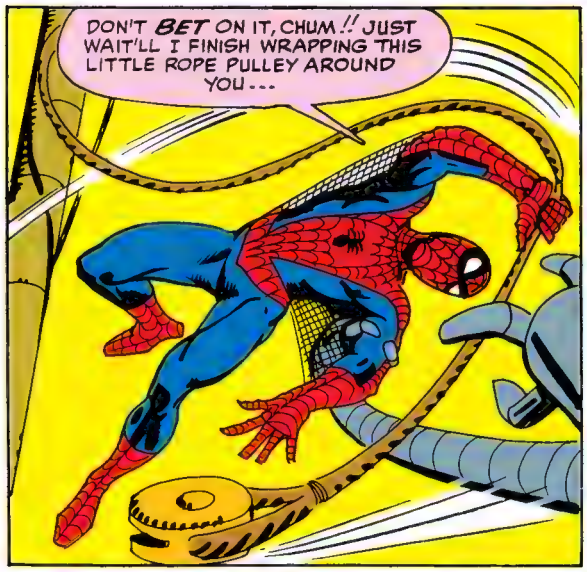

BAH! KID STUFF! USING MY ARMS TO PROPEL ME, I CAN STILL MOVE FASTER THAN YOU!
'ZAT SO? HOW COME I'M ALWAYS 'WAY AHEAD OF YOU, BIG MOUTH??

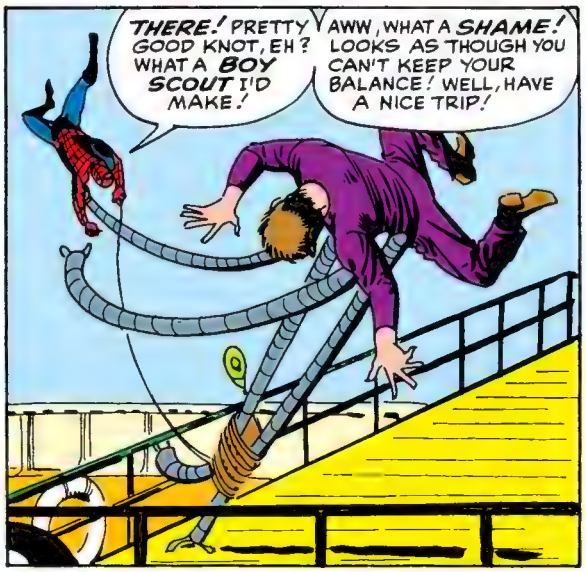
CAN'T KEEP SWINGING FOREVER! MAYBE I CAN GET A BREATHER BY DROPPING DOWN TO THIS WALK UNDER THE UPPER DECK!

OHH! I FORGOT ABOUT MY ANKLE! GOT TO KEEP MY WEIGHT OFF IT! IT HURTS WORSE THAN EVER!!
SAY, I THOUGHT I GOT RID OF YOU GUYS BEFORE! DON'T YOU KNOW WHEN YOU'RE NOT WANTED??

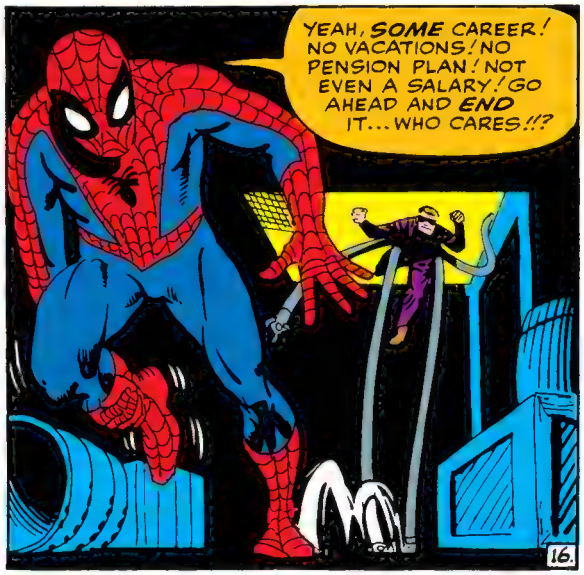
MAYBE I CAN CATCH DOC OCK OFF GUARD BY SWINGING UP TO THE DECK BEHIND HIM! IT'S WORTH A TRY!!

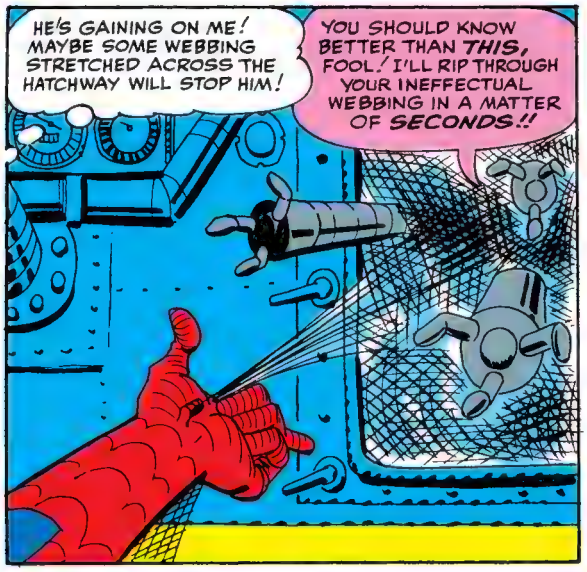

WELL...SO MUCH FOR THAT IDEA !!
I EXPECTED YOU TO TRY SOMETHING LIKE THAT !! NOW I'VE GOT YOU !!

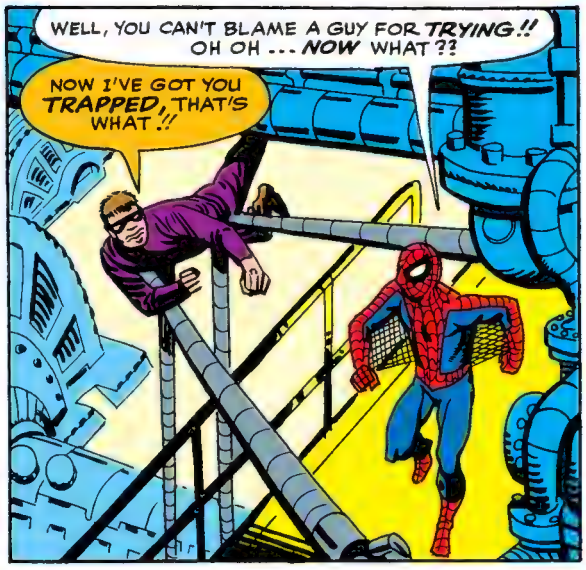

DON'T BET ON IT, CHUM !! JUST WAIT'LL I FINISH WRAPPING THIS LITTLE ROPE PULLEY AROUND YOU...


THERE! PRETTY GOOD KNOT, EH? WHAT A BOY SCOUT I'D MAKE!
AWW, WHAT A SHAME! LOOKS AS THOUGH YOU CAN'T KEEP YOUR BALANCE! WELL, HAVE A NICE TRIP!

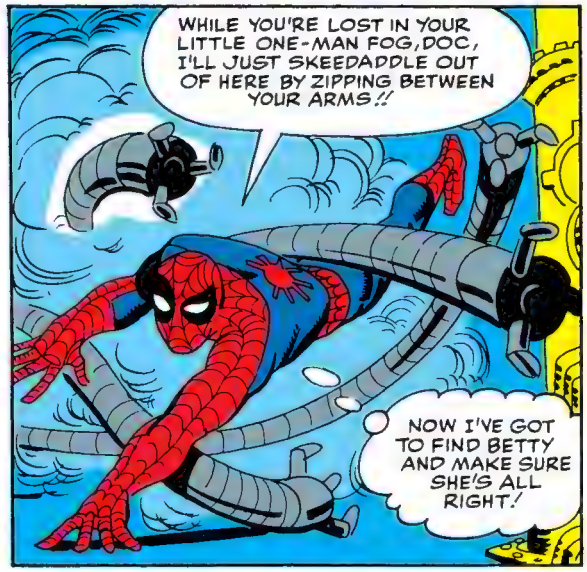
I KNEW YOU'D HAVE TO LET ME GO IN ORDER TO USE YOUR FREE ARM TO BALANCE YOURSELF!
AS SOON AS I TEAR THIS ROPE WITH MY FREE HAND, I'LL GET YOU, SPIDER-MAN! I'LL END YOUR CAREER FOR GOOD!

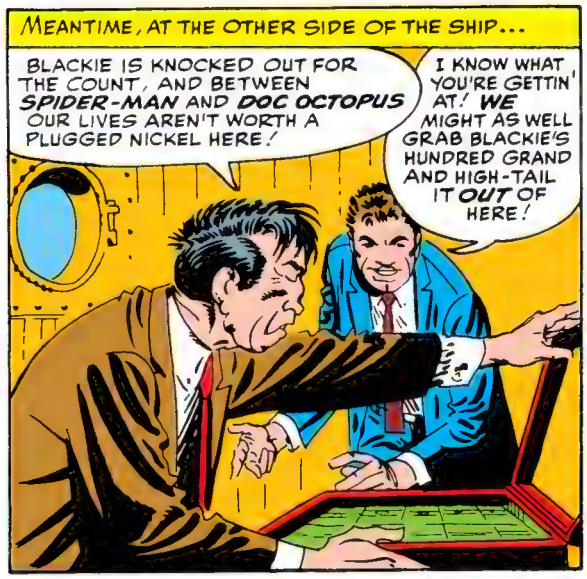

YEAH, SOME CAREER! NO VACATIONS! NO PENSION PLAN! NOT EVEN A SALARY! GO AHEAD AND END IT...WHO CARES!!?


HE'S GAINING ON ME! MAYBE SOME WEBBING STRETCHED ACROSS THE HATCHWAY WILL STOP HIM!
YOU SHOULD KNOW BETTER THAN THIS, FOOL! I'LL RIP THROUGH YOUR INEFFECTUAL WEBBING IN A MATTER OF SECONDS!!

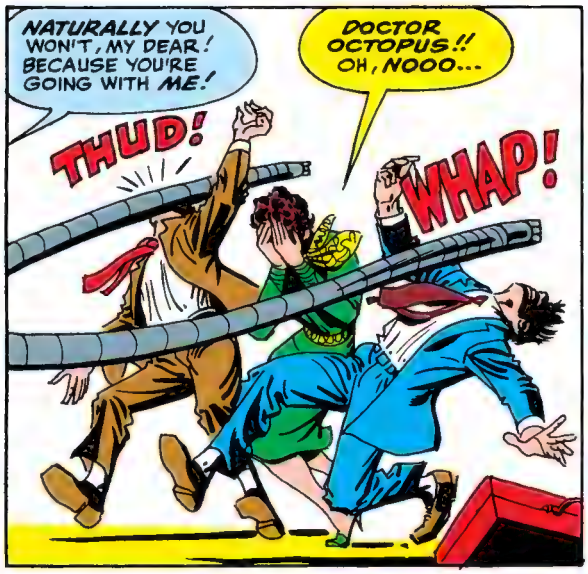

WELL, YOU CAN'T BLAME A GUY FOR TRYING!! OH OH ... NOW WHAT??
NOW I'VE GOT YOU TRAPPED, THAT'S WHAT!!

NOT YET, YOU HAVEN'T!! HAVE A WHIFF OF SOME CHEMICAL FOAM FROM THE FIRE EXTINGUISHER FIRST!
THIS IS NUTTY! IT'S LIKE BEIN' ON A MERRY-GO-ROUND! I'M NOT DOING BETTY OR MYSELF ANY GOOD THIS WAY!! I'VE GOT TO FIND A WAY TO BEAT HIM!!
UGHH... CAN'T SEE...


WHILE YOU'RE LOST IN YOUR LITTLE ONE-MAN FOG, DOC, I'LL JUST SKEEDADDLE OUT OF HERE BY ZIPPING BETWEEN YOUR ARMS!!
NOW I'VE GOT TO FIND BETTY AND MAKE SURE SHE'S ALL RIGHT!


MEANTIME, AT THE OTHER SIDE OF THE SHIP...
BLACKIE IS KNOCKED OUT FOR THE COUNT, AND BETWEEN SPIDER-MAN AND DOC OCTOPUS OUR LIVES AREN'T WORTH A PLUGGED NICKEL HERE!
I KNOW WHAT YOU'RE GETTIN' AT! WE MIGHT AS WELL GRAB BLACKIE'S HUNDRED GRAND AND HIGH-TAIL IT OUT OF HERE!

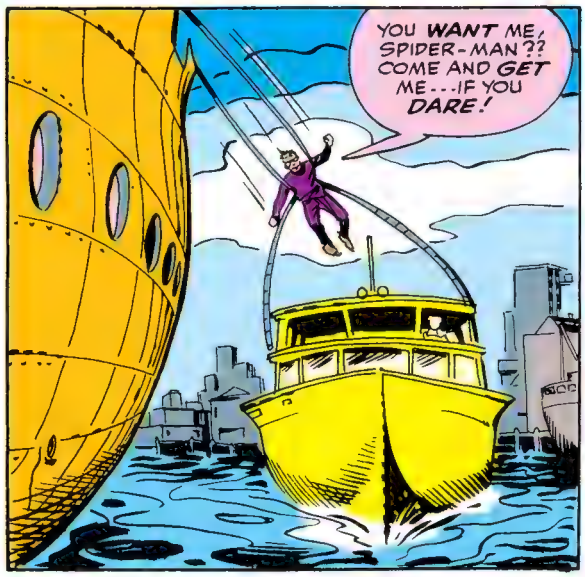
AND WE'LL TAKE YOU FOR A HOSTAGE! I'VE GOT A HUNCH SPIDER-MAN WON'T BOTHER US IF HE THINKS YOU'LL BE IN DANGER!
NO! LET ME GO! I DON'T CARE IF YOU SHOOT ME... I WON'T GO WITH YOU!! DO YOU HEAR ME... I WON'T!

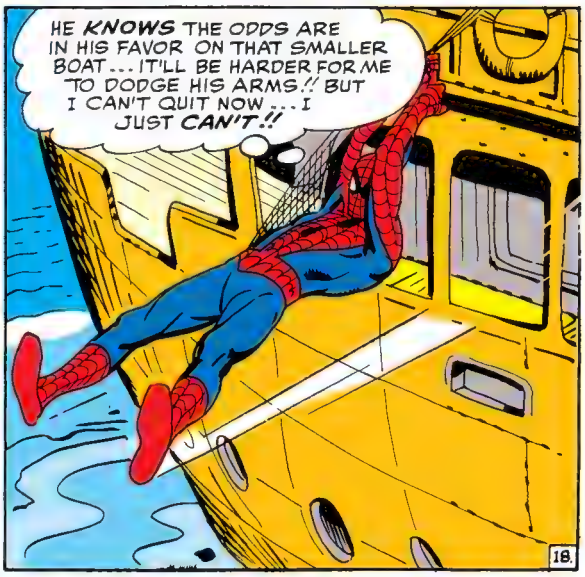

NATURALLY YOU WON'T, MY DEAR! BECAUSE YOU'RE GOING WITH ME!
DOCTOR OCTOPUS!! OH, NOOO...
THUD!
WHAP!

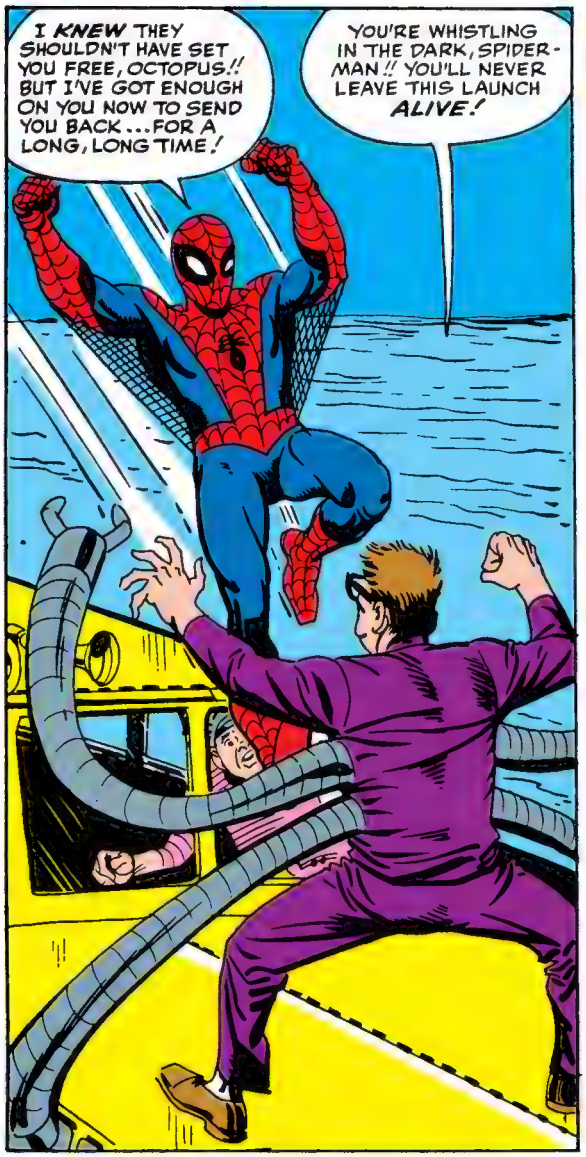
SHE FAINTED! IT'S JUST AS WELL ... I'LL BE ABLE TO CARRY HER WITHOUT HER SCREAMING!
THERE COMES THE LAUNCH TO PICK UP GAXTON ... ONLY THEY'LL PICK ME UP INSTEAD!!

BUT, AT THAT VERY INSTANT...
TAKE YOUR HANDS OFF HER!!
SPIDER-MAN!!

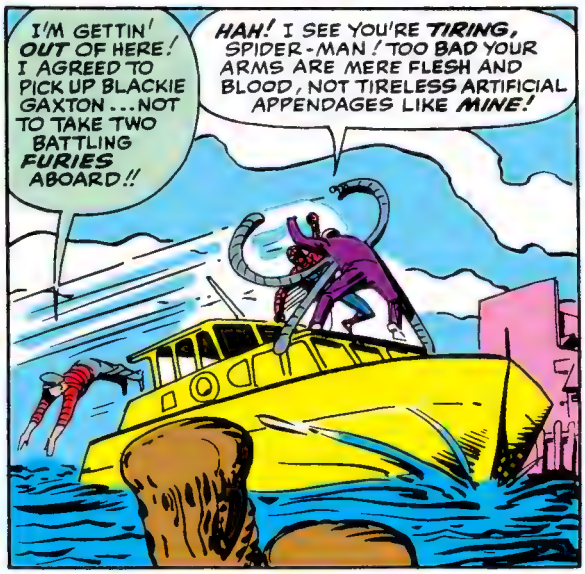
I'LL LEAVE THE GIRL BEHIND! SPIDER-MAN IS MORE IMPORTANT! I'LL GET HIM TO FOLLOW ME ONTO THE LAUNCH ... HE WON'T HAVE AS MUCH ROOM TO MANEUVER THERE ... I'LL FINISH HIM OFF EASY!
CAN'T MOVE FAST ENOUGH ... MY ANKLE KEEPS SLOWING ME DOWN!

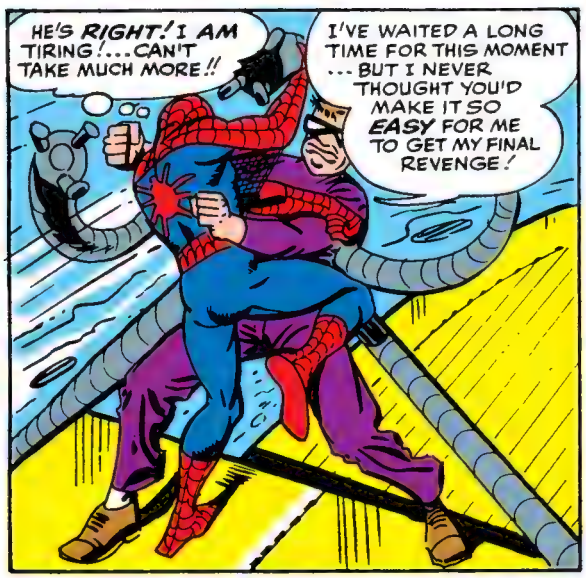

YOU WANT ME, SPIDER-MAN?? COME AND GET ME ... IF YOU DARE!

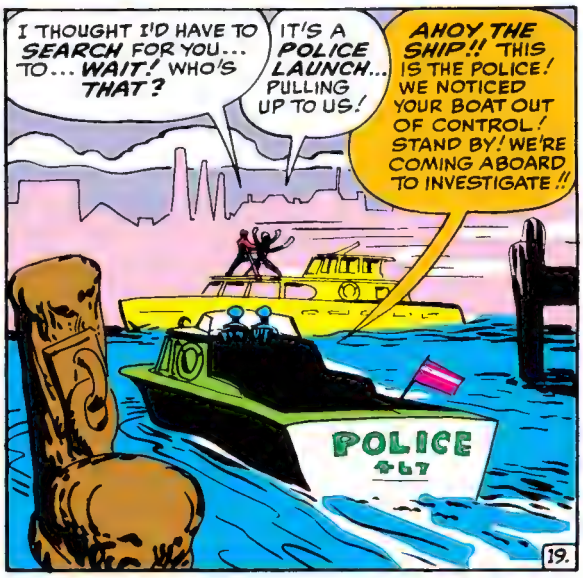

HE KNOWS THE ODDS ARE IN HIS FAVOR ON THAT SMALLER BOAT ... IT'LL BE HARDER FOR ME TO DODGE HIS ARMS!! BUT I CAN'T QUIT NOW ... I JUST CAN'T!!

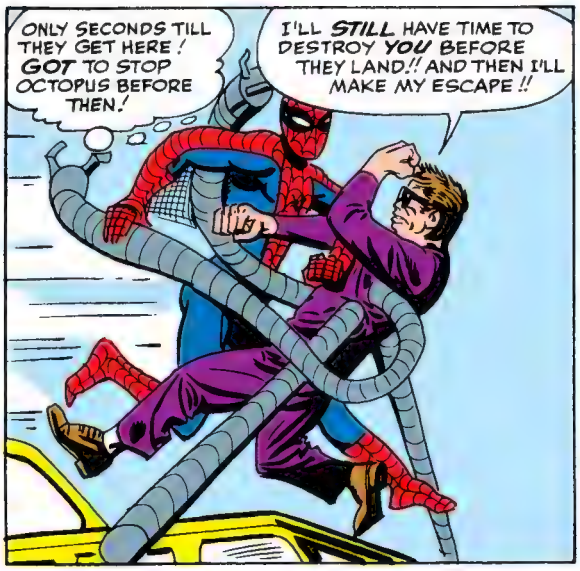

I KNEW THEY SHOULDN'T HAVE SET YOU FREE, OCTOPUS!! BUT I'VE GOT ENOUGH ON YOU NOW TO SEND YOU BACK...FOR A LONG, LONG TIME!
YOU'RE WHISTLING IN THE DARK, SPIDER-MAN!! YOU'LL NEVER LEAVE THIS LAUNCH ALIVE!

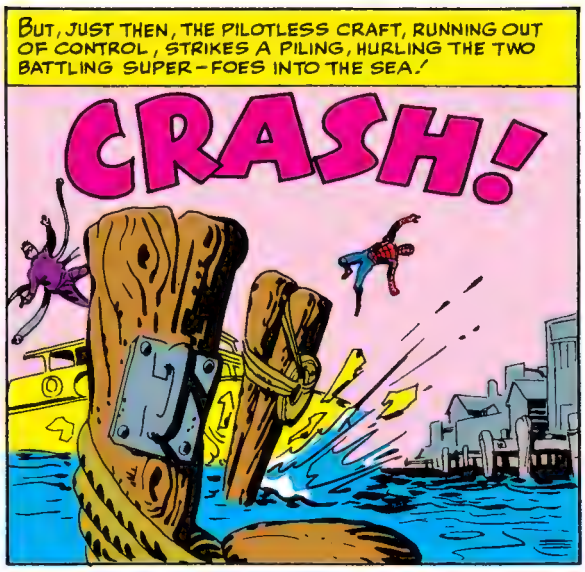
HE KEEPS WARDING OFF MY BLOWS WITH HIS ARMS! CAN'T GET PAST HIS DEFENSE!!
NO MATTER HOW STRONG YOU ARE.. MY ARMS ARE STRONGER... AND EVEN FASTER!!

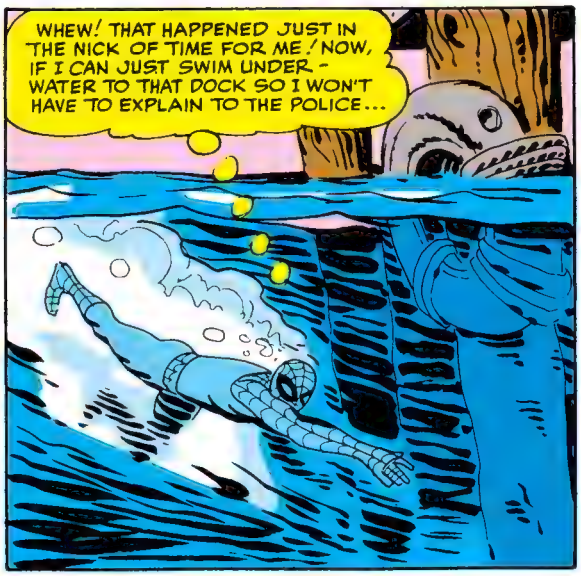

I'M GETTIN' OUT OF HERE! I AGREED TO PICK UP BLACKIE GAXTON...NOT TO TAKE TWO BATTLING FURIES ABOARD!!
HAH! I SEE YOU'RE TIRING, SPIDER-MAN! TOO BAD YOUR ARMS ARE MERE FLESH AND BLOOD, NOT TIRELESS ARTIFICIAL APPENDAGES LIKE MINE!

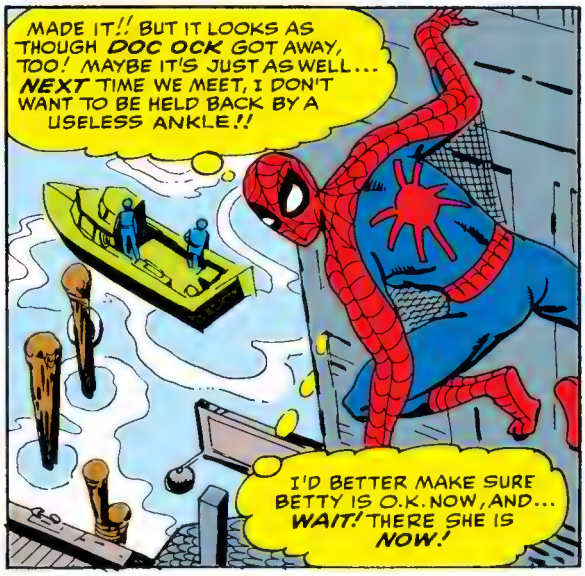

HE'S RIGHT! I AM TIRING!...CAN'T TAKE MUCH MORE!!
I'VE WAITED A LONG TIME FOR THIS MOMENT ...BUT I NEVER THOUGHT YOU'D MAKE IT SO EASY FOR ME TO GET MY FINAL REVENGE!

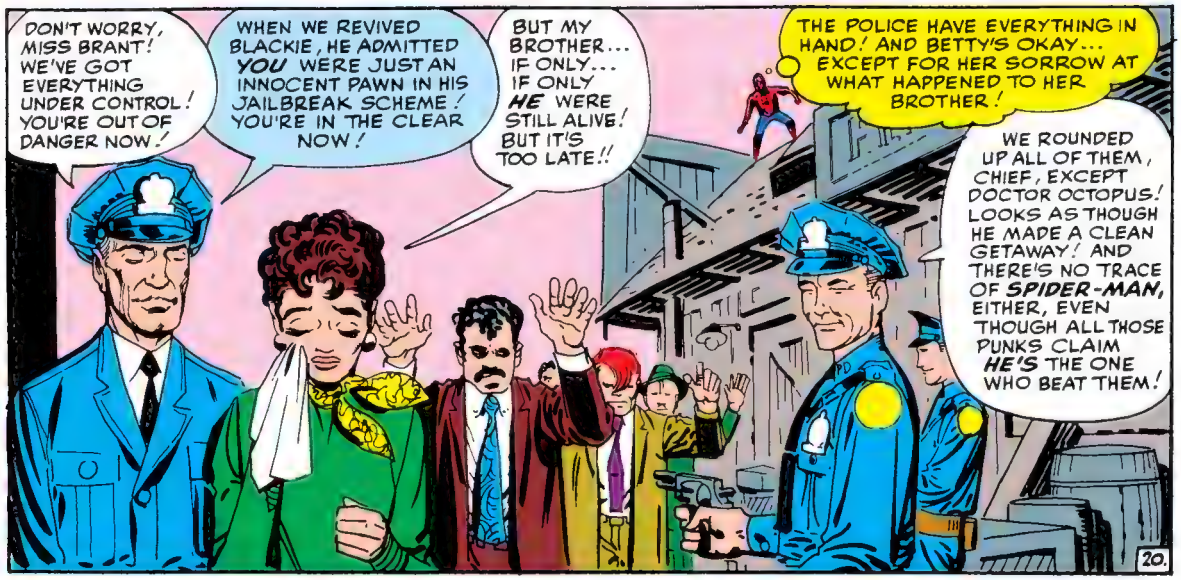

I THOUGHT I'D HAVE TO SEARCH FOR YOU... TO... WAIT! WHO'S THAT?
IT'S A POLICE LAUNCH... PULLING UP TO US!
AHOY THE SHIP!! THIS IS THE POLICE! WE NOTICED YOUR BOAT OUT OF CONTROL! STAND BY! WE'RE COMING ABOARD TO INVESTIGATE!!
POLICE
467


ONLY SECONDS TILL THEY GET HERE! GOT TO STOP OCTOPUS BEFORE THEN!
I'LL STILL HAVE TIME TO DESTROY YOU BEFORE THEY LAND!! AND THEN I'LL MAKE MY ESCAPE!!

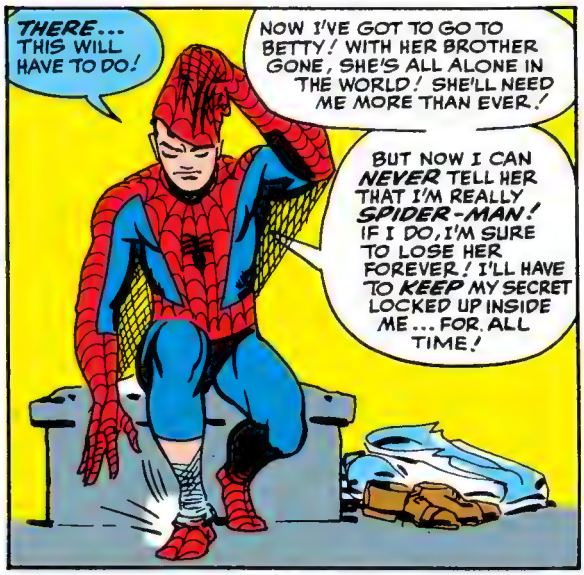

BUT, JUST THEN, THE PILOTLESS CRAFT, RUNNING OUT OF CONTROL, STRIKES A PILING, HURLING THE TWO BATTLING SUPER-FOES INTO THE SEA!
CRASH!

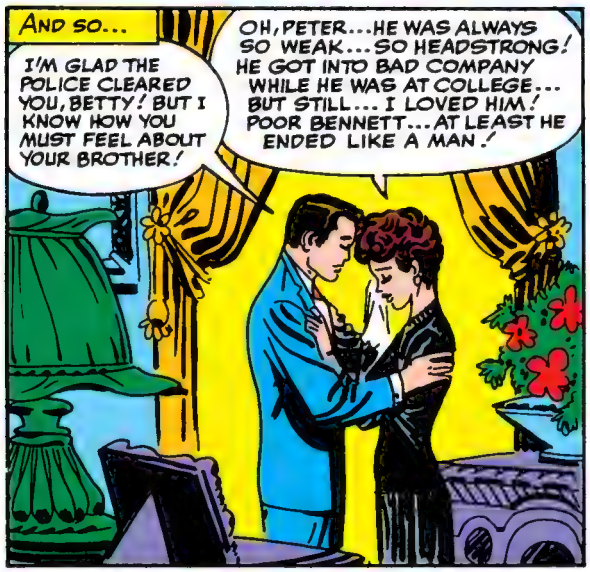

WHEW! THAT HAPPENED JUST IN THE NICK OF TIME FOR ME! NOW, IF I CAN JUST SWIM UNDER-WATER TO THAT DOCK SO I WON'T HAVE TO EXPLAIN TO THE POLICE...

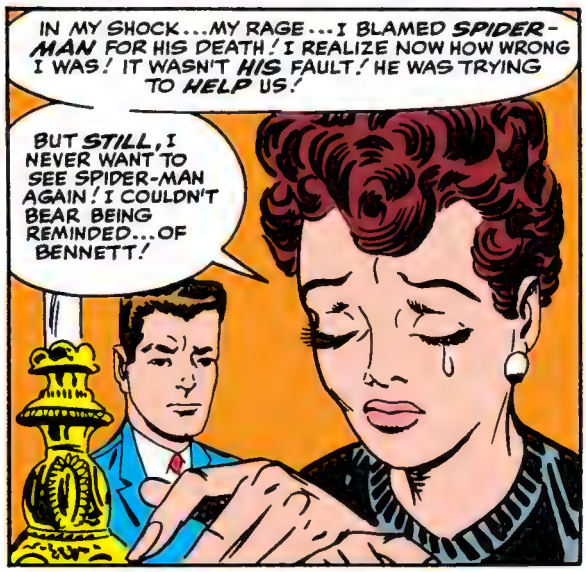

MADE IT!! BUT IT LOOKS AS THOUGH DOC OCK GOT AWAY, TOO! MAYBE IT'S JUST AS WELL... NEXT TIME WE MEET, I DON'T WANT TO BE HELD BACK BY A USELESS ANKLE!!
I'D BETTER MAKE SURE BETTY IS O.K. NOW, AND... WAIT! THERE SHE IS NOW!


DON'T WORRY, MISS BRANT! WE'VE GOT EVERYTHING UNDER CONTROL! YOU'RE OUT OF DANGER NOW!
WHEN WE REVIVED BLACKIE, HE ADMITTED YOU WERE JUST AN INNOCENT PAWN IN HIS JAILBREAK SCHEME! YOU'RE IN THE CLEAR NOW!
BUT MY BROTHER... IF ONLY... IF ONLY HE WERE STILL ALIVE! BUT IT'S TOO LATE!!
THE POLICE HAVE EVERYTHING IN HAND! AND BETTY'S OKAY... EXCEPT FOR HER SORROW AT WHAT HAPPENED TO HER BROTHER!
WE ROUNDED UP ALL OF THEM, CHIEF, EXCEPT DOCTOR OCTOPUS! LOOKS AS THOUGH HE MADE A CLEAN GETAWAY! AND THERE'S NO TRACE OF SPIDER-MAN, EITHER, EVEN THOUGH ALL THOSE PUNKS CLAIM HE'S THE ONE WHO BEAT THEM!

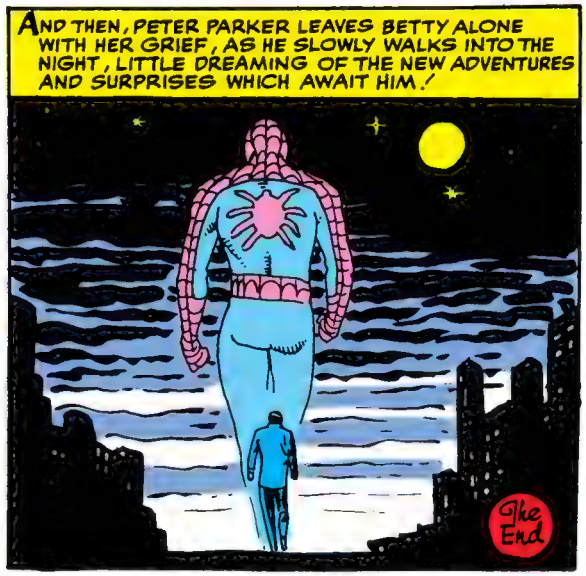
WELL, IT'S ALL OVER FOR NOW! AS FOR ME, IF I WRAP ENOUGH WEBBING TIGHT AROUND MY ANKLE, I MAY BE ABLE TO CHANGE TO PETER PARKER AND WALK WITHOUT TOO MUCH OF A LIMP!


THERE... THIS WILL HAVE TO DO!
NOW I'VE GOT TO GO TO BETTY! WITH HER BROTHER GONE, SHE'S ALL ALONE IN THE WORLD! SHE'LL NEED ME MORE THAN EVER!
BUT NOW I CAN NEVER TELL HER THAT I'M REALLY SPIDER-MAN! IF I DO, I'M SURE TO LOSE HER FOREVER! I'LL HAVE TO KEEP MY SECRET LOCKED UP INSIDE ME... FOR ALL TIME!


AND SO...
I'M GLAD THE POLICE CLEARED YOU, BETTY! BUT I KNOW HOW YOU MUST FEEL ABOUT YOUR BROTHER!
OH, PETER... HE WAS ALWAYS SO WEAK... SO HEADSTRONG! HE GOT INTO BAD COMPANY WHILE HE WAS AT COLLEGE... BUT STILL... I LOVED HIM! POOR BENNETT... AT LEAST HE ENDED LIKE A MAN!


IN MY SHOCK... MY RAGE... I BLAMED SPIDER-MAN FOR HIS DEATH! I REALIZE NOW HOW WRONG I WAS! IT WASN'T HIS FAULT! HE WAS TRYING TO HELP US!
BUT STILL, I NEVER WANT TO SEE SPIDER-MAN AGAIN! I COULDN'T BEAR BEING REMINDED... OF BENNETT!

CAN YOU UNDERSTAND THAT, PETER... OR DO I SOUND LIKE A FOOL??
YOU COULD NEVER SOUND LIKE A FOOL TO ME, BETTY! OF COURSE I UNDERSTAND! AND... I'M SURE SPIDER-MAN WOULD TOO, IF HE KNEW!


AND THEN, PETER PARKER LEAVES BETTY ALONE WITH HER GRIEF, AS HE SLOWLY WALKS INTO THE NIGHT, LITTLE DREAMING OF THE NEW ADVENTURES AND SURPRISES WHICH AWAIT HIM!
The End

SPIDER'S WEB

Dear Stan and Steve,

In all my days of comic buying, I have never beheld a finer edition of any comic than SPIDER-MAN #8. Wow, what a way to kick off the 1964 season of comics. I can say that if all the rest of your different publications are at least half as good in story, plot, art and quality as this issue, then you can call all your mags what you call the FF ... the greatest comic magazines in the world! What a list of surprises you've dumped on us poor unsuspecting fans. First we see Spider-Man battle a menace with no heart, feelings, or sense of justice. Just one mass of walking brain. You go on to present that classic event . . . the inevitable fight between Flash Thompson and Peter Parker. And while he didn't give his secret identity away, he still had the satisfaction of having beaten Flash. The way this was presented was brainpower . . . one thing that your company is famous for. But do you stop here? No! You go on with yet another shocker . . . another classic meeting between our hero and the Torch. Well, if this isn't the best issue you can come up with, I surely don't know what is. But as we all know, this issue is just another average example of why the MARVEL AGE OF COMICS is here!

Paul Feola
1050 Waverly Ave.
San Antonio 1, Texas

Paul, you took the words right out of our mouths!

Dear Stan and Steve,

I just bought SPIDER-MAN #7 and I find it greater than ever! My Mom and Dad do not approve of most comics sold today, but they heartily approve of all of your comics. Did you ever consider putting Spider-Man in the AVENGERS book?

Richy Mastro
329 Hamilton St
Bound Brook, N. J.

Sure! In fact, we've considered putting him everywhere from MODELING WITH MILLIE to THE BOOK OF KNOWLEDGE!

Dear Stan and Steve,

How do you do it? I have just finished reading the latest SPIDER-MAN and I am puzzled. You guys keep going great. I have read every issue of SPIDER-MAN except #1 and this tops them all. It was absolutely great! The art has never been better; the plot of the story was one of the best I have ever read. How Stan thinks of a different plot for every story is beyond me.

Jeff Brenner
8648 Balboa Drive
Cincinnati 31, Ohio

You say that Stan makes up these plots?? Good heavens! He almost had us convinced the stories were TRUE!

Dear Stan and Steve,

THE AMAZING SPIDER-MAN #8 was certainly a change (for the worse.) The whole story takes place in a school and I do not think that is fair, for the artist cannot show his talent. When I first saw Steve Ditko's art I did not like it, but now I think it's pretty good. But I still like Jack Kirby's art the best. The cover of SPIDER-MAN #8 was poorly done (but it was better than I could do!). The yellow color made it look cheap. I think the insignia of Spider-Man at the top of the cover should show him standing. In my last letter to you I asked you if you would print my letter saying I wanted to start a Spider-Man Fan Club. In a nice round-about way you said "no" (but nicely). But I still want to start a club! I liked the F.F #22 very much. I also liked the Invisible Girl's newly discovered powers I would like to see the F.F. travel in time again soon (like they did in #19). TALES OF SUSPENSE #40 was pretty good, but I would like to see your heroes fighting villains—not themselves! JOURNEY INTO MYSTERY #99 was good. But when Mr. Hyde pushed Dr. Blake out of the window and he stamped his hammer on the building wall, didn't anybody see him change into Thor? I do not like the two-part stories you have started publishing. If I wanted a continuous story, I would read the comics in the paper — for free! I do not like the Tales of Asgard. I cannot understand anything that is going on!

Joseph Shea
114 Arbour Lane
Buffalo 20, N. Y.

So what else is new?

Dear Stan and Steve,

The cover of #8 showed Ditko at his best with superb inking on Spider-Man. This cover is sure to sell extra copies. Action covers modified by sidelighted features are always good. I knew it was going to be excellent when I saw the ad in one of your other mags. The first story was Stan's best-written so far and Ditko was also above par. All the little trick surprises helped loads. Spider-Man's tackling the Human Torch was also good, though not as well planned as the other. In this second story, Spider-Man acted a little snobbish and somewhat of a fink. Don't get me wrong, I like all this "realistic" personality biz, but it can get out of hand if over-exaggerated. Spider-Man is in for trouble if he intends to date Sue. What with Namor, Reed and Parker dating her, or at least considering her a better-than-average friend, there's bound to be a rumble sooner or later (idea!). Glad to see you decided to keep the Spider's Web around. Every top-notch super-hero needs one. Each issue of SPIDER-MAN tops the last! Dr Strange, in STRANGE TALES, was above average this ish. Ditko at his best. The story came closer to giving me a weird feeling than any other S-F story has in years. I've been reading comics for about 10 years now and it takes a pretty good story to get a good rise from me. Your recent Doc Strange and Spider-Man did this. When I read Spider-Man it seems like I can't get to the next panel fast enough. It's so exciting that it's impossible to read slowly!

Dan Fleming
430 Beach St.
Ottawa, Kansas

Good! The faster you read it, the sooner you'll be ready to buy another Marvel mag!

Dear Stan and Steve,

I like the way you put two stories in one mag in your last issue of SPIDER-MAN — #8!

Harlan Reckner
150 Hickory Rd.
Akron 13, Ohio

What do the rest of you web-spinners say? More issues with two stories, or keep the one book-lengther each month?

CONTINUED...

Dear Stan and Steve,

Your issue #8 of the AMAZING SPIDER-MAN was simply priceless. I liked the part where Peter decked Flash. The ending to the second tale was very heartwarming. Yes. I would like to see similar issues appear from time to time. But you made a mistake in the Special Announcements section of the Amazing Spider-Man. You said that Iron Man, the Angel, the F.F., and Spider-Man are in issue #49 of TALES OF SUSPENSE. It should have been Iron Man, the Angel, the X-Men and the Avengers.

John F. Lebar
305 N. Jordan St.
Allentown, Pa.

Our apologies, Johnny boy. We've got so many characters to keep track of that we must be getting groggy! But, we'll be more careful with names from now on, Joe—we mean, Tom—no—John!

Dear Stan and Steve,

Can't you fellas do anything normal? SPIDER-MAN #7 is a wonderful example! Usually a sequel story's not supposed to be as good as the original, but "The Return of the Vulture" has surpassed the original as well as #s 3 through 6! As for this idea of Spider-Man's speaking spider lingo—don't do it! In the past 25 years or so, comics, science-fiction, and pulp magazines have hurled a horde of "something" controlling enemies of evil. Plants, cats, birds, fish, insects, mammals, and animals have all served as foils and stooges for various emirs of justice and freedom. In your comics, let Namor and Henry Pym talk to lower forms of life,(fish and ants)—but keep Spider-Man away from spiders! Don't try to cheapen Spider-Man just to appease, what I believe is, a very small minority.

Leonard J. Tirado
182½ Regent St.
Saratoga, N. Y.

Don't be silly, Len! Nobody can talk to spiders! Next, you'll be suggesting that Spider-Man swings thru the city by shooting out a web!

Dear Stan and Steve,

I think that the first and second issue of the Vulture were the best ones out yet. I have a suggestion to make. I think that you should write an issue with a Spider-Man Jr. in it. If you did, I think that it would be an exciting issue. I'm looking forward to your next issue.

Gunter Nautsch
676 Crawford Place
Peterborough, Ontario
Canada

Holy smoke, fella—at least let Pete get married first!

Dear Stan and Steve,

I'm glad that you finally let Peter give it to Flash in ish #8! The whole story was great—the way you had Spider-Man's identity theatened, the fight,the way the kids called Pete unfair, and especially the end. That was really a clever switch having the kids thinking Flash is Spider-Man. I'm glad he didn't brag that he was. Now get set. You ruined him in the other story. Aren't you getting Spider-Man and Torch mixed up? The party-crashing was what I'd expect from Torch. When you started, Spider-Man was nice and friendly. Now he acts too much like the Torch. You should keep him like he was. I think he should want to make friends with the Torch. Also, that web-heart at the end for Sue—really now, wasn't that silly! At least Torch sticks to flirting with girls his own age. Sue is too old for him, and how old is Jameson's secretary? Well, anyway, your good points still outnumber your bad ones in my book. You'll be hearing from me again soon.

Christine Cassello
8017 S. Muskegon
Chicago, Ill.

Thanks for the warning!

Dear Stan and Steve,

The Ditko art for years has been my favorite type of illustration. (The flat out-of-shape feet, the oversized glasses, and the unfilled-in ears.) This weird style that I like above any artist makes him appear young. By his drawings I can imagine how he looks. He no doubt is rather thin and wears glasses. I'd like to see how close I came!

Ken Landgraf, Jr.
1405 Geele Ave.
Sheboygan, Wisc.

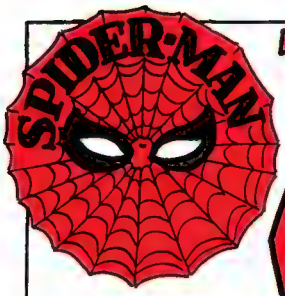
Fairly close, Ken—but just between us, what's so unusual about flat, out-of-shape feet, oversized glasses, or unfilled-in ears?

SPECIAL ANNOUNCEMENTS SECTION:

- We've got a surprise for you! Every so often we like to introduce a brand-new mag unexpectedly, without the usual fanfare! We do this when we feel that the new title is so terrific that it needs no previous ballyhoo! And so we proudly announce, for the first time, a great new super-hero whose off-beat exploits will hit the the stands very soon (Feb. 4th, to be exact)! His name is DAREDEVIL, and we believe he will have the same human appeal that Spider-Man has! See if you don't agree! Written by the ol' master, Stan Lee, and drawn by the man who created Sub-Mariner in the Golden Age of Comics—Bill Everett! DAREDEVIL, on sale everywhere—Feb. 4th!

  Now, back to the usual biz—
- Have you seen the latest ish of FANTASTIC FOUR yet? It features the precedent-shattering battle between THE THING and THE INCREDIBLE HULK! The demand for this one is sure to be heavy, as the word has gotten around that Jack "Action-King" Kirby really let himself go with the epic battle scenes! The whole Marvel bullpen is proud of FF #25, and we feel we can truthfully say that you've never before seen anything like it!
- For those of you who have thrilled to the meetings between Spider-Man and the Human Torch, we have another treat in store. STRANGE TALES #120(on sale Feb. 11), features the first meeting between the Torch and one of the X-MEN's most popular characters—the frozen ICEMAN! This one's a beaut!
- And for two of the most thrilling new super-villains you've ever seen, don't dare miss JOURNEY INTO MYSTERY #103(at your stands Feb. 4), which has mighty THOR menaced by the ENCHANTRESS and the startling EXECUTIONER!
- Seen SGT. FURY #6?? (It's on sale now.) Besides the usual battle action, this story introduces one of the most daring new themes ever presented in a comic mag—as timely and provocative as today's headlines! We don't want to spoil your enjoyment by tipping it off in this column, but a 12¢ investment at your dealers will put you in the know! Dig?
- And now—what you've been waiting for! A hint of next month's SPIDER-MAN thriller! Wait'll you see it! Spider-Man actually gets UNMASKED—his identity revealed to J. Jonah Jameson—Betty Brant—the police—everyone! No, it's not an imaginary tale, or a dream episode! It happens! But wait'll you see the twist! And, as if that isn't enough, Doc Ock returns—more dangerous than ever! We won't say any more because as you know—we hate to brag!! So, till we meet again, keep healthy, keep happy, keep watching for "National Be Kind To Spiders Week!"

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
12 MAY
LOOK WHO'S BACK!!
NOT A DREAM!! NOT AN IMAGINARY TALE! YOU'LL GASP IN AMAZEMENT WHEN PETER IS
"UNMASKED by Dr. OCTOPUS!"
THE LATEST... THE GREATEST SPIDER-MAN SUPER-SPECTACULAR!
PD



"UNMASKED BY Dr. OCTOPUS!"

1 TAKE ONE OF THE MOST POWERFUL SUPER-VILLAINS OF ALL TIME...

2 ...ADD A SPINE-TINGLING ASSORTMENT OF WILD BEASTS ON THE RAMPAGE...

3 ...MIX WELL WITH OUR USUAL CAST OF OFF-BEAT CHARACTERS...

4 ...AND TOP IT OFF WITH THE EXPOSÉ OF SPIDER-MAN! WHO COULD ASK FOR ANYTHING MORE??!

YES INDEED, FAITHFUL FRIEND! STAN AND STEVE PULLED OUT ALL THE STOPS TO MAKE THIS ONE OF THE MOST MEMORABLE OF OL' SPIDEY'S EPIC ADVENTURES!

NOW AFTER THEY WENT TO ALL THAT TROUBLE, THE LEAST YOU CAN DO IS READ IT, ENJOY IT, AND RAVE ABOUT IT! AND, Y'KNOW SOMETHING? WE HAVE A HUNCH YOU *WILL!*

WRITTEN IN THE WHITE HEAT OF INSPIRATION BY: STAN LEE

DRAWN IN A WILD FRENZY OF ENTHUSIASM BY: STEVE DITKO

LETTERED IN A COMFORTABLE ROOM BY: ART SIMEK

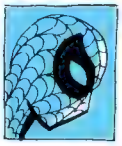
AS ALL OF OUR WELL-READ READERS KNOW, SPIDER-MAN BATTLED DR. OCTOPUS LAST ISSUE, AND WHILE THE AMAZING TEEN-AGER FOILED THE SUPER-VILLAIN'S PLANS, HE WAS UNABLE TO PREVENT HIS ESCAPE! HENCE THESE HEADLINES IN THE BUGLE...

WEATHER

DAILY BUGLE

FINAL EDITION

DR. OCTOPUS ESCAPES FROM SPIDER-MAN!



SPIDER-MAN... OVERRATED CRIME-FIGHTER!

PHILADELPHIA, PA. (I.P.) ONCE AGAIN, THE MYSTERIOUS SPIDER-MAN HAS INTERFERED WITH POLICE AND ALLOWED A DANGEROUS CRIMINAL TO GET AWAY SCOT FREE!

HOW MUCH LONGER IS THIS MASKED NUISANCE TO BE PERMITTED TO MAKE A COMPLETE MOCKERY OF JUSTICE AND TO UTTERLY FOOL A SIGHTIN OUT OF ALL THE POLICE IN ALL IN THE ENTIRE DETROIT OF TH

DR. OCTOPUS... STILL AT LARGE!

READING THE NEWS ITEM, WHICH WAS OBVIOUSLY WRITTEN BY ORDER OF PUBLISHER J. JONAH JAMESON WHO HATES SPIDER-MAN, THE ANGRY ADVENTURER DECIDES TO PAY JAMESON A VISIT...

IF I PUT OUT A FOREST FIRE SINGLE-HANDED, I'LL BET JONAH WOULD RAP ME FOR WASTING TOO MUCH WATER! SAY! WHAT'S GOING ON IN HIS OFFICE?

I QUIT! NOBODY COULD WORK FOR A TYRANT LIKE YOU!

THAT'S THE GAL HE HIRED TO FILL IN TILL BETTY RETURNED FROM PHILADELPHIA!

WAIT! YOU CAN'T DO THIS! I NEED A SECRETARY! COME BACK!

YOU DON'T NEED A SECRETARY--YOU NEED A PSYCHIATRIST!

HMMPH! BLAMED EMPLOYEES! THEY EXPECT TO BE TREATED WITH KID GLOVES! JUST BECAUSE I SHOUTED AT HER...

HELLO, MR. JAMESON! I'VE RETURNED--THAT IS, IF YOU STILL WANT ME?

BETTY BRANT! IF I WANT YOU?? DON'T JUST STAND THERE, GIRL--GET TO WORK!

NOW THAT BETTY'S BACK, I'LL CHANGE TO PETER PARKER! I CAN'T WAIT TO SEE HER--TO TALK TO HER...

MR. JAMESON, HAS PETER PARKER BEEN IN LATELY WITH ANY PHOTOS?

NO! I HAVEN'T SEEN HIM! HE'S PROBABLY TOO LAZY TO WORK... JUST LIKE EVERYONE ELSE I GET STUCK WITH!

MINUTES LATER...

BETTY! GOSH, I'M GLAD TO SEE YOU! I'VE BEEN WAITING TO HEAR FROM YOU...

OUT, PARKER! THIS IS AN OFFICE, NOT A SOCIAL CLUB! YOU CAN COME IN HERE WHENEVER YOU HAVE A SET OF EXCLUSIVE NEWS PHOTOS FOR ME, AND NOT BEFORE! NOW GET!

I'LL SEE YOU LATER, PETER! CALL ME AT HOME!

MEANWHILE, AT DIFFERENT PLACES THRUOUT THE NATION, MOVING FROM CITY TO CITY LIKE THE ELUSIVE MARAUDER HE IS, THE AWESOME **DR. OCTOPUS** ATTEMPTS SOME OF THE MOST COLORFUL CRIMES EVER PERPETRATED!

EVEN AN ARMORED CAR IS NO MATCH FOR MY POWER!

EACH ESCAPE IS NARROWER THAN THE LAST, BUT I CAN'T STOP NOW!

THE POLICE HAVE BEEN ALERTED TO ME! I DARE NOT USE THE SAME TRICKS TWICE!

I'VE GOT TO CONTINUE MY SPECTACULAR CAREER, SO THAT **SPIDER-MAN** WILL READ ABOUT MY EXPLOITS AND TRY TO ATTACK ME AGAIN!

I **KNOW** I'M STRONGER THAN HE IS! I KNOW THAT I'LL DESTROY HIM WHEN NEXT WE MEET! BUT, SO LONG AS HE LIVES, I'LL NEVER BE TRULY SAFE! I'VE **GOT** TO FORCE HIM TO FIGHT ME AGAIN!

BUT WHY HASN'T HE FOLLOWED ME? I'VE GIVEN HIM EVERY CHANCE--ALL THE BAIT HE NEEDS! PERHAPS I'LL HAVE TO RETURN TO NEW YORK AND FIND **HIM!**

AND WHY **HASN'T** SPIDER-MAN FOLLOWED THE TRAIL OF HIS ARCH FOE AROUND THE COUNTRY?? THE ANSWER IS REALLY VERY SIMPLE, WHEN WE REALIZE WE'RE DEALING WITH A TRUE-TO-LIFE YOUNGSTER...

YOU FEEL A LITTLE WARM, PETER! YOU'D BETTER STAY IN TONIGHT, DEAR! YOU MAY BE GETTING A COLD!

IF ONLY I COULD HEAD OUT WEST WHERE DOC OCK WAS LAST REPORTED! BUT I HAVEN'T MONEY FOR THE FARE, AND MY END TERM EXAMS ARE COMING UP SOON, AND AUNT MAY WOULD NEVER LET ME GO **ANYWAY!**

THE NEXT DAY...

HOW DO YOU LIKE **THIS?** THE DAILY BUGLE IS **STILL** WRITING EDITORIALS CALLING SPIDER-MAN A FAKE AND A COWARD!

OH WELL, MAYBE OCTOPUS WILL RETURN TO NEW YORK SOMEDAY, AND THEN--**SAY!** I WONDER WHAT THE KIDS ARE READING ABOUT?

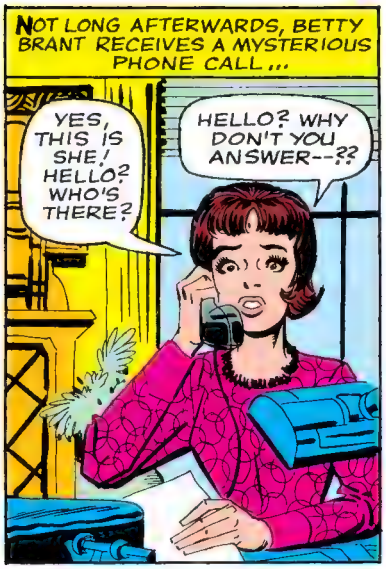
THAT'S EASY FOR JAMESON TO SAY! I'D LIKE TO SEE **HIM** TACKLE DR. OCTOPUS!

I WONDER IF WE'LL EVER FIND OUT WHO SPIDER-MAN REALLY **IS?**

LOOK, THE BUGLE EVEN HAS A PICTURE OF A SPIDER, TRYING TO SHOW HOW DANGEROUS THEY ARE, AND CLAIMING THAT SPIDER-MAN MUST BE DANGEROUS, TOO!
HERE COMES BOOK-WORM PARKER! LET'S SEE WHAT HE KNOWS ABOUT SPIDERS!

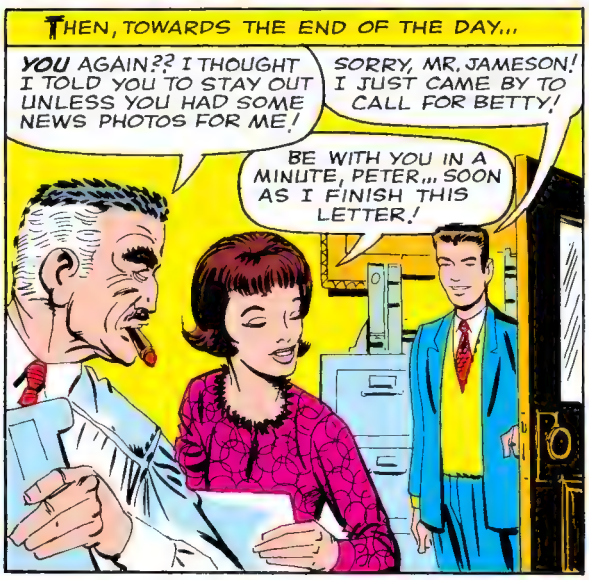
I'VE GOT TO BE CAREFUL NOT TO SAY ANYTHING THAT'LL MAKE THEM SUSPECT MY REAL IDENTITY!
I HATE SPIDERS! THEY'RE SUCH UGLY, ICKY-LOOKING THINGS! I'D RATHER NOT EVEN TALK ABOUT THEM!
KNOW WHAT I LIKE ABOUT YOU, PARKER? YOU'RE SUCH A RUGGED, FEARLESS HE-MAN!

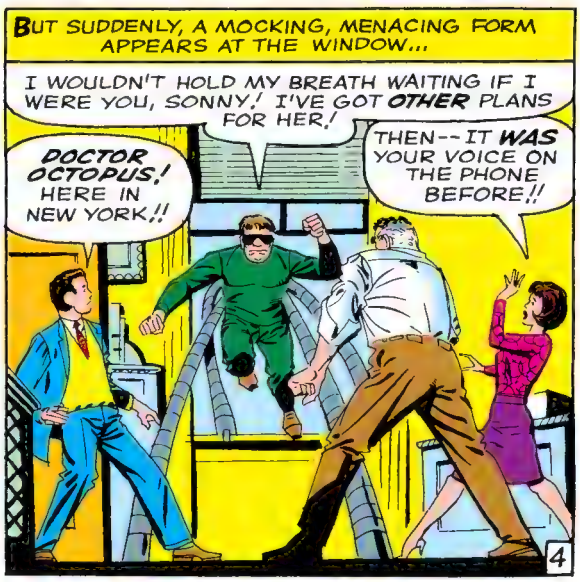
C'MON, GANG! THERE'S THE BELL FOR CLASS!
SOMEONE TAKE PARKER'S ARM! HE MAY STEP ON AN ANTHILL AND FAINT DEAD AWAY!
GO AHEAD, LAUGH, YOU BIRD-BRAINED CLOWN! SOMEDAY EVERYONE WILL REALIZE THAT IT'S ONLY THE PEOPLE WHO ARE INFERIOR THEMSELVES THAT KEEP PICKING ON OTHERS!
HOW ABOUT THAT? I'M BEGINNIN' TO SOUND LIKE A TEEN-AGE BILLY GRAHAM!


NOT LONG AFTERWARDS, BETTY BRANT RECEIVES A MYSTERIOUS PHONE CALL...
YES, THIS IS SHE! HELLO? WHO'S THERE?
HELLO? WHY DON'T YOU ANSWER--??

AND, AT THE OTHER END OF THE WIRE...
GOOD! NOW THAT I KNOW SHE IS BACK WORKING FOR THE DAILY BUGLE, I'LL BE ABLE TO USE HER AS BAIT TO CATCH SPIDER-MAN! HE RISKED HIS LIFE TO HELP HER ONCE BEFORE... SO WHY NOT AGAIN?*
*SPIDER-MAN #11 -EDITOR

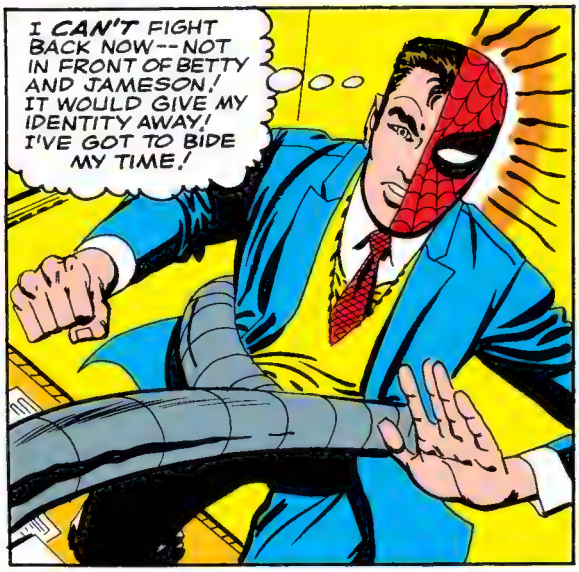
HE HUNG UP! IT SOUNDED LIKE-- OH NO! THAT'S IMPOSSIBLE! IT CAN'T BE!
GET TO WORK, MISS BRANT! I DON'T PAY YOU TO DAY-DREAM!


THEN, TOWARDS THE END OF THE DAY...
YOU AGAIN?? I THOUGHT I TOLD YOU TO STAY OUT UNLESS YOU HAD SOME NEWS PHOTOS FOR ME!
SORRY, MR. JAMESON! I JUST CAME BY TO CALL FOR BETTY!
BE WITH YOU IN A MINUTE, PETER... SOON AS I FINISH THIS LETTER!


BUT SUDDENLY, A MOCKING, MENACING FORM APPEARS AT THE WINDOW...
I WOULDN'T HOLD MY BREATH WAITING IF I WERE YOU, SONNY! I'VE GOT OTHER PLANS FOR HER!
DOCTOR OCTOPUS! HERE IN NEW YORK!!
THEN-- IT WAS YOUR VOICE ON THE PHONE BEFORE!!

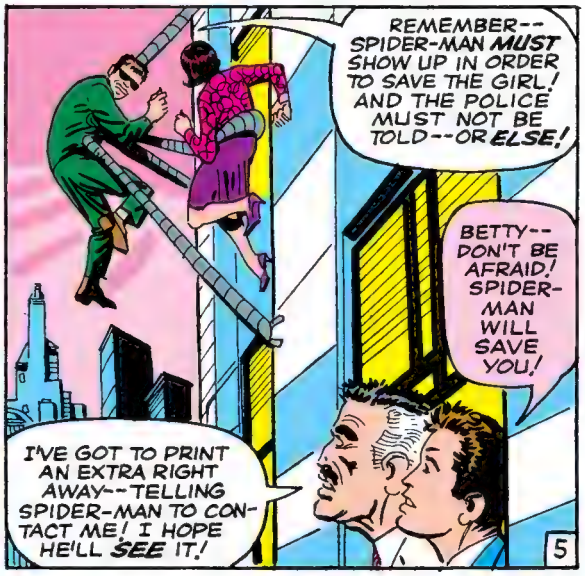
LIKE A POWERFUL OCTOPUS' TENTACLE, A LONG ARTIFICIAL ARM SNAKES OUT, AND...
DON'T BE ALARMED, YOUNG LADY! YOU WILL NOT BE HARMED!
NO--NO! DON'T --YOU CAN'T! HELP!

THEN, BEFORE PETER OR JONAH JAMESON CAN MAKE A MOVE...
AND, LEST EITHER OF YOU ARE FOOLISH ENOUGH TO TRY TO DO ANYTHING HEROIC, THIS WILL KEEP YOU FROM INTERFERING WITH ME!
DON'T JUST DANGLE THERE, PARKER! TELL HIM WHO I AM!


I CAN'T FIGHT BACK NOW--NOT IN FRONT OF BETTY AND JAMESON! IT WOULD GIVE MY IDENTITY AWAY! I'VE GOT TO BIDE MY TIME!

NOW LISTEN--NO ONE WILL BE HURT IF YOU DO AS I SAY! JAMESON, PUT A NOTE IN YOUR PAPER TELLING SPIDER-MAN TO CONTACT YOU! WHEN HE DOES, TELL HIM I HAVE THE GIRL PRISONER AT CONEY ISLAND! IF HE WANTS HER--HE MUST COME FOR HER--ALONE!

YOU MAY SEND ONE PHOTOGRAPHER ALSO--TO TAKE PICTURES OF THE DEFEAT I SHALL HAND SPIDER-MAN! THAT IS ALL!
I'LL SEND YOU, PARKER! IT'LL BE THE SCOOP OF THE CENTURY!
HOW CAN I GO AS SPIDER-MAN AND AS PETER PARKER???


REMEMBER--SPIDER-MAN MUST SHOW UP IN ORDER TO SAVE THE GIRL! AND THE POLICE MUST NOT BE TOLD--OR ELSE!
BETTY--DON'T BE AFRAID! SPIDER-MAN WILL SAVE YOU!
I'VE GOT TO PRINT AN EXTRA RIGHT AWAY--TELLING SPIDER-MAN TO CONTACT ME! I HOPE HE'LL SEE IT!

AND THEN, AS A SPECIAL, EXTRA EDITION OF THE BUGLE HITS THE NEWSSTANDS...

GET DOWN TO CONEY ISLAND, PARKER! WAIT FOR SPIDER-MAN TO SHOW UP! BRING PLENTY OF FILM! IF YOU BOTCH THIS ASSIGNMENT, I'LL HAVE YOUR *HIDE!*

DON'T WORRY-- *NOTHING* COULD KEEP ME AWAY!

STRANGE-- I FEEL KIND OF WOOSY-- MY HEAD IS WARM-- MAYBE I *AM* GETTING ILL, AS AUNT MAY SAID!

BUT, SHRUGGING OFF HIS OWN PROBLEM, PETER QUICKLY RUSHES TO AN ALLEY, WHERE HE CHANGES TO *SPIDER-MAN*, AND THEN...

MUST PRETEND I KNOW NOTHING ABOUT DOC OCK!

I SAW THE NOTICE IN YOUR PAPER, JAMESON! WHAT DO YOU WANT TO SEE ME ABOUT?

YOU!! TURN OFF THAT BLASTED BEAM! I'M NOT IMPRESSED WITH YOUR PHONY THEATRICS! BETTY BRANT HAS BEEN CAPTURED BY DR. OCTOPUS!

THEN, AFTER JAMESON HAS EXPLAINED...

NOW FOR CONEY ISLAND! HEY--I *MUST* BE SICK! I-- I'M NOT CLINGING TO THE WALL AS WELL AS USUAL!

MEANWHILE...

EVEN THOUGH PARKER IS MY BEST FREE-LANCE PHOTOGRAPHER, I CAN'T TAKE ANY CHANCE OF HIM MUFFING THIS JOB! MAYBE *I'D* BETTER GET TO CONEY ISLAND *MYSELF!*

IT'S MID-WINTER, SO THE AMUSEMENTS WILL ALL BE SHUT DOWN FOR THE SEASON! I'LL MAKE SURE THAT DR. OCTOPUS DOESN'T SEE ME, BUT I'LL HAVE A CHANCE TO OBSERVE WHATEVER HAPPENS, FIRST HAND!

AND, ATOP THE HIGHEST ROLLER COASTER AT THE AMUSEMENT PARK...

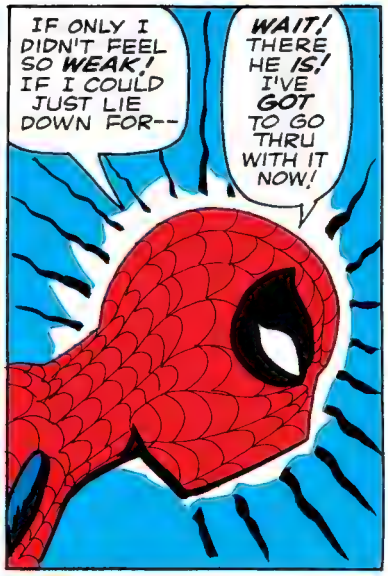
SPIDER-MAN SHOULD HAVE SEEN THE PAPER BY NOW! THAT MEANS HE'LL BE ARRIVING AT ANY MOMENT-- FOR HIS *FINAL* BATTLE!

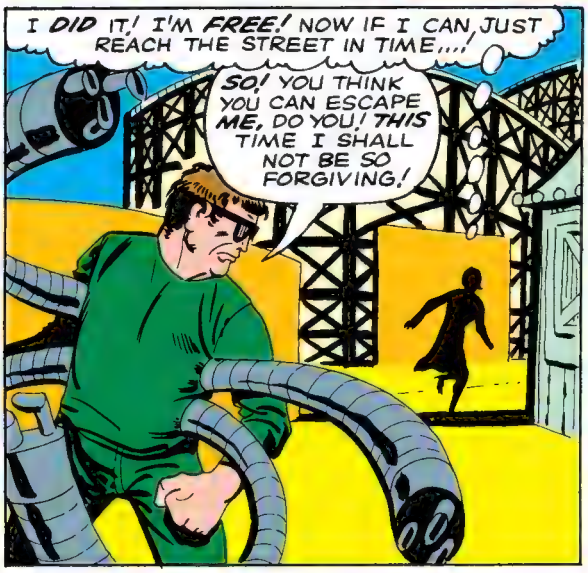
B-BUT WHAT IF HE DOESN'T SHOW UP?

THAT WILL BE TOO BAD, MY DEAR! FOR *YOU!* AND NOW, I'LL LOWER YOU TO THE GROUND, SO THE PHOTOGRAPHER CAN EASILY GET GOOD PICTURES OF MY VICTORY OVER THAT MASKED FOOL! THOSE PICTURES, FOR THE WORLD TO SEE, WILL BE SPIDER-MAN'S GREATEST HUMILIATION!

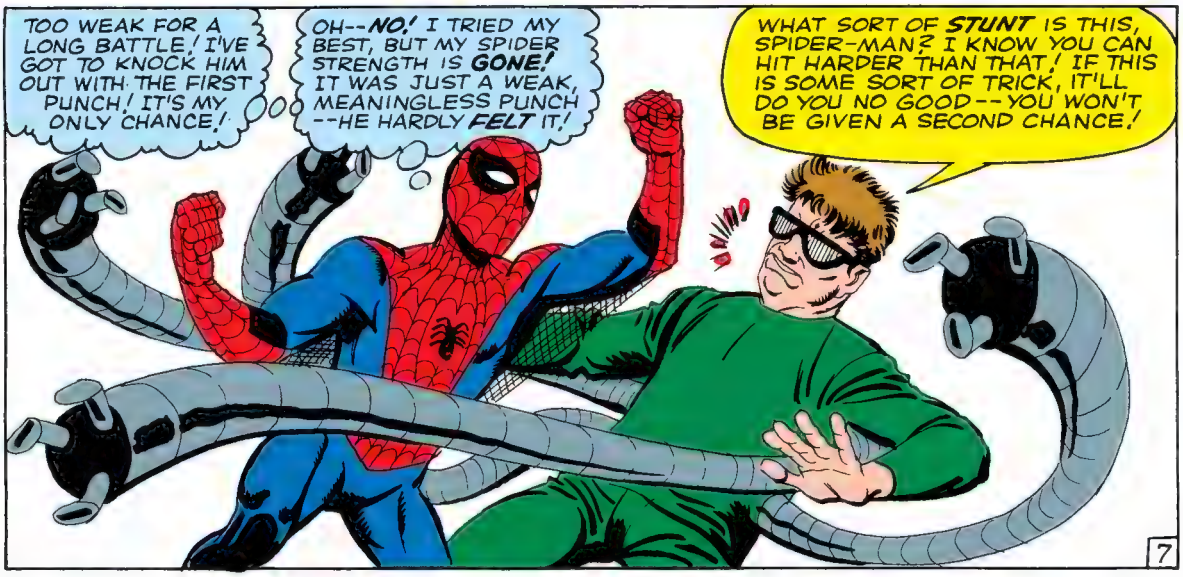
THE PHOTOGRAPHER ISN'T HERE YET! HE'D BETTER SHOW UP, OR HE'LL LIVE TO REGRET IT!
PERHAPS IF I KEEP PRYING AT THE KNOT WITH MY LONG FINGERNAILS, I CAN FREE MYSELF WHILE DR. OCTOPUS ISN'T LOOKING!

AND, ENTERING THE PARK AT THAT MOMENT...
CAN HARDLY STAND--MY FEET FEEL LIKE RUBBER! OF ALL THE TIMES FOR ME TO GET A VIRUS ATTACK...
BUT I CAN'T LET IT STOP ME! I'VE GOT TO SAVE BETTY--GOT TO FIND DR. OCTOPUS...

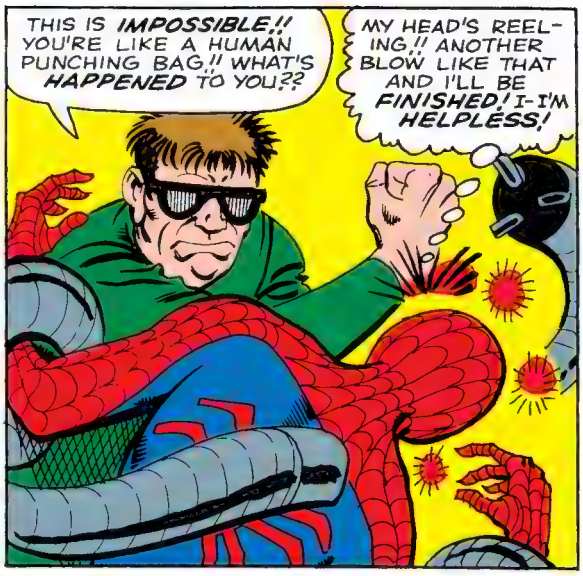

IF ONLY I DIDN'T FEEL SO WEAK! IF I COULD JUST LIE DOWN FOR--
WAIT! THERE HE IS! I'VE GOT TO GO THRU WITH IT NOW!

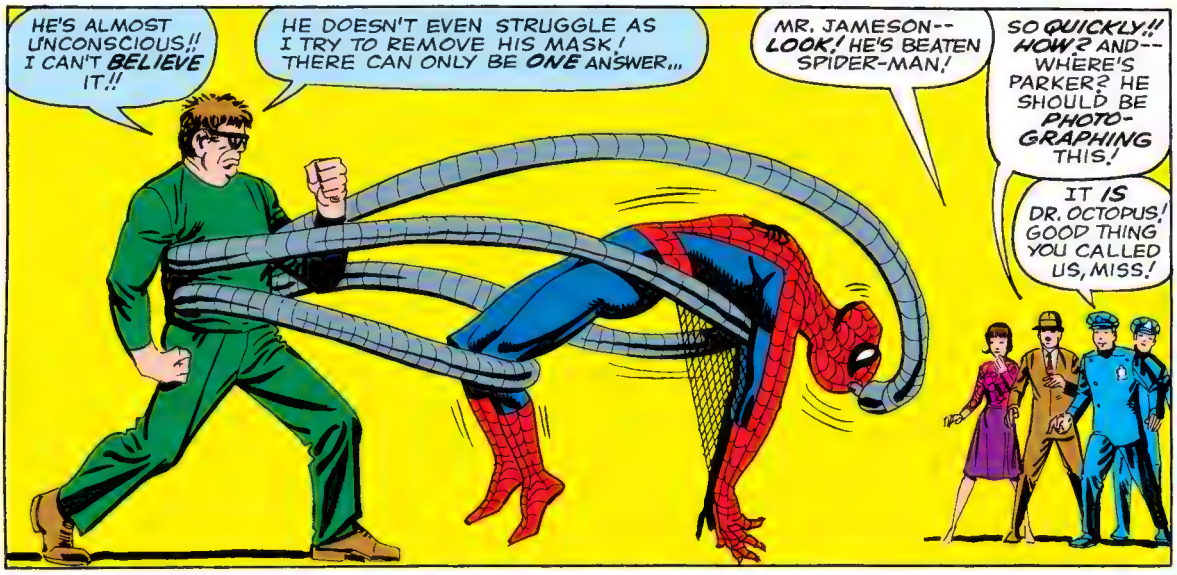

I DID IT! I'M FREE! NOW IF I CAN JUST REACH THE STREET IN TIME...!
SO! YOU THINK YOU CAN ESCAPE ME, DO YOU! THIS TIME I SHALL NOT BE SO FORGIVING!

HE'S REACHING FOR BETTY! IT'S NOW OR NEVER!
HOLD IT, OCTOPUS! I'M THE ONE YOU WANT--AND NOW I'VE GOT YOU!


TOO WEAK FOR A LONG BATTLE! I'VE GOT TO KNOCK HIM OUT WITH THE FIRST PUNCH! IT'S MY ONLY CHANCE!
OH--NO! I TRIED MY BEST, BUT MY SPIDER STRENGTH IS GONE! IT WAS JUST A WEAK, MEANINGLESS PUNCH --HE HARDLY FELT IT!
WHAT SORT OF STUNT IS THIS, SPIDER-MAN? I KNOW YOU CAN HIT HARDER THAN THAT! IF THIS IS SOME SORT OF TRICK, IT'LL DO YOU NO GOOD--YOU WON'T BE GIVEN A SECOND CHANCE!

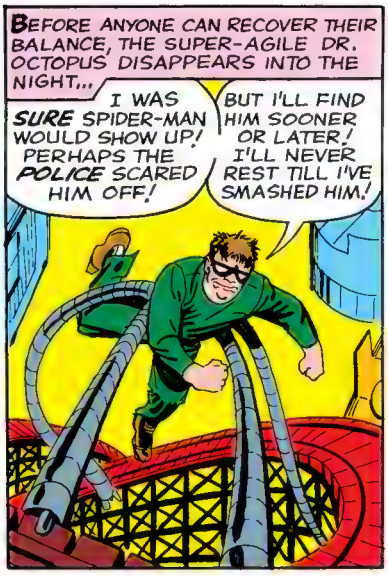
UGH! NEVER FELT A PUNCH LIKE THAT BEFORE!! I'M REACTING LIKE ANY ORDINARY TEEN-AGER!!!
WHAT ARE YOU TRYING TO DO-- FRUSTRATE ME??? FIGHT BACK, DO YOU HEAR!! DON'T WATER DOWN MY VICTORY BY MAKING IT TOO EASY!


THIS IS IMPOSSIBLE!! YOU'RE LIKE A HUMAN PUNCHING BAG!! WHAT'S HAPPENED TO YOU??
MY HEAD'S REELING!! ANOTHER BLOW LIKE THAT AND I'LL BE FINISHED! I-I'M HELPLESS!

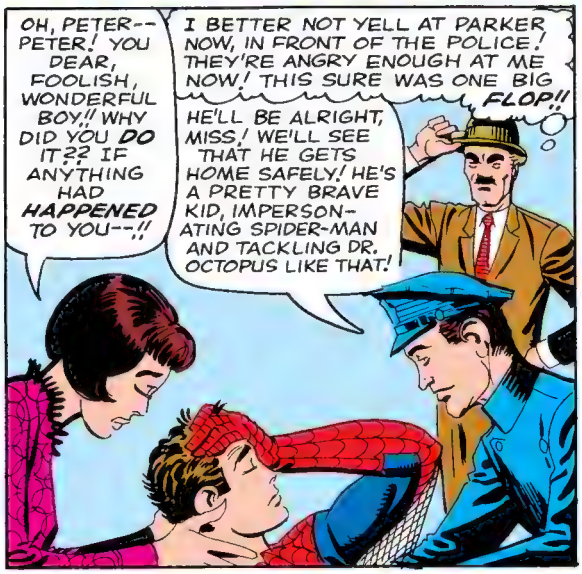

HE'S ALMOST UNCONSCIOUS!! I CAN'T BELIEVE IT!!
HE DOESN'T EVEN STRUGGLE AS I TRY TO REMOVE HIS MASK! THERE CAN ONLY BE ONE ANSWER...
MR. JAMESON-- LOOK! HE'S BEATEN SPIDER-MAN!
SO QUICKLY!! HOW? AND-- WHERE'S PARKER? HE SHOULD BE PHOTOGRAPHING THIS!
IT IS DR. OCTOPUS! GOOD THING YOU CALLED US, MISS!

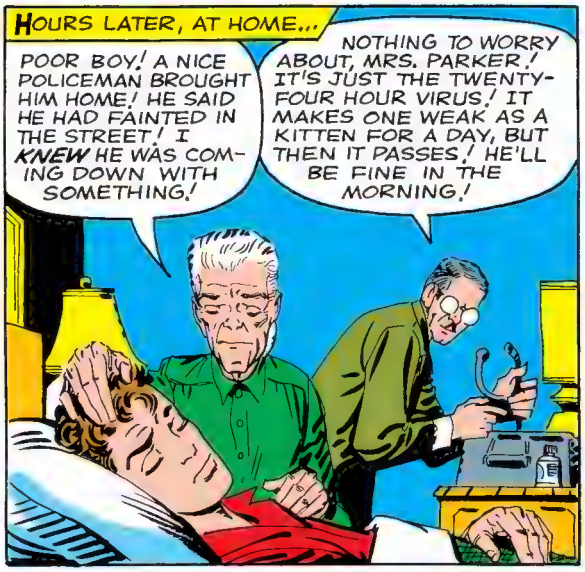
I SHOULD HAVE KNOWN!! IT ISN'T SPIDER-MAN! IT'S THAT WEAKLING BRAT, PETER PARKER!
PETER!! HE DID IT FOR ME!! OH, HE MIGHT HAVE BEEN KILLED!
THE FOOL! I ORDERED HIM TO TAKE PICTURES OF OCTOPUS--NOT TRY TO BE A HERO!
YOU MEAN YOU KNEW OCTOPUS WAS HERE??

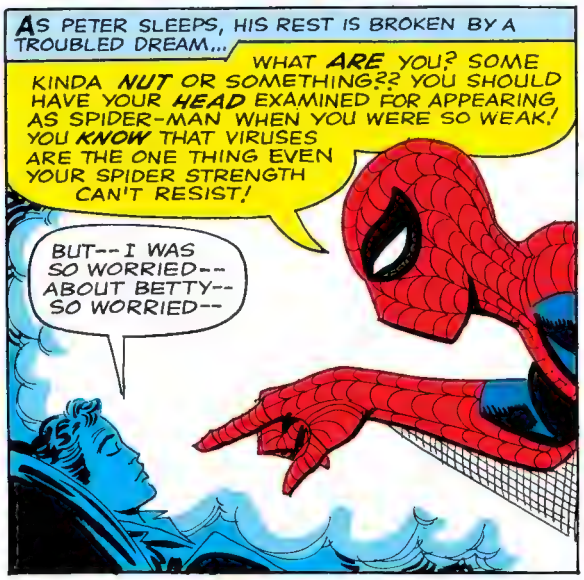
BAH!! TAKE YOUR PUNY HERO! HE'S OF NO INTEREST TO ME! IT'S THE REAL SPIDER-MAN I'M AFTER!!

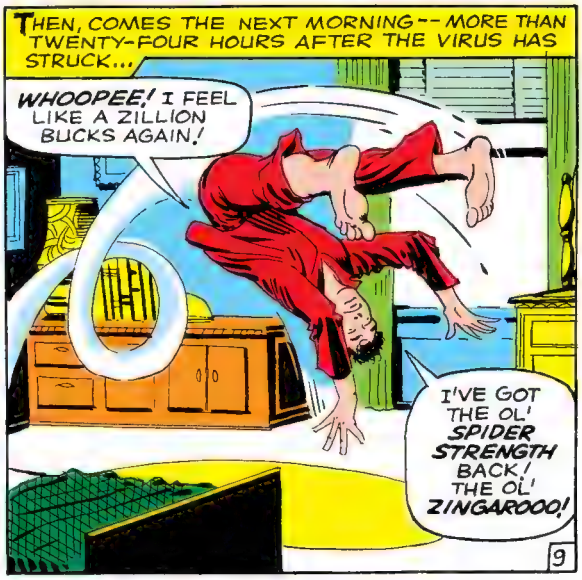

BEFORE ANYONE CAN RECOVER THEIR BALANCE, THE SUPER-AGILE DR. OCTOPUS DISAPPEARS INTO THE NIGHT...
I WAS SURE SPIDER-MAN WOULD SHOW UP! PERHAPS THE POLICE SCARED HIM OFF!
BUT I'LL FIND HIM SOONER OR LATER! I'LL NEVER REST TILL I'VE SMASHED HIM!

JAMESON, NEXT TIME YOU WITHHOLD INFORMATION FROM US, IT'LL GO HARD WITH YOU! IF YOU HAD TOLD US ABOUT THIS, WE WOULD HAVE SET A TRAP FOR OCTOPUS AND CAUGHT HIM BY NOW!
BUT YOU THOUGHT MORE OF AN EXCLUSIVE STORY THAN ANYTHING ELSE!

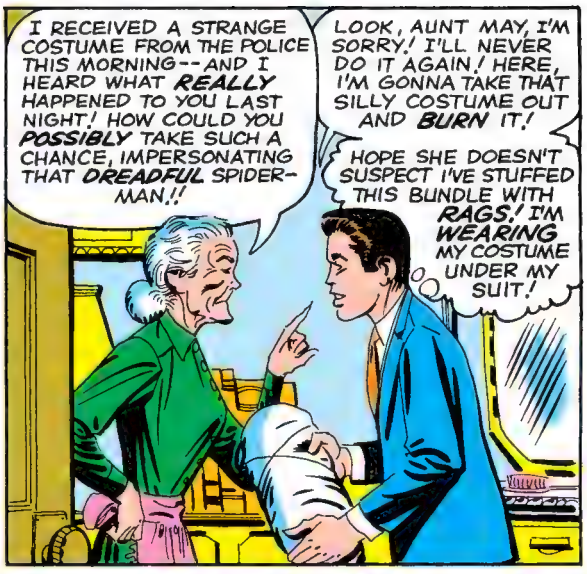

OH, PETER-- PETER! YOU DEAR, FOOLISH, WONDERFUL BOY!! WHY DID YOU DO IT?? IF ANYTHING HAD HAPPENED TO YOU--!!
I BETTER NOT YELL AT PARKER NOW, IN FRONT OF THE POLICE! THEY'RE ANGRY ENOUGH AT ME NOW! THIS SURE WAS ONE BIG FLOP!!
HE'LL BE ALRIGHT, MISS! WE'LL SEE THAT HE GETS HOME SAFELY! HE'S A PRETTY BRAVE KID, IMPERSONATING SPIDER-MAN AND TACKLING DR. OCTOPUS LIKE THAT!

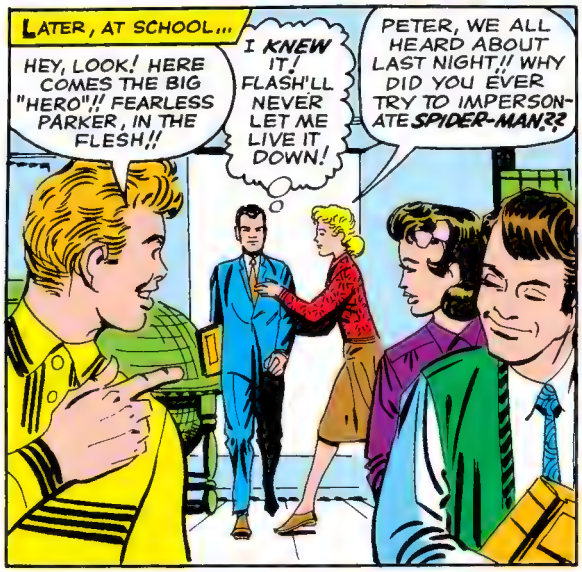

HOURS LATER, AT HOME...
POOR BOY! A NICE POLICEMAN BROUGHT HIM HOME! HE SAID HE HAD FAINTED IN THE STREET! I KNEW HE WAS COMING DOWN WITH SOMETHING!
NOTHING TO WORRY ABOUT, MRS. PARKER! IT'S JUST THE TWENTY-FOUR HOUR VIRUS! IT MAKES ONE WEAK AS A KITTEN FOR A DAY, BUT THEN IT PASSES! HE'LL BE FINE IN THE MORNING!

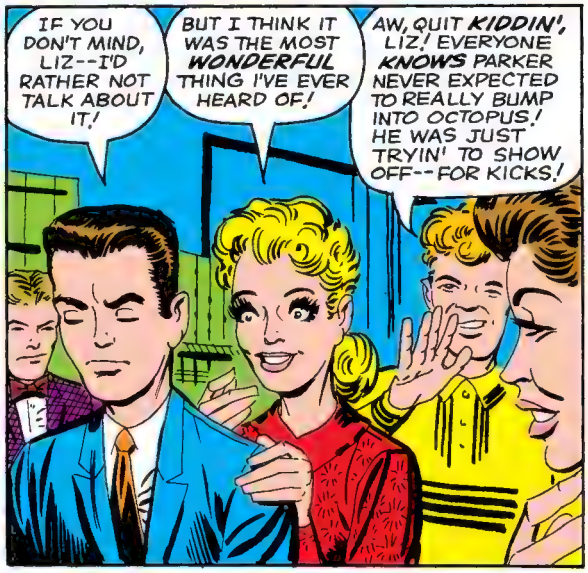

AS PETER SLEEPS, HIS REST IS BROKEN BY A TROUBLED DREAM...
WHAT ARE YOU? SOME KINDA NUT OR SOMETHING?? YOU SHOULD HAVE YOUR HEAD EXAMINED FOR APPEARING AS SPIDER-MAN WHEN YOU WERE SO WEAK! YOU KNOW THAT VIRUSES ARE THE ONE THING EVEN YOUR SPIDER STRENGTH CAN'T RESIST!
BUT-- I WAS SO WORRIED-- ABOUT BETTY-- SO WORRIED--

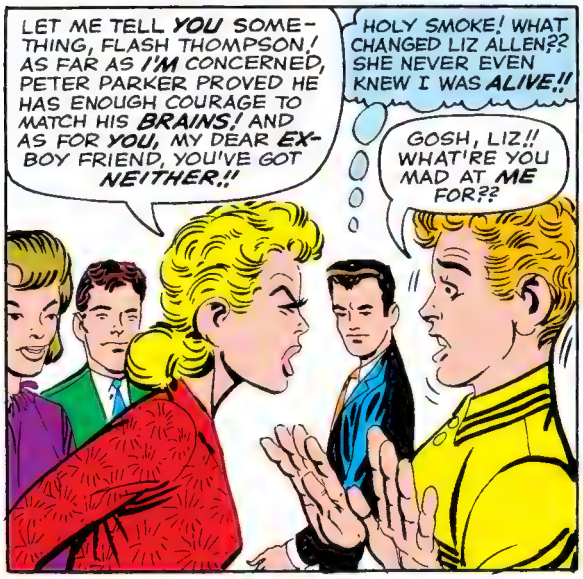

THEN, COMES THE NEXT MORNING-- MORE THAN TWENTY-FOUR HOURS AFTER THE VIRUS HAS STRUCK...
WHOOPEE! I FEEL LIKE A ZILLION BUCKS AGAIN!
I'VE GOT THE OL' SPIDER STRENGTH BACK! THE OL' ZINGAROOO!

UH OH!! MY SPIDER-MAN OUTFIT!! THE POLICE MUST HAVE SENT IT TO AUNT MAY! SHE MUST HAVE SEEN IT! I'LL HAVE TO MOVE FAST!
PETER! DID I HEAR YOU MOVING AROUND UP THERE?? I'M COMING UP! I WANT TO SPEAK TO YOU!

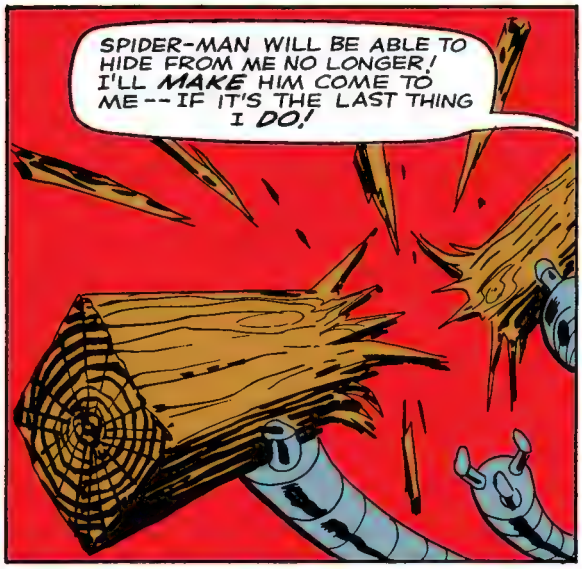

I RECEIVED A STRANGE COSTUME FROM THE POLICE THIS MORNING--AND I HEARD WHAT REALLY HAPPENED TO YOU LAST NIGHT! HOW COULD YOU POSSIBLY TAKE SUCH A CHANCE, IMPERSONATING THAT DREADFUL SPIDER-MAN!!
LOOK, AUNT MAY, I'M SORRY! I'LL NEVER DO IT AGAIN! HERE, I'M GONNA TAKE THAT SILLY COSTUME OUT AND BURN IT!
HOPE SHE DOESN'T SUSPECT I'VE STUFFED THIS BUNDLE WITH RAGS! I'M WEARING MY COSTUME UNDER MY SUIT!

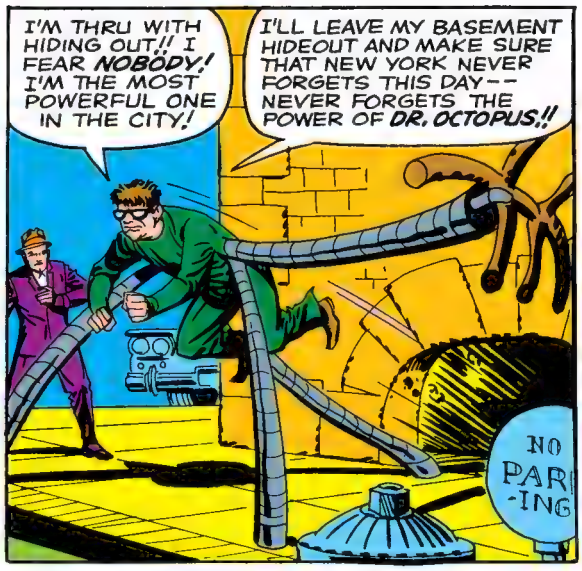

LATER, AT SCHOOL...
HEY, LOOK! HERE COMES THE BIG "HERO"!! FEARLESS PARKER, IN THE FLESH!!
I KNEW IT! FLASH'LL NEVER LET ME LIVE IT DOWN!
PETER, WE ALL HEARD ABOUT LAST NIGHT!! WHY DID YOU EVER TRY TO IMPERSONATE SPIDER-MAN??

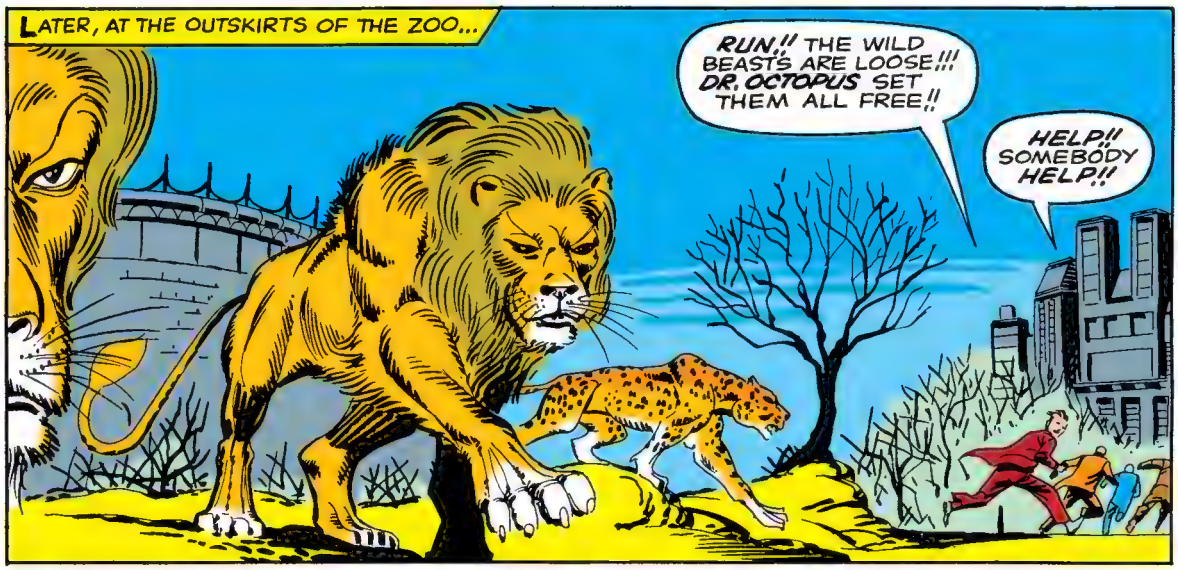

IF YOU DON'T MIND, LIZ--I'D RATHER NOT TALK ABOUT IT!
BUT I THINK IT WAS THE MOST WONDERFUL THING I'VE EVER HEARD OF!
AW, QUIT KIDDIN', LIZ! EVERYONE KNOWS PARKER NEVER EXPECTED TO REALLY BUMP INTO OCTOPUS! HE WAS JUST TRYIN' TO SHOW OFF--FOR KICKS!

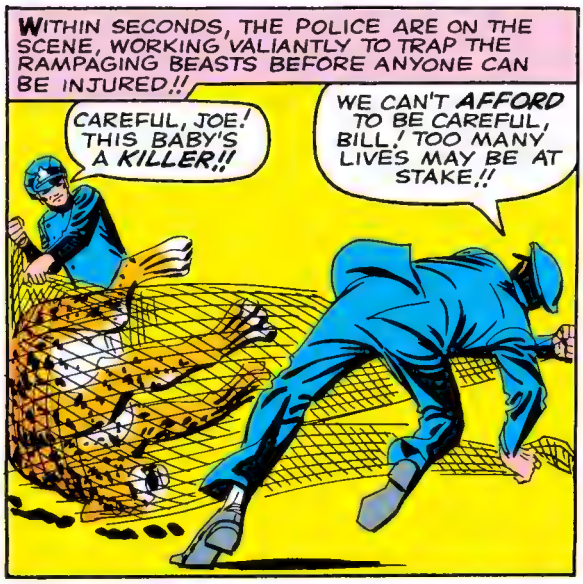

LET ME TELL YOU SOMETHING, FLASH THOMPSON! AS FAR AS I'M CONCERNED, PETER PARKER PROVED HE HAS ENOUGH COURAGE TO MATCH HIS BRAINS! AND AS FOR YOU, MY DEAR EX-BOY FRIEND, YOU'VE GOT NEITHER!!
HOLY SMOKE! WHAT CHANGED LIZ ALLEN?? SHE NEVER EVEN KNEW I WAS ALIVE!!
GOSH, LIZ!! WHAT'RE YOU MAD AT ME FOR??

MEANWHILE, AN ANGRY DR. OCTOPUS RIPS THE NEWSPAPERS TO SHREDS IN A FIT OF SAVAGE FURY...
THEY'RE MAKING A LAUGHING STOCK OF ME!! SAYING THAT I WAS FOOLED BY A TEEN-AGER!
WELL, THEY'LL ALL BE LAUGHING OUT OF THE OTHER SIDES OF THEIR MOUTHS BEFORE I'M THRU WITH THEM!


SPIDER-MAN WILL BE ABLE TO HIDE FROM ME NO LONGER! I'LL MAKE HIM COME TO ME--IF IT'S THE LAST THING I DO!

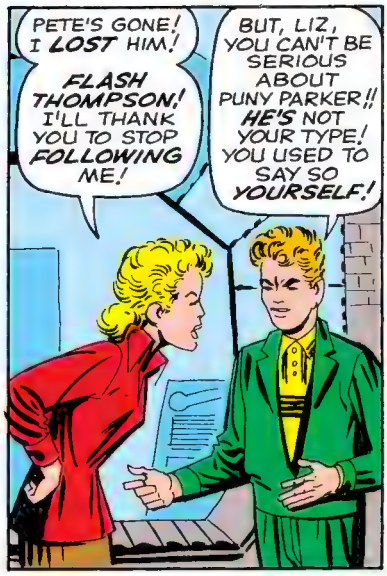

I'M THRU WITH HIDING OUT!! I FEAR NOBODY! I'M THE MOST POWERFUL ONE IN THE CITY!
I'LL LEAVE MY BASEMENT HIDEOUT AND MAKE SURE THAT NEW YORK NEVER FORGETS THIS DAY--NEVER FORGETS THE POWER OF DR. OCTOPUS!!
NO PAR -ING


LATER, AT THE OUTSKIRTS OF THE ZOO...
RUN!! THE WILD BEASTS ARE LOOSE!!! DR. OCTOPUS SET THEM ALL FREE!!
HELP!! SOMEBODY HELP!!

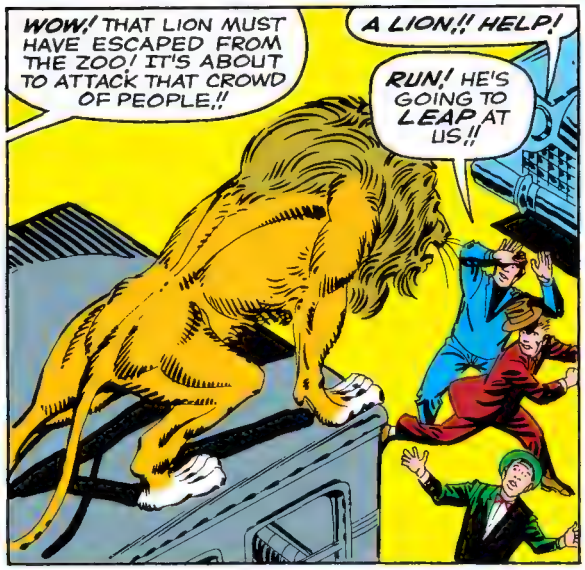

WITHIN SECONDS, THE POLICE ARE ON THE SCENE, WORKING VALIANTLY TO TRAP THE RAMPAGING BEASTS BEFORE ANYONE CAN BE INJURED!!
CAREFUL, JOE! THIS BABY'S A KILLER!!
WE CAN'T AFFORD TO BE CAREFUL, BILL! TOO MANY LIVES MAY BE AT STAKE!!

MEANWHILE, A SHORT DISTANCE AWAY...
THIS IS NUTS! LIZ WOULDN'T GIVE ME A TUMBLE BEFORE --BUT NOW SHE'S FOLLOWIN' ME AROUND LIKE A LOVESICK CALF!
PETER, WAIT FOR ME! I'LL WALK HOME WITH YOU! I WANT TO ASK YOU SOME-THING...
LIZ--WAIT! I THOUGHT WE WERE GOIN' BOWLING THIS AFTERNOON! LIZ--!!

THEN, QUICKLY ROUNDING A CORNER, THE AMAZING TEEN-AGER MOVES LIKE A STREAK...
NO ONE'S LOOKING! NOW'S MY CHANCE!


PETE'S GONE! I LOST HIM!
FLASH THOMPSON! I'LL THANK YOU TO STOP FOLLOWING ME!
BUT, LIZ, YOU CAN'T BE SERIOUS ABOUT PUNY PARKER!! HE'S NOT YOUR TYPE! YOU USED TO SAY SO YOURSELF!

WELL, PERHAPS I'VE GROWN MATURE ENOUGH TO REALIZE A BOY NEEDS MORE THAN A FOOTBALL LETTER TO REALLY BE A MAN!
SAY-- WHAT'S ALL THAT SHOUTING UP AHEAD! I'D BETTER HAVE A LOOK!


WOW! THAT LION MUST HAVE ESCAPED FROM THE ZOO! IT'S ABOUT TO ATTACK THAT CROWD OF PEOPLE!!
A LION!! HELP!
RUN! HE'S GOING TO LEAP AT US!!

I'VE NEVER FOUGHT ANYTHING LIKE THIS BEFORE-- BUT THERE'S ALWAYS A FIRST TIME!!

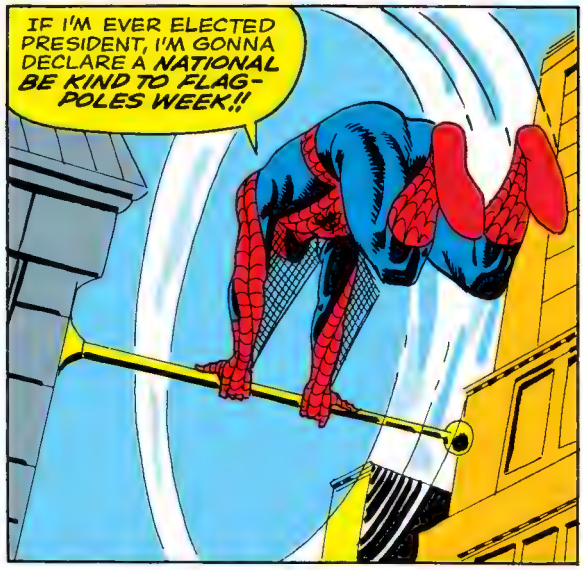
HERE COME THE POLICE--WITH A NET!
HE'S ALL YOURS, FELLAS!
QUICK! GET THE NET AROUND HIM!!
MUCH OBLIGED, SPIDER-MAN! WE'VE HAD OUR HANDS FULL WITH THESE ESCAPED BEASTS!

ESCAPED BEASTS?? THAT MEANS THERE'S MORE!! UH OH!! HERE'S ANOTHER ONE NOW!

SECONDS LATER...
THERE, BIG FELLA!! THAT WEBBING AROUND YOUR JAWS AND YOUR CLAWS WILL KEEP YOU HARMLESS TILL THE POLICE PUT YOU BACK WHERE YOU BELONG!

WOW! THE PLACE IS FILLED WITH 'EM! THERE'S A GORILLA PERCHED ON A LEDGE ABOVE ME! BE RIGHT WITH YOU, FUZZY!!

WHOOP!! I DIDN'T EXPECT HIM TO DROP DOWN TO MEET ME!! LOSIN' MY BALANCE-- FALLING--!!

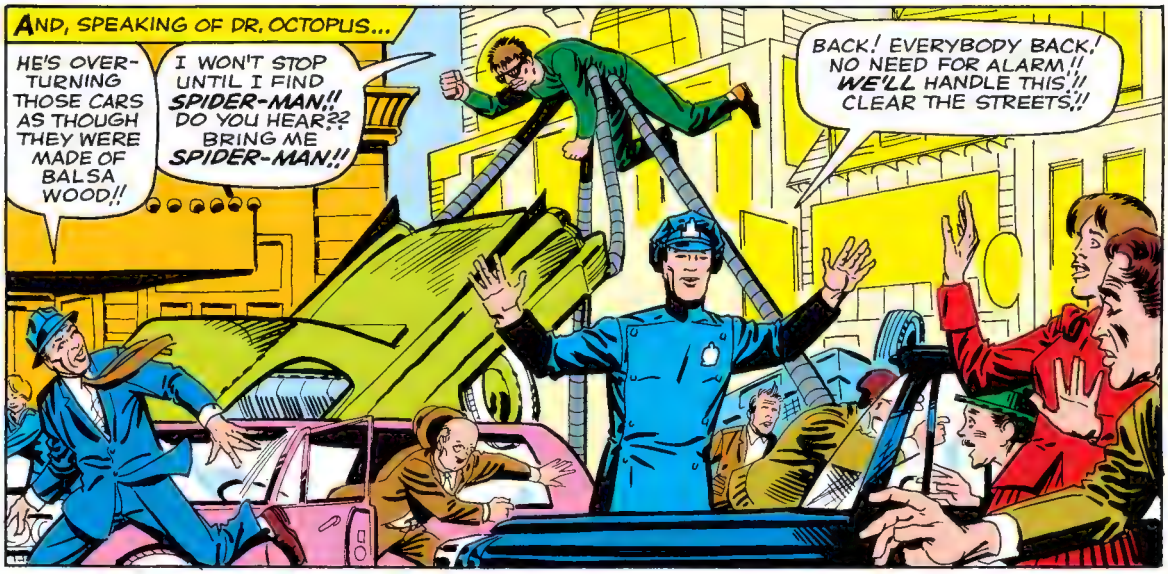

IF I'M EVER ELECTED PRESIDENT, I'M GONNA DECLARE A NATIONAL BE KIND TO FLAG-POLES WEEK!!

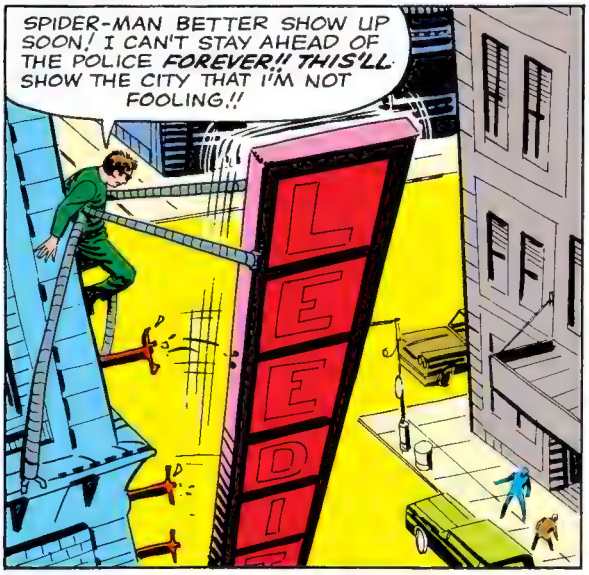
SAY, LITTLE FRIEND-- YOU'VE GOT THIS BACKWARDS!! I'M THE ONE WHO'S SUPPOSED TO BE CHASING YOU!!

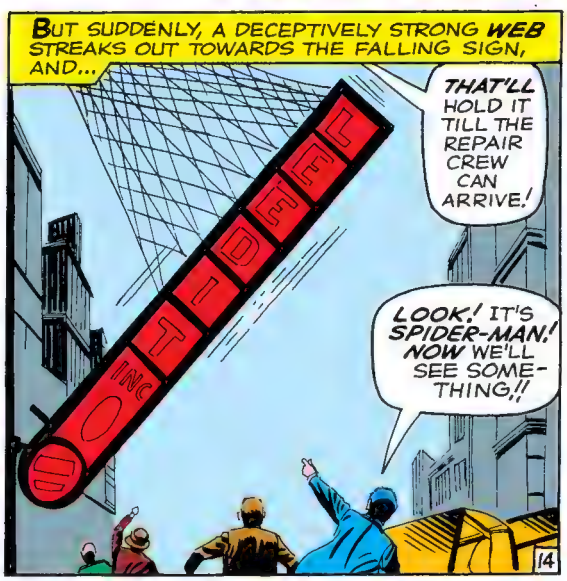
WELL, I SURE CAN'T GO BACK ANY FURTHER, SO I'LL TRY A LITTLE FORWARD FLIP! DIDN'T EXPECT THAT, DID YOU??

HE'S FALLING! HOPE MY WEB CAN HOLD HIM LONG ENOUGH FOR THE POLICE TO GET A NET UNDER HIM!
AHH! HERE THEY COME NOW!

WELL, THAT'S THE LAST OF THEM!
BOY! THAT SPIDER-MAN IS A POOR MAN'S FRANK BUCK!
NOW THAT THE ANIMALS ARE ALL ACCOUNTED FOR, WE'VE STILL GOT DR. OCTOPUS TO WORRY ABOUT!


AND, SPEAKING OF DR. OCTOPUS...
HE'S OVER-TURNING THOSE CARS AS THOUGH THEY WERE MADE OF BALSA WOOD!!
I WON'T STOP UNTIL I FIND SPIDER-MAN!! DO YOU HEAR?? BRING ME SPIDER-MAN!!
BACK! EVERYBODY BACK! NO NEED FOR ALARM!! WE'LL HANDLE THIS!! CLEAR THE STREETS!!


SPIDER-MAN BETTER SHOW UP SOON! I CAN'T STAY AHEAD OF THE POLICE FOREVER!! THIS'LL SHOW THE CITY THAT I'M NOT FOOLING!!
LEEDL


BUT SUDDENLY, A DECEPTIVELY STRONG WEB STREAKS OUT TOWARDS THE FALLING SIGN, AND...
THAT'LL HOLD IT TILL THE REPAIR CREW CAN ARRIVE!
LOOK! IT'S SPIDER-MAN! NOW WE'LL SEE SOME-THING!!
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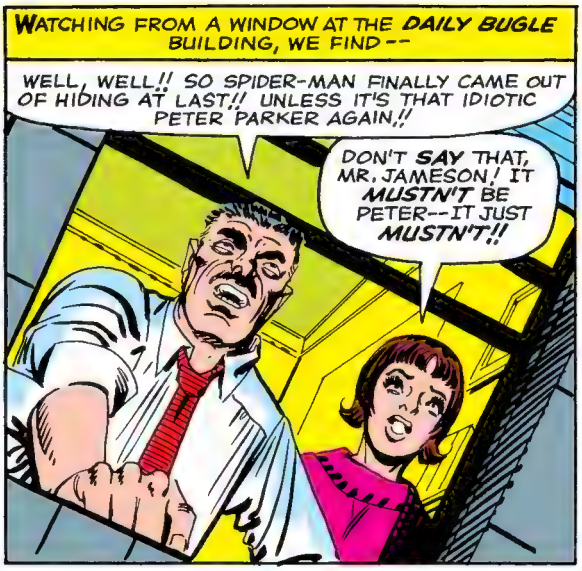
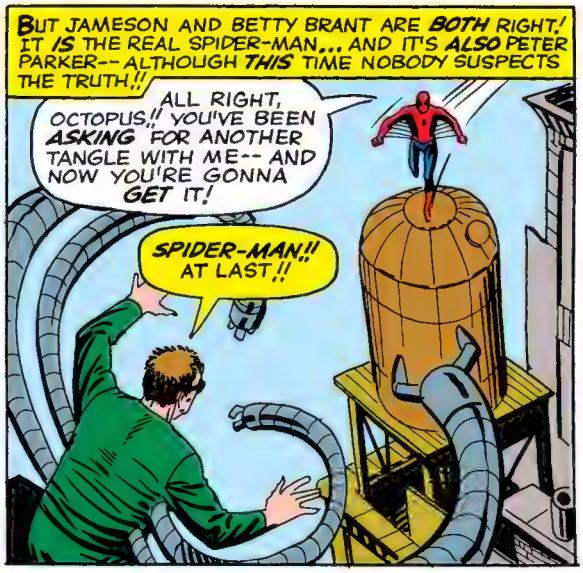
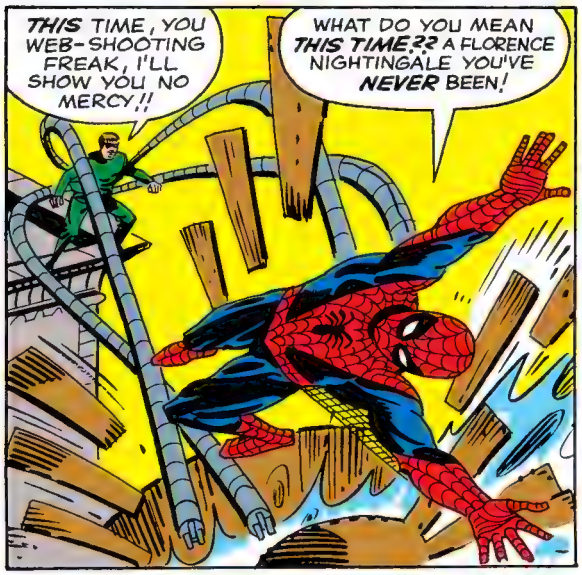
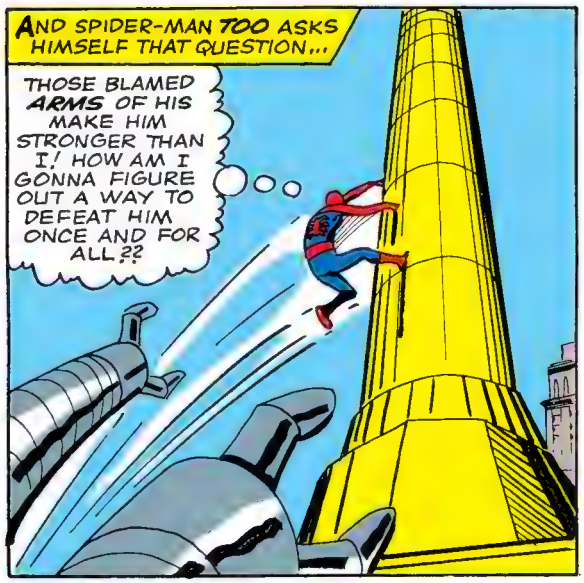
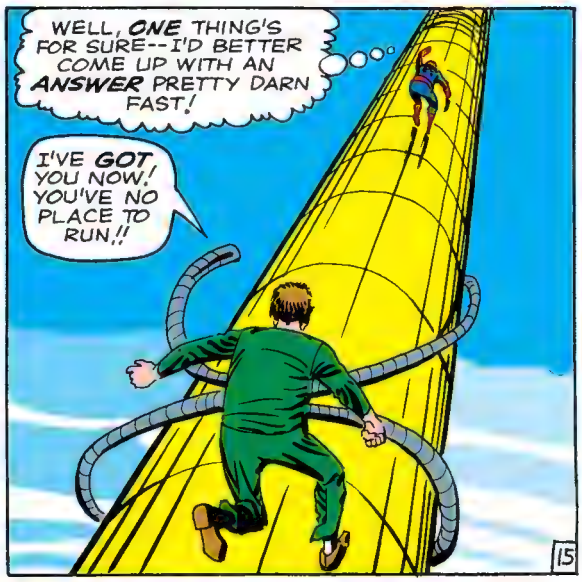

WATCHING FROM A WINDOW AT THE DAILY BUGLE BUILDING, WE FIND--
WELL, WELL!! SO SPIDER-MAN FINALLY CAME OUT OF HIDING AT LAST!! UNLESS IT'S THAT IDIOTIC PETER PARKER AGAIN!!
DON'T SAY THAT, MR. JAMESON! IT MUSTN'T BE PETER--IT JUST MUSTN'T!!


BUT JAMESON AND BETTY BRANT ARE BOTH RIGHT! IT IS THE REAL SPIDER-MAN... AND IT'S ALSO PETER PARKER--ALTHOUGH THIS TIME NOBODY SUSPECTS THE TRUTH!!
ALL RIGHT, OCTOPUS!! YOU'VE BEEN ASKING FOR ANOTHER TANGLE WITH ME-- AND NOW YOU'RE GONNA GET IT!
SPIDER-MAN!! AT LAST!!

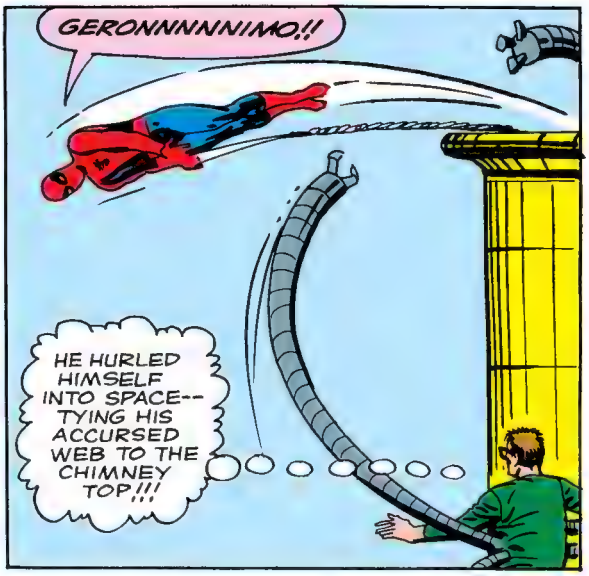

THIS TIME, YOU WEB-SHOOTING FREAK, I'LL SHOW YOU NO MERCY!!
WHAT DO YOU MEAN THIS TIME?? A FLORENCE NIGHTINGALE YOU'VE NEVER BEEN!

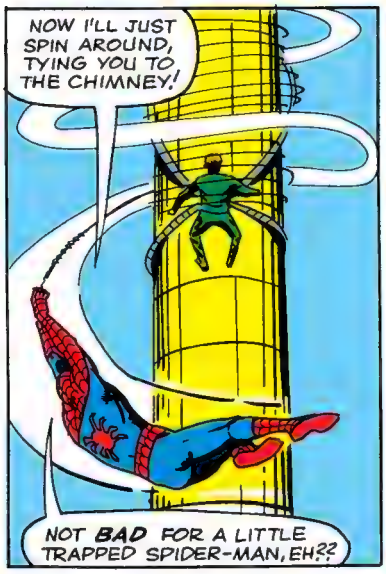
AND, A FEW STORIES BELOW--
BLAST HIM! THAT'S THE REAL SPIDER-MAN, ALL RIGHT!! PARKER WOULD NEVER HAVE HAD THE NERVE TO SOAK ME THAT WAY!
OHH, MISTER JAMESON!! DR. OCTOPUS IS SO MUCH BIGGER --SO MUCH MORE VICIOUS! WHAT CHANCE WILL SPIDER-MAN HAVE??


AND SPIDER-MAN TOO ASKS HIMSELF THAT QUESTION...
THOSE BLAMED ARMS OF HIS MAKE HIM STRONGER THAN I! HOW AM I GONNA FIGURE OUT A WAY TO DEFEAT HIM ONCE AND FOR ALL??

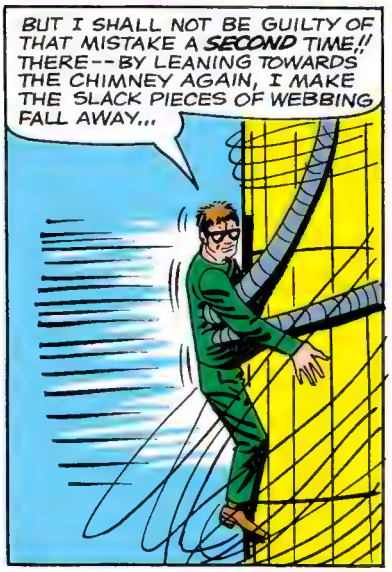

WELL, ONE THING'S FOR SURE--I'D BETTER COME UP WITH AN ANSWER PRETTY DARN FAST!
I'VE GOT YOU NOW! YOU'VE NO PLACE TO RUN!!

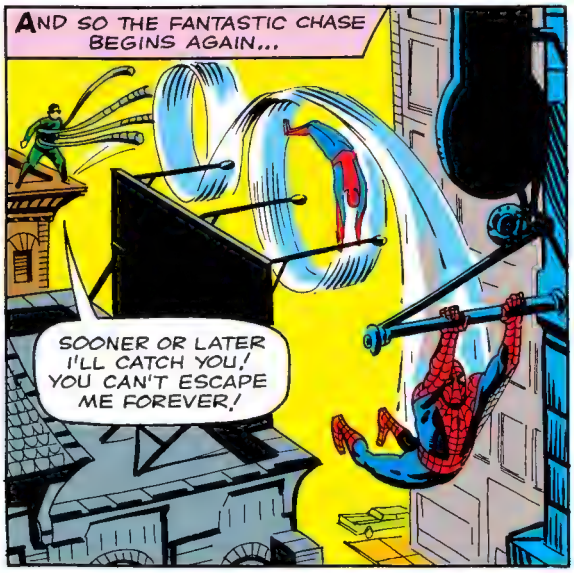
I CAN AFFORD TO TAKE MY TIME--TO RELISH THIS MOMENT --YOU'RE COMPLETELY TRAPPED!
THINK SO?? THEN JUST WATCH THIS--


GERONNNNNIMO!!
HE HURLED HIMSELF INTO SPACE--TYING HIS ACCURSED WEB TO THE CHIMNEY TOP!!!

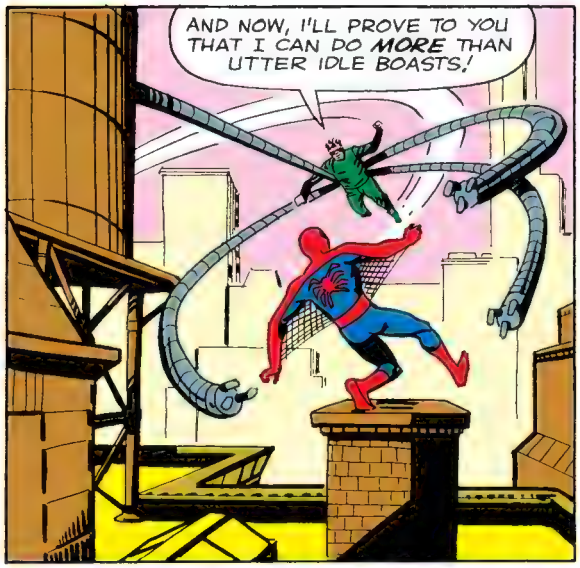

NOW I'LL JUST SPIN AROUND, TYING YOU TO THE CHIMNEY!
NOT BAD FOR A LITTLE TRAPPED SPIDER-MAN, EH??

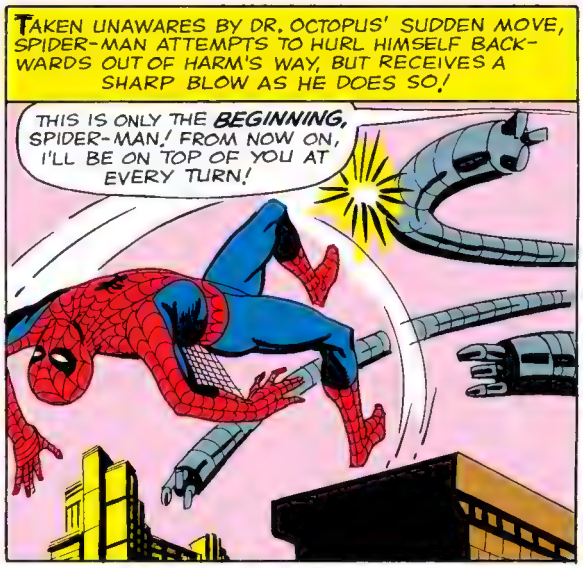
BUT, USING HIS INDESCRIBABLY POWERFUL ARMS, DR. OCTOPUS PUSHES HIMSELF FROM THE SMOKE STACK BEFORE THE WEB CAN BE COMPLETELY TIGHTENED AROUND HIM...
APPARANTLY I HAVE UNDERESTIMATED MY FAST-MOVING FOE...

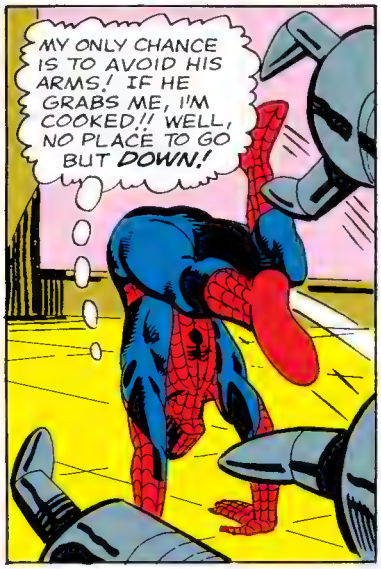

BUT I SHALL NOT BE GUILTY OF THAT MISTAKE A SECOND TIME!! THERE--BY LEANING TOWARDS THE CHIMNEY AGAIN, I MAKE THE SLACK PIECES OF WEBBING FALL AWAY...


AND SO THE FANTASTIC CHASE BEGINS AGAIN...
SOONER OR LATER I'LL CATCH YOU! YOU CAN'T ESCAPE ME FOREVER!

THOUGH YOU ARE MORE AGILE, I CAN COVER MORE GROUND WITH LESS EFFORT--AND I'M VIRTUALLY TIRELESS!!
GUESS YOU'RE RIGHT, OCK! IF ALL YOUR BOASTING DOESN'T TIRE YOU OUT, I GUESS NOTHING WILL!

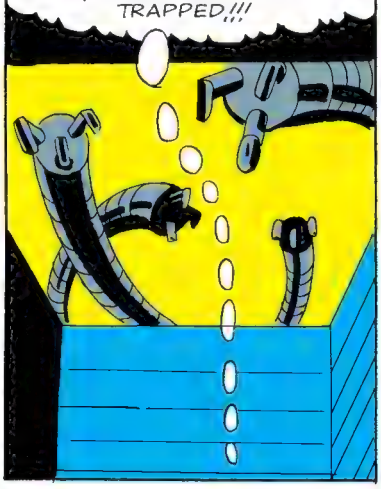

AND NOW, I'LL PROVE TO YOU THAT I CAN DO MORE THAN UTTER IDLE BOASTS!


TAKEN UNAWARES BY DR. OCTOPUS' SUDDEN MOVE, SPIDER-MAN ATTEMPTS TO HURL HIMSELF BACKWARDS OUT OF HARM'S WAY, BUT RECEIVES A SHARP BLOW AS HE DOES SO!
THIS IS ONLY THE BEGINNING, SPIDER-MAN! FROM NOW ON, I'LL BE ON TOP OF YOU AT EVERY TURN!

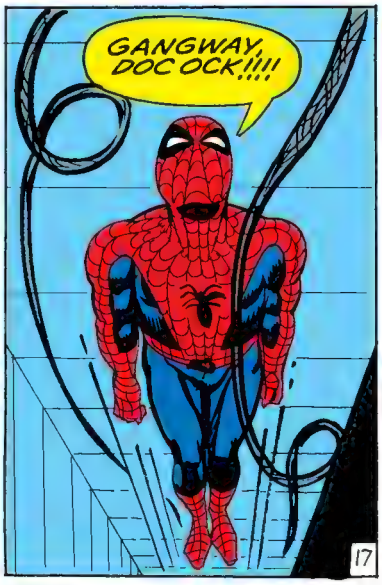

MY ONLY CHANCE IS TO AVOID HIS ARMS! IF HE GRABS ME, I'M COOKED!! WELL, NO PLACE TO GO BUT DOWN!

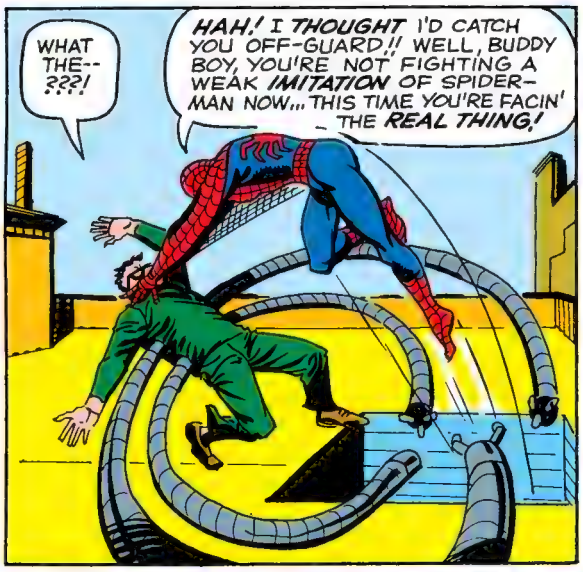
IT'S A LONG CHANCE, BUT MAYBE I CAN GET OUT OF HIS REACH IN THIS AIR SHAFT!
THEN I'LL FIGURE OUT A NEW PLAN OF ATTACK AND TAKE THE OFFENSIVE!

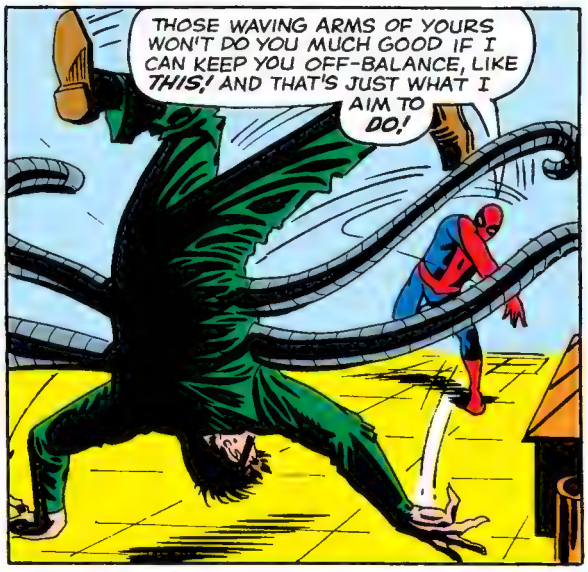
I'LL LOWER MYSELF BY MY WEB-- AND HOPE HE DIDN'T SEE ME!!

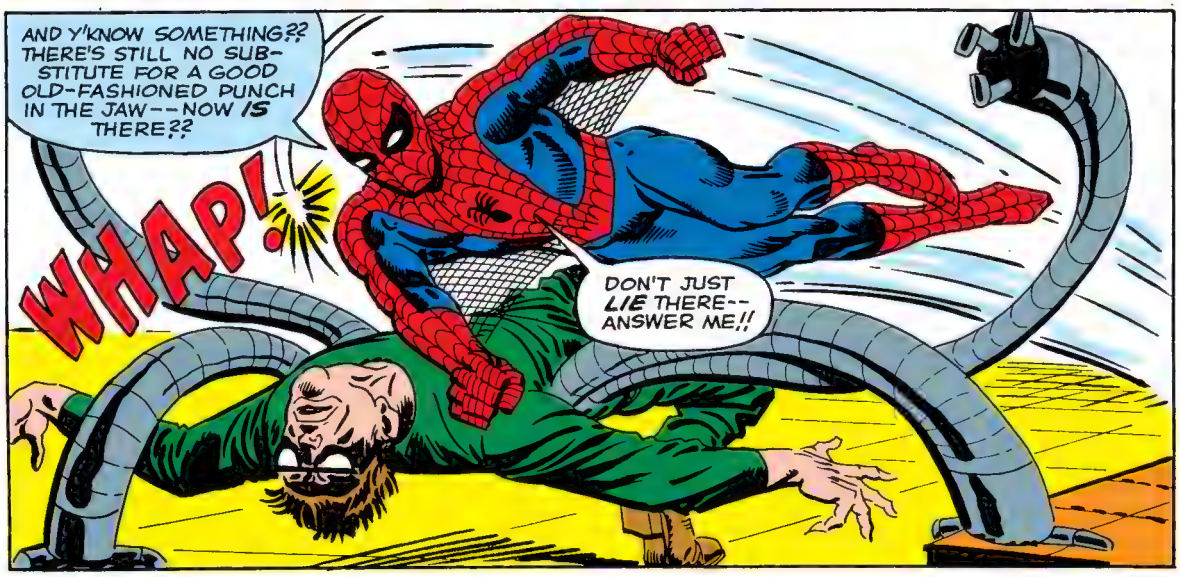

IT'S NO GOOD! HE KNOWS I'M HERE! BUT WAIT-- THIS IS MY CHANCE TO ATTACK-- NOW, WHEN HE THINKS I'M TRAPPED!!!

I'VE GOT MY WEBS STRETCHED TO EXACTLY THE RIGHT TENSION! NOW, ALL I NEED DO IS GIVE 'EM A SHARP TUG, AND...


GANGWAY, DOC OCK!!!!

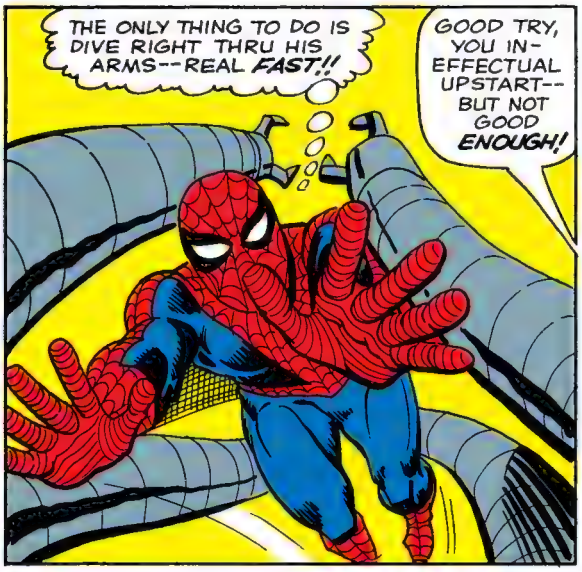

WHAT THE-- ???!
HAH! I THOUGHT I'D CATCH YOU OFF-GUARD!! WELL, BUDDY BOY, YOU'RE NOT FIGHTING A WEAK IMITATION OF SPIDER-MAN NOW... THIS TIME YOU'RE FACIN' THE REAL THING!

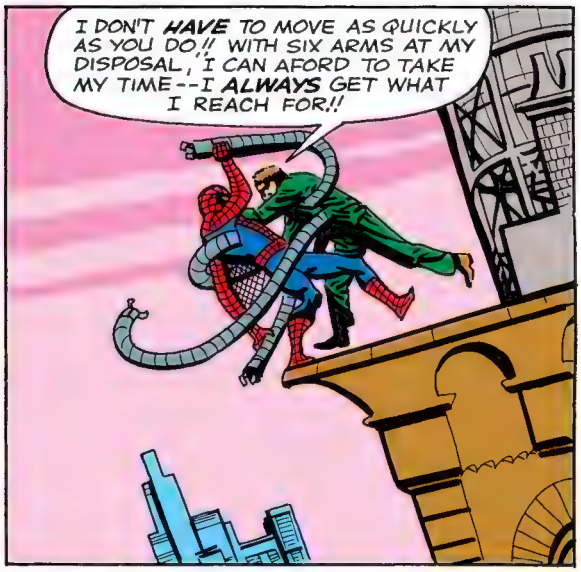

THOSE WAVING ARMS OF YOURS WON'T DO YOU MUCH GOOD IF I CAN KEEP YOU OFF-BALANCE, LIKE THIS! AND THAT'S JUST WHAT I AIM TO DO!


AND Y'KNOW SOMETHING?? THERE'S STILL NO SUB-STITUTE FOR A GOOD OLD-FASHIONED PUNCH IN THE JAW--NOW IS THERE??
WHAP!
DON'T JUST LIE THERE-- ANSWER ME!!

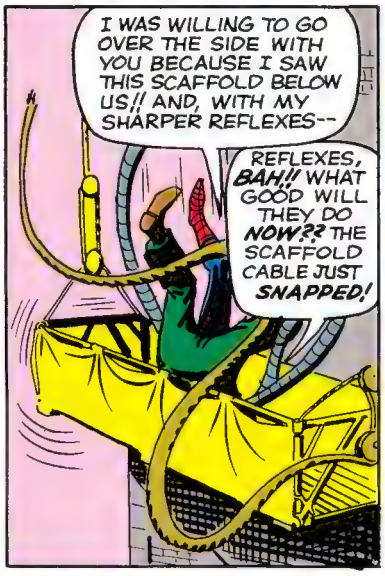
YOU FOOL!! YOU'VE ONLY GOT TWO ARMS TO PUNCH WITH--BUT I'VE GOT SIX!! YOU'RE LICKED BEFORE YOU START!
YOU'D LIKE TO THINK SO, WOULDN'T YOU??

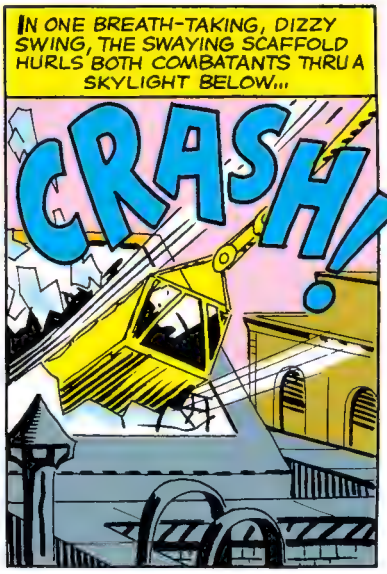
THIS IS NO GOOD! I MUSTN'T LET HIS ARMS KEEP ME AT BAY! MUSTN'T SLOW UP, OR I'LL LOSE THE ADVANTAGE!

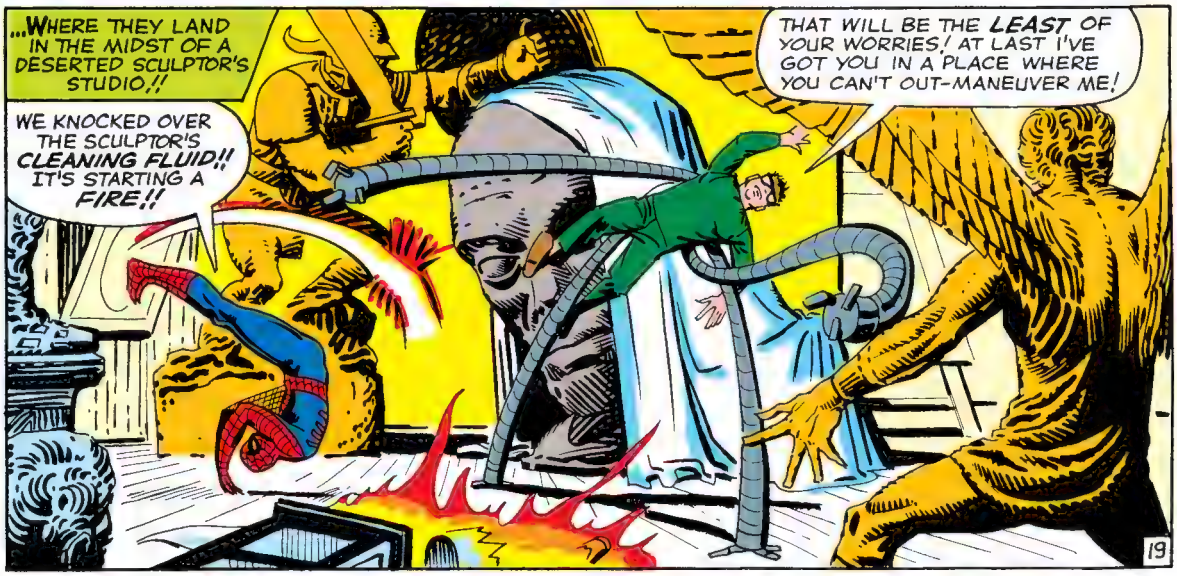

THE ONLY THING TO DO IS DIVE RIGHT THRU HIS ARMS--REAL FAST!!
GOOD TRY, YOU IN-EFFECTUAL UPSTART--BUT NOT GOOD ENOUGH!

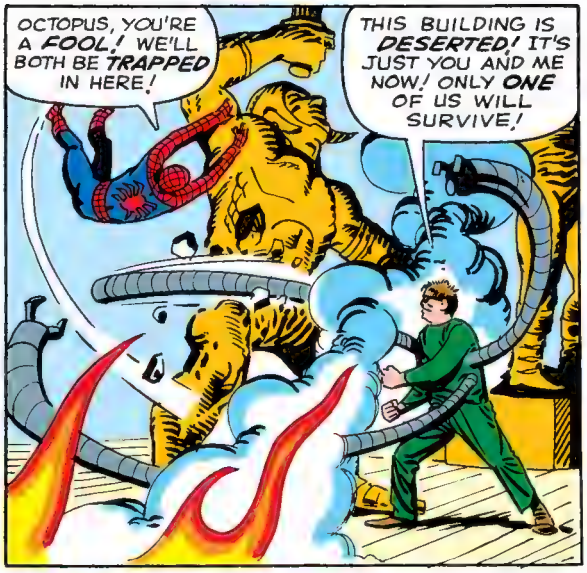

I DON'T HAVE TO MOVE AS QUICKLY AS YOU DO!! WITH SIX ARMS AT MY DISPOSAL, I CAN AFORD TO TAKE MY TIME--I ALWAYS GET WHAT I REACH FOR!!

LOOK!! DR. OCTOPUS IS TRYING TO PUSH SPIDER-MAN OFF THE EDGE OF THAT ROOF!!!
HE'S DOING IT!! SPIDER-MAN IS TOPPLING--WAIT--HE'S HOLDING ONTO OCTOPUS! THEY'RE BOTH FALLING!!!

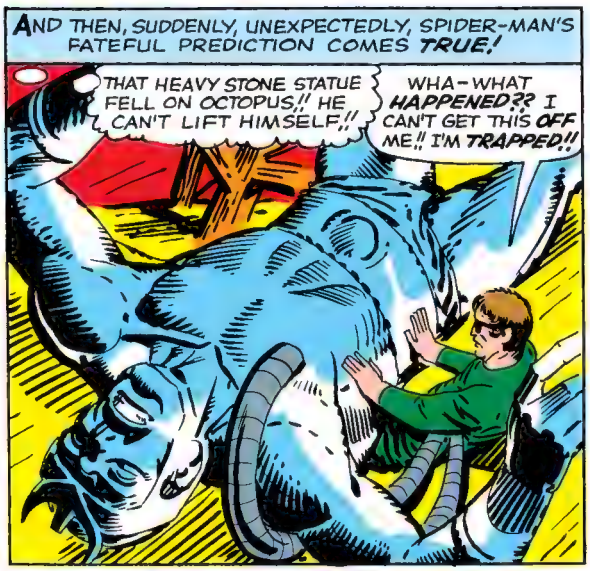

I WAS WILLING TO GO OVER THE SIDE WITH YOU BECAUSE I SAW THIS SCAFFOLD BELOW US!! AND, WITH MY SHARPER REFLEXES--
REFLEXES, BAH!! WHAT GOOD WILL THEY DO NOW?? THE SCAFFOLD CABLE JUST SNAPPED!

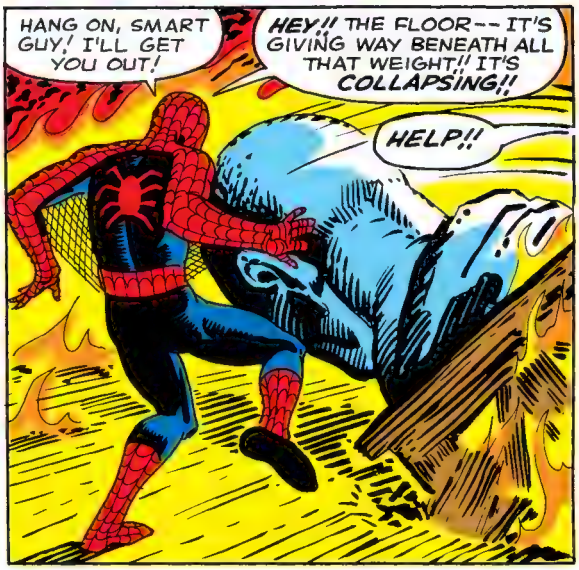

IN ONE BREATH-TAKING, DIZZY SWING, THE SWAYING SCAFFOLD HURLS BOTH COMBATANTS THRU A SKYLIGHT BELOW...
CRASH!


...WHERE THEY LAND IN THE MIDST OF A DESERTED SCULPTOR'S STUDIO!!
WE KNOCKED OVER THE SCULPTOR'S CLEANING FLUID!! IT'S STARTING A FIRE!!
THAT WILL BE THE LEAST OF YOUR WORRIES! AT LAST I'VE GOT YOU IN A PLACE WHERE YOU CAN'T OUT-MANEUVER ME!


OCTOPUS, YOU'RE A FOOL! WE'LL BOTH BE TRAPPED IN HERE!
THIS BUILDING IS DESERTED! IT'S JUST YOU AND ME NOW! ONLY ONE OF US WILL SURVIVE!

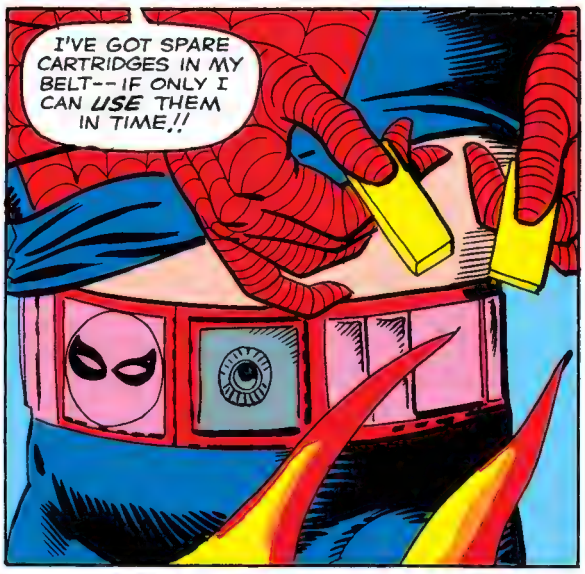
ARE YOU SO FILLED WITH HATE THAT YOU'RE WILLING TO DIE RATHER THAN STOP OUR BATTLE?? I CAN ESCAPE THRU ANY WINDOW, BUT YOU'LL BE TRAPPED BY SOME FALLING SCULPTURE!!
YOU WON'T TALK YOUR WAY OUT OF THIS!! I'M FINISHING YOU OFF NOW!!

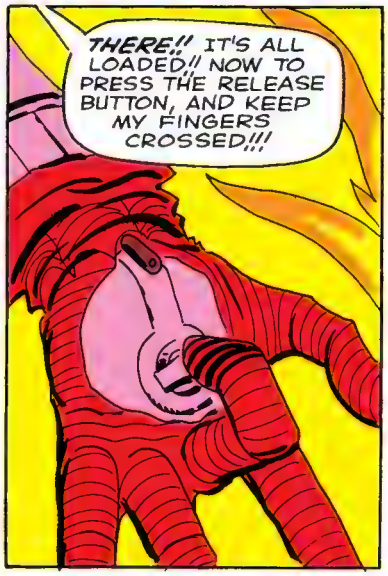

AND THEN, SUDDENLY, UNEXPECTEDLY, SPIDER-MAN'S FATEFUL PREDICTION COMES TRUE!
THAT HEAVY STONE STATUE FELL ON OCTOPUS!! HE CAN'T LIFT HIMSELF!!
WHA-WHAT HAPPENED?? I CAN'T GET THIS OFF ME!! I'M TRAPPED!!


HANG ON, SMART GUY! I'LL GET YOU OUT!
HEY!! THE FLOOR-- IT'S GIVING WAY BENEATH ALL THAT WEIGHT!! IT'S COLLAPSING!!
HELP!!

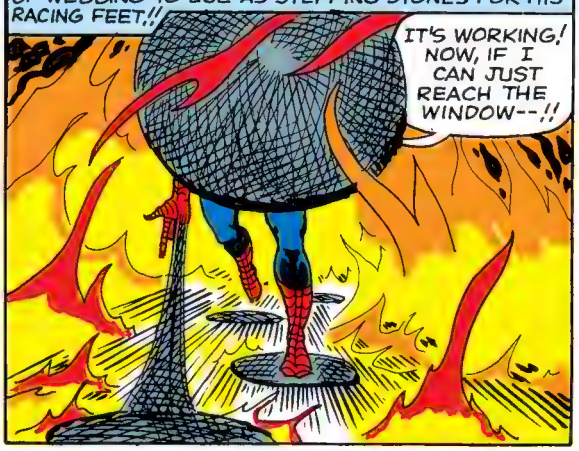
CAN'T GET TO HIM!! THE FLAME'S LEAPING TOO HIGH!! TOO HOT --CAN'T GET THRU!!

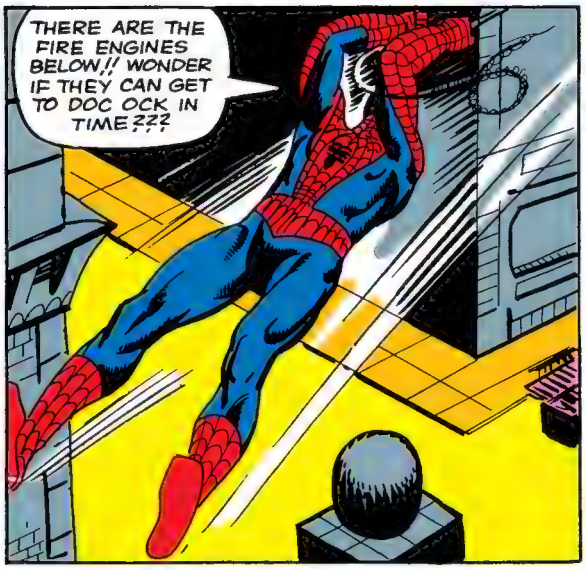
WHAT'S THE MATTER WITH ME! I'VE BEEN SO WORRIED ABOUT DOC OCK, I FORGOT ABOUT MYSELF!! THIS IS NO BED OF ROSES FOR ME, EITHER! HOW DO I GET OUT OF HERE??

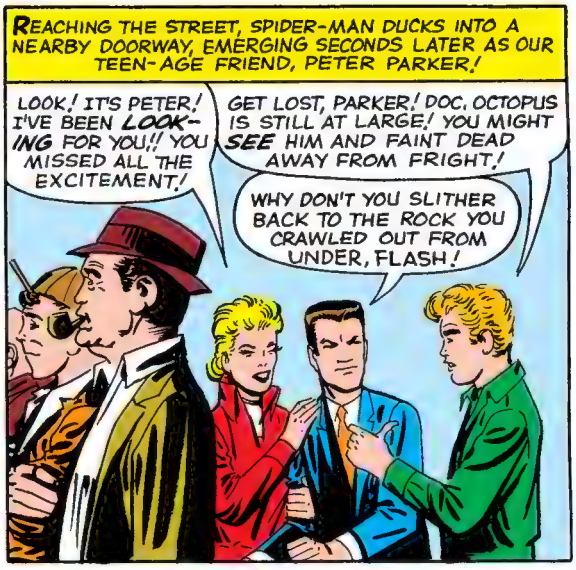




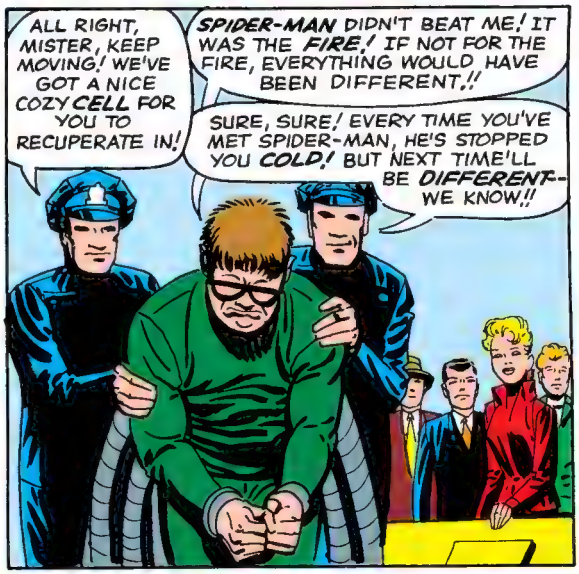
USING HIS AMAZING SPIDER-WEB LIKE A VIRTUOSO, PLAYING OUT JUST THE RIGHT AMOUNT OF FLUID AT JUST THE RIGHT SPLIT-SECOND, SPIDER-MAN MANAGES TO CREATE A FLAME-PROOF UMBRELLA FOR HIS HEAD, PLUS SOME SECTIONS OF WEBBING TO USE AS STEPPING STONES FOR HIS RACING FEET!!



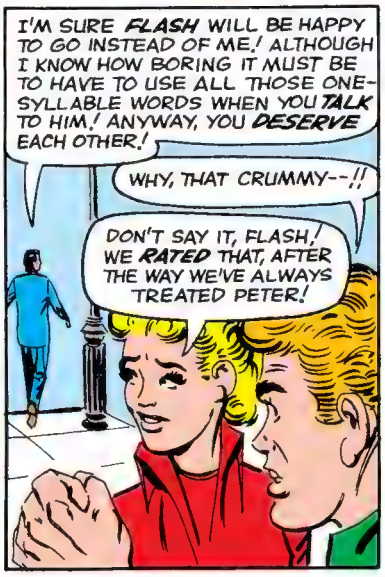

THERE ARE THE FIRE ENGINES BELOW!! WONDER IF THEY CAN GET TO DOC OCK IN TIME???

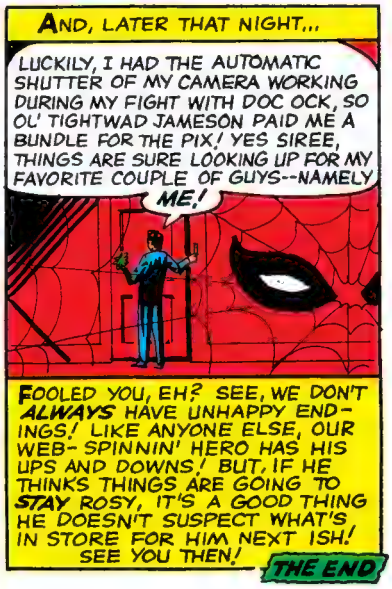

REACHING THE STREET, SPIDER-MAN DUCKS INTO A NEARBY DOORWAY, EMERGING SECONDS LATER AS OUR TEEN-AGE FRIEND, PETER PARKER!
LOOK! IT'S PETER! I'VE BEEN LOOKING FOR YOU!! YOU MISSED ALL THE EXCITEMENT!
GET LOST, PARKER! DOC. OCTOPUS IS STILL AT LARGE! YOU MIGHT SEE HIM AND FAINT DEAD AWAY FROM FRIGHT!
WHY DON'T YOU SLITHER BACK TO THE ROCK YOU CRAWLED OUT FROM UNDER, FLASH!

HEY! THERE'S DOCTOR OCTOPUS!! HE LOOKS HALF DEAD!
HE'S ALL YOURS, PAL! WE DON'T WANT HIM!
WELL, WE DO! WE'VE BEEN ITCHIN' TO GET OUR HANDS ON THIS CHARACTER!


ALL RIGHT, MISTER, KEEP MOVING! WE'VE GOT A NICE COZY CELL FOR YOU TO RECUPERATE IN!
SPIDER-MAN DIDN'T BEAT ME! IT WAS THE FIRE! IF NOT FOR THE FIRE, EVERYTHING WOULD HAVE BEEN DIFFERENT!!
SURE, SURE! EVERY TIME YOU'VE MET SPIDER-MAN, HE'S STOPPED YOU COLD! BUT NEXT TIME'LL BE DIFFERENT-- WE KNOW!!

NOW THEN, PETER, WHAT I WANTED TO ASK YOU WAS-- I'M HAVING A PARTY TONIGHT, AND...
SORRY, LIZ! NO CAN DO! I'VE GOT A DATE WITH A CERTAIN LITTLE BRUNETTE TONIGHT, EVEN THOUGH SHE MAY NOT KNOW IT YET!


I'M SURE FLASH WILL BE HAPPY TO GO INSTEAD OF ME! ALTHOUGH I KNOW HOW BORING IT MUST BE TO HAVE TO USE ALL THOSE ONE-SYLLABLE WORDS WHEN YOU TALK TO HIM! ANYWAY, YOU DESERVE EACH OTHER!
WHY, THAT CRUMMY--!!
DON'T SAY IT, FLASH! WE RATED THAT, AFTER THE WAY WE'VE ALWAYS TREATED PETER!


AND, LATER THAT NIGHT...
LUCKILY, I HAD THE AUTOMATIC SHUTTER OF MY CAMERA WORKING DURING MY FIGHT WITH DOC OCK, SO OL' TIGHTWAD JAMESON PAID ME A BUNDLE FOR THE PIX! YES SIREE, THINGS ARE SURE LOOKING UP FOR MY FAVORITE COUPLE OF GUYS--NAMELY ME!
FOOLED YOU, EH? SEE, WE DON'T ALWAYS HAVE UNHAPPY ENDINGS! LIKE ANYONE ELSE, OUR WEB-SPINNIN' HERO HAS HIS UPS AND DOWNS! BUT, IF HE THINKS THINGS ARE GOING TO STAY ROSY, IT'S A GOOD THING HE DOESN'T SUSPECT WHAT'S IN STORE FOR HIM NEXT ISH! SEE YOU THEN!
THE END

SPIDER'S WEB

Dear Stan and Steve,

Please don't change Spider-Man. He seems so human right now. I know that people can be as aggravating as his schoolmates are to him. He is too busy to conform to their personal code, so as he is different, they scorn him. Don't they have anything better to do? I have the same problem so I feel akin to Spider-Man. I also like the problem he has of not having anyone to confide in. We all have an Aunt May, but though she may have our best interests at heart, I think there are always some things we keep to ourselves. (Such as Pete not telling her he's Spider-Man.) I enjoyed the Vulture's Return very much. As I was reading the letter column I saw a letter by Sidney Wright. He thinks Spider-Man (rather Peter Parker) should have a girl friend to side with him. I disagree. Every super-hero has someone to defend him. What makes Spider-Man different is that he must battle alone through life.

Jodene Green Acciavatti
1754 Beacon St.
Brookline 46, Mass.

Poor Spidey! Not only do the villains hate him, but now even his fans want him to suffer alone!

Dear Stan and Steve,

It'll sure be a long time before you make a cover as wonderful as you did on issue #8. I'll never understand how such a good cover was put on such a crummy story. Then on issue #9 – a crummy cover was put on a good story. Boy, you guys are mixed-up!

Doug Garlinger
872 N. West St.
Winchester, Ind.

We never denied it, Doug!

Dear Stan and Steve,

Of all the Spider-Man yarns I have read thus far (and I've read them all), SPIDER-MAN #9 takes the cake. None of the others, although masterpieces in themselves, can claim having the best-written story ever presented as was the case with this ish. Instead of just rambling on a few more chapters of praises as I could easily do, I'd just like to sum up my feelings about Spider-Man with the following phrase: Spider-Man was the smash hit of fandom for 1963, true, but if the stories are anything like that presented in #9, he will cop this honor in 1964. Many thanks and keep up the tremendous work in the future to maintain fandom's greatest character.

Paul Feola
1050 Waverly Ave.
San Antonio 1, Texas

Don't worry, Paul, we'll keep it up. Know why? We just saw the greatest little sports car . . .

Dear Stan and Steve,

I would like to know why whenever Peter Parker gets the spider sense we see half of his spider mask on his face? And why doesn't anybody else notice it?

John Rochrig
521 E. Pasadena
Peoria, Ill.

It's just symbolic, John. It doesn't really show. It's just to let you, the reader, know that Pete's spider sense is tingling.

Dear Stan and Steve,

Good grief! Someone once remarked that you at Marvel are the bane of fanzine editors, for no sooner do we print something than it's out of date! While quality is your most important product, progress runs a close second. Marvel magazines and characters are NOT ill-written, not stereotyped, not conventional, and certainly not static!

Paul Moslander
1206 31 Avenue
San Mateo, Calif.

But, now that we know what we're NOT — we're waiting to learn what we ARE!

Dear Stan and Steve,

SPIDER-MAN #8 was different and although good, somewhat of a letdown. "Spider-Man vs. the Human Torch" made Spider-Man look like a trouble-maker. What in heck was he doing charging in on Torch's party? No reason at all – no wonder the Torch has it in for him. I feel this gave my favorite hero a bad name. In the other Spider-Man/Torch upsets, it was a two-way conflict. Please try to refrain from giving Spider-Man a wise guy attitude. However, the Living Brain story was your usual great work! Here's a new, original type of foe I dig. Ditko's action scenes, which I've come to love, were a-plenty and the story plot was tops! I was really in there cheering for Peter Parker to bust Flash Thompson. I've been biting my nails waiting for this battle and you handled it nicely. Now over to TALES OF SUSPENSE #49. This issue made me an even bigger fan of the Angel. As I've said before, he's the best of the X-Men. The plot was a wonderful idea and was one of the best Iron Man stories. Iron Man's getting better with each issue. STRANGE TALES #116 was the best ish yet of your past issues. Where have you been hiding Dick Ayers? His artwork is really great! He does the Thing and the Torch better than Jack. It looked as though he was really inspired and here's my scream for more. I can't get over it – the art alone was enough to force me into getting two copies. A fabulous cover too! As for the story, it was great! This one had a great deal of suspense and worked through an interestingly different plot. Dr. Strange was a weirdo. I was never one of his devoted fans but with this issue, you've sold me. F.F. #22 was your best this time around. This already fabulous group has risen to new heights with the introduction of the Invisible Girl's new powers. As of this issue, she's a valuable member. The Mole Man's return was handled smoothly and provided for an even better story than his first appearance. Jack's artwork was back to normal after last issue's letdown, and in his best style! No doubt about it, this was a great issue!

Wayne Warfield
Box 326
Aberdeen, Md.

Whew! Web-spinners, if you think this is a long letter, you shoulda seen it before we CUT it!

CONTINUED . . .

Dear Stan and Steve,

The dictionary describes "magnificent" as "grand in appearance, splendid; exalted, noble." I must say it describes your mag also! As for the AMAZING SPIDER-MAN, I describe him as – my favorite and very original. However, I do think that Spider-Man should keep his temper quiet with the F.F. I also think that a romance between Sue Storm and Spider-Man would be very interesting. Keep up the very good work!

Charles Coryell
605 Gray St.
Joplin, Mo.

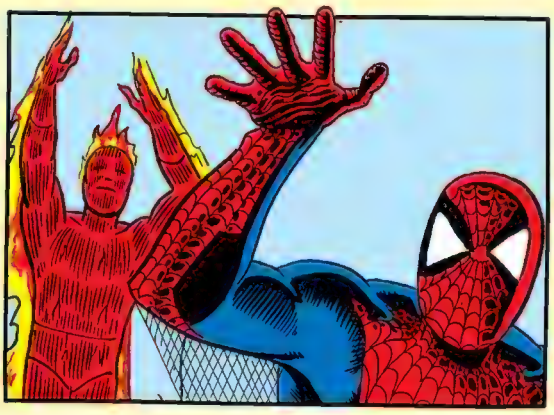
Sue Storm is a little too old for Spidey, Charles. But maybe we could arrange a flirtation between her and J. Jonah Jameson, huh?

Dear Stan and Steve,

In the STRANGE TALES ANNUAL the "Spider-Man vs. Human Torch" story was simply great. I hope that we will see a series of Torch vs. Spider-Man battles. I wish Spider-Man would become a member of the Avengers even if he's a member temporarily. The reason is because then the Avengers and the Fantastic Four could have an episode together trying to stop the Human Torch and the Amazing Spider-Man from battling each other!

Victor Tung
259-03 80th Ave.
Floral Park, N.Y.

We still prefer Spidey as a loner ourselves, and we think most of our fans agree — or DO you?



Dear Stan and Steve,

I have just finished reading AMAZING SPIDER-MAN #8 and I consider it the best issue I've read yet. To begin with, the cover was terrific (good place to begin). Using red on a yellow field looks great and I hope to see it more often. I liked the idea of not showing any one scene on the cover. It seemed more spectacular that way. The first story was great! I was glad to see two stories. But you shouldn't have interrupted the fight with the parts about the Human Brain being stolen. Also, you should have let Peter win the fight fair and square. The fight scenes were great! And I really got a kick out of panel 4 on page 6. I didn't like the second story. You made Spider-Man seem like a conceited show-off. Please don't have him crashing any more parties!

Richard Vincent
#5 1395 Yost St.
Aurora, Colo.

Okay, if you want him to be a wall-flower. . . . (But actually, Dick, we AGREE with you. We don't approve of party crashing either, and Spidey won't do it again!)

Dear Stan and Steve,

You've done it again. This is the best issue yet – SPIDER-MAN #9. It topped everything in the past with the exception of the Spider-Man vs. Vulture fight in J. J. Jameson's offices, and Pete Parker's punching Flash Thompson. This Electro is one of the sharpest villains to come along in anybody's mag! The uniform is really flashy – nice and colorful which is what I like. It shows the usual originality that goes along with all Marvel mags. The Spider-Man vs. Electro battles were really good. There was a lot of action and drama in this ish. Of course, that old hypocrite J. J. Jameson was good as a comic relief. The last couple of pages in Jameson's offices, were a riot. Old J. J. raging, Pete coming in with the pix, and, all of a sudden, everything is sweetness and light. Love your mag –keep up the fine work.

Dave Cockrum
Braiden Hall
Fort Collins, Colo.

It's a deal! You keep buyin', and we'll keep workin'!

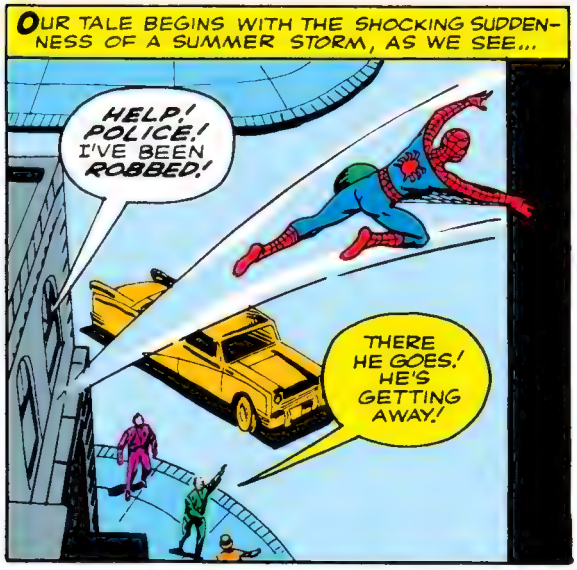
SPECIAL ANNOUNCEMENTS SECTION:

- **Okay, here we are! Now, what'll we talk about?**
- **Well, for a starter, we'd like to ask your opinion. As you know, last issue and this one both had Doc Ock as a villain. What do you think of the idea of occasionally featuring a villain for two ishes in a row? Like it? We'll wait to hear from you.**
- **We've received many letters from fans who feel that Betty is too old to be dating Pete. Although, we tried to explain this in the past, for those who've missed the point, we'll tackle it again – Betty is actually a few months YOUNGER than our hero. She had to leave school and take a job because she needed the money, and she intends to complete her education at night when she gets the chance. She only SEEMS older because Pete is a high school senior while she is a working girl. Okay?**
- **By the way, do you like Betty's new hairdo? Hope so, because Stan had to argue with Steve for months before Mr. D. would make the change! (He claims it's tough enough having to draw those millions of little webs all the time, without being a hair-style expert too!)**
- **As for ol' Doc Ock, even though he's on his way to jail now, we all know that popular super-villains never seem to STAY there, so don't be too surprised some day in the future. . . .**
- **By the time you read this, our newest mag, DAREDEVIL, should be on sale. Putting that thing out was like a comedy of errors! We lost some pages of the script, we missed our first deadline, we couldn't decide on his costume till the last minute, and we did the cover over a zillion times! So, with all those things against it, it'll probably end up being a surprise HIT! (We hope). We tried to tell the story in the now-famous Spider-Man style, and are very anxious to hear how you like it. 'Nuff said.**
- **Now, just a word about our sister mag (or should it be BROTHER mag?) THE FANTASTIC FOUR! Ish #26, on sale now, presents the wrap-up of the greatest fight ever seen in comics – the titanic, never-to-be-forgotten battle between the HULK and the THING! And, what's more, it also features THE AVENGERS! If you don't think it's just about the greatest 12¢ worth ever, let us know and we'll – cry our eyes out!**
- **And now, here it is – our preview of SPIDER-MAN #13! (Ta ta ta ta, ta taaaa!) We figure it's time to introduce a brand-new super villain! (And for those of you who say we use the word "super" too much, what ELSE can we call him??) Next ish you're gonna see the most rootin'-tootin' swingin' wing-dingin'est arch-foe you ever did see! So, fold your little webs neatly away for now, and be with us again next ish! We HATE to be stood up!**

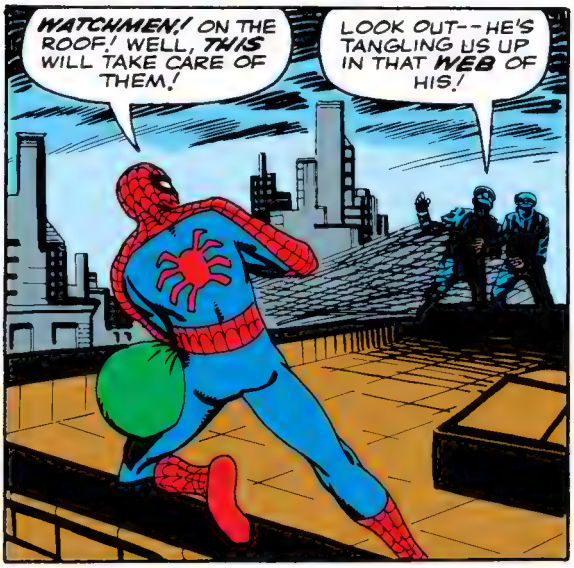
the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
13 JUNE
WE'VE DONE IT! WE'VE CREATED THE GREATEST VILLAIN OF ALL FOR OL' SPIDEY!
"MYSTERIO!"
WHO, OR WHAT IS HE?

WHAT'S THIS?? SPIDER-MAN TURNING TO CRIME?? YOU'RE IN FOR A REAL SHOCK!
EVER SEE A COMIC MAG SUPER-HERO TAKE HIS TROUBLES TO A PSYCHIATRIST? YOU WILL NOW!

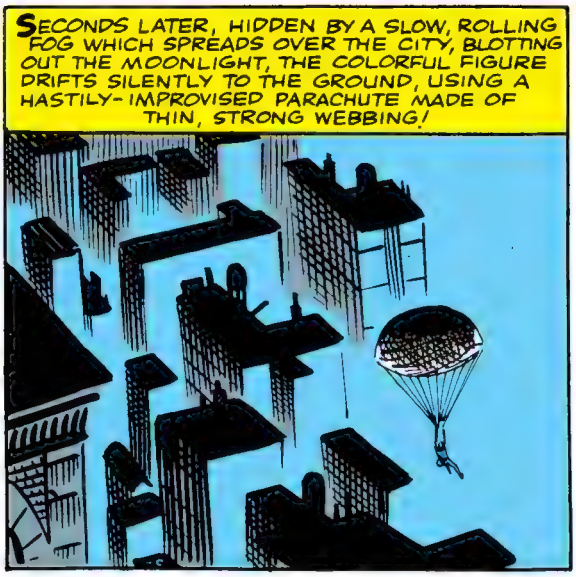
SPIDER-MAN
"THE MENACE OF...
MYSTERIO!"
CAN WE BELIEVE OUR EYES? HAS THE AMAZING SPIDER-MAN TURNED TO CRIME?
THE EDITORS SINCERELY FEEL THAT THIS MAY WELL BE ONE OF THE MOST GRIPPING TALES OF THE YEAR!
PRESENTED WITH PRIDE BY ONE OF THE MOST FAMOUS TEAMS IN COMICS:
STAN LEE, AUTHOR
STEVE DITKO, ARTIST
LETTERED BY: ART SIMEK
BEFORE VERY LONG, YOU ARE ABOUT TO MEET A STARTINGLY DIFFERENT BREED OF ARCH-VILLAIN! EXPECT THE UNEXPECTED WHEN YOU SEE...
"MYSTERIO!"
X-670
1


OUR TALE BEGINS WITH THE SHOCKING SUDDENNESS OF A SUMMER STORM, AS WE SEE...
HELP! POLICE! I'VE BEEN ROBBED!
THERE HE GOES! HE'S GETTING AWAY!

DID YOU RECOGNIZE HIM??
OF COURSE! IT WAS SPIDER-MAN!
NOBODY ELSE CAN LEAP OR CLIMB SHEER WALLS LIKE THAT!


WATCHMEN! ON THE ROOF! WELL, THIS WILL TAKE CARE OF THEM!
LOOK OUT--HE'S TANGLING US UP IN THAT WEB OF HIS!

HURRY--WE'VE GOT TO CUT OURSELVES FREE!
TOO LATE! HE'S GETTING AWAY!


SECONDS LATER, HIDDEN BY A SLOW, ROLLING FOG WHICH SPREADS OVER THE CITY, BLOTTING OUT THE MOONLIGHT, THE COLORFUL FIGURE DRIFTS SILENTLY TO THE GROUND, USING A HASTILY-IMPROVISED PARACHUTE MADE OF THIN, STRONG WEBBING!

THEN, AFTER THE WATCHMEN HAVE FREED THEMSELVES...
HE GOT AWAY, BUT AT LEAST WE KNOW WHO IT WAS! IT WAS SPIDER-MAN!
WE'LL GET HIM SOONER OR LATER! BUT I NEVER THOUGHT HE'D REALLY TURN TO CRIME!

THE NEXT DAY, SCENES LIKE THIS TAKE PLACE ALL OVER THE NATION...

READ ALL ABOUT IT! SPIDER-MAN WANTED BY POLICE!

IT'S UNBELIEVABLE! WHY WOULD HE DO IT?

HE PROBABLY DECIDED TO CASH IN ON ALL HIS SUPER POWERS-- THE CRUMMY CROOK!

MY CHILDREN HAD ALWAYS ADMIRED HIM! THIS WILL BE SUCH A SHOCK TO THEM!

IT'S A GREAT SHOCK TO ALL OF US!

HE MUST BE NUTS IF HE THINKS HE CAN GET AWAY WITH A ONE-MAN CRIME WAVE, NO MATTER HOW POWERFUL HE IS!

THE POLICE WILL SURE HAVE A TOUGH JOB GETTING HIM! BUT THEY'LL DO IT, SOONER OR LATER!

AND, IN THE OFFICE OF J. JONAH JAMESON, PUBLISHER OF NOW MAGAZINE AND THE DAILY BUGLE...

FIND ALL THE OLD EDITORIALS I WROTE, ACCUSING SPIDER-MAN OF BEING A MENACE! I WANT TO REPRINT THEM NOW, SO PEOPLE CAN SEE HOW RIGHT I WAS!

I CAN'T BELIEVE THIS OF SPIDER-MAN! I STILL REMEMBER HOW HE ONCE SAVED MY LIFE....!*

*SPIDER-MAN #11 - EDITOR.

AND, IN THE SCHOOL YARD OF MIDTOWN HIGH...

SPIDER-MAN SURE HAD ALL OF US FOOLED!

WHEN I THINK HOW WE MADE A HERO OF HIM--WHAT FOOLS WE WERE!

GEE, I DON'T KNOW, LIZ! WE CAN'T BE POSITIVE! HE MAY STILL BE INNOCENT!

KNOCK IT OFF, FLASH! HE'S GUILTY AND YOU KNOW IT!

AND NOW, THE MOMENT WE'VE BEEN WAITING FOR! LET'S VISIT SPIDER-MAN HIMSELF-- IN HIS EVERYDAY IDENTITY AS PETER PARKER, TEEN-AGE STUDENT...

THIS IS IMPOSSIBLE! IT'S INSANE! I KNOW I DIDN'T COMMIT THAT CRIME! AND YET-- THOSE WITNESSES! THAT EVIDENCE!

IT COULDN'T HAVE BEEN AN IMPOSTER! NOBODY ELSE CAN SHOOT A WEB AS I DO-- OR CLIMB SHEER WALLS THE WAY I CAN WITH MY SPIDER POWER!!

THERE'S ONLY ONE OTHER ANSWER-- BUT IT'S TOO AWFUL TO THINK ABOUT--

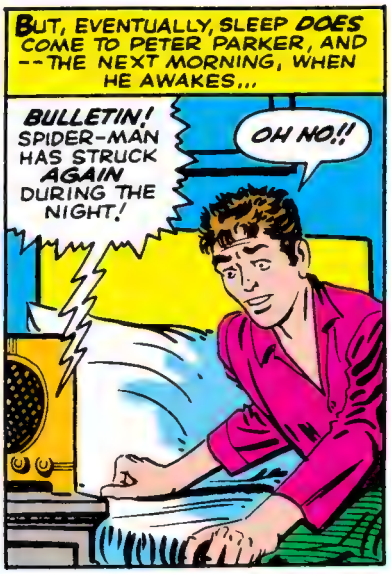
AM I BECOMING A SPLIT-PERSONALITY?? LIKE DR. JEKYLL AND MR. HYDE?? PERHAPS-- PERHAPS I DID IT IN MY SLEEP-- WITHOUT KNOWING?!!

MINUTES LATER, IN THE KITCHEN...
GOSH! SORRY, AUNT MAY--THAT'S THE SECOND DISH I'VE DROPPED TODAY!
PETER DEAR, YOU DON'T SEEM TO BE YOURSELF! IS ANYTHING WRONG?

YOU'RE NOT WORRIED BECAUSE OUR SAVINGS ACCOUNT IS ALMOST GONE, AND IT'S GETTING HARDER TO PAY THE MORTGAGE EACH MONTH, ARE YOU? WE'LL MAKE OUT SOMEHOW, DEAR!
I KNOW, AUNT MAY! MAYBE I'VE BEEN STUDYING TOO HARD! I'LL JUST TRY TO GET SOME SLEEP!

AND, AS PETER GOES UP TO HIS ROOM...
THE POOR DEAR! I WORRY ABOUT HIM SO! HE'S NOT AS ROUGH AND THICK-SKINNED AS MOST OTHER BOYS! HE'S SENSITIVE--AND HE WORRIES MORE THAN HE'LL ADMIT!

AUNT MAY IS CORRECT! PETER PARKER IS WORRIED--ABOUT SOMETHING SHE'D NEVER SUSPECT!
I NEVER THOUGHT THIS WOULD HAPPEN TO ME! I-I'M AFRAID TO SHUT MY EYES--TO GO TO SLEEP!


BUT, EVENTUALLY, SLEEP DOES COME TO PETER PARKER, AND --THE NEXT MORNING, WHEN HE AWAKES...
BULLETIN! SPIDER-MAN HAS STRUCK AGAIN DURING THE NIGHT!
OH NO!!

WHAT'S HAPPENING TO ME??! AM I LOSING MY MIND?? MAYBE I'M GOING MAD--DOING THINGS I CAN'T REMEMBER THE NEXT MORNING?!!
THERE'S ONLY ONE THING TO DO--ONLY ONE WAY TO FIND OUT--

AND SO, A SHORT TIME LATER, IN THE OFFICE OF A NEARBY PSYCHIATRIST...
DON'T BE ALARMED, DOC! I JUST WANT TO KNOW ONE THING! CAN A PERSON DO SOMETHING IN HIS SLEEP THAT HE'D NEVER DO AWAKE?
SPIDER-MAN! IF I CAN MAKE A PATIENT OUT OF HIM, I'LL MAKE MEDICAL HISTORY! IMAGINE, A MYSTERIOUS SUPER-HERO WHO'S A MENTAL CASE!

I THINK I CAN HELP YOU! JUST COME DOWN FROM THAT WALL AND LIE DOWN ON THE COUCH! I'LL TRY TO PROBE INTO YOUR SUBCONSCIOUS! DON'T BE NERVOUS!
OKAY, DOC--BUT NO TRICKS, HEAR?

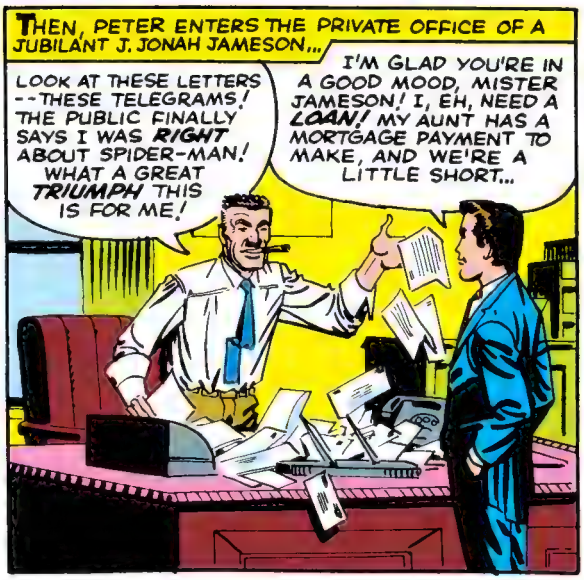
JUST MAKE YOURSELF COMFORTABLE HERE! RELAX--AND THEN TELL ME ANYTHING THAT COMES INTO YOUR HEAD!
I APPRECIATE THIS, DOCTOR! IF YOU CAN HELP ME, I--
OH NO! WHAT A MISTAKE I ALMOST MADE! IF I JUST RELAX AND SAY WHATEVER I THINK OF, I'M LIABLE TO GIVE AWAY MY SECRET IDENTITY! I DON'T DARE!

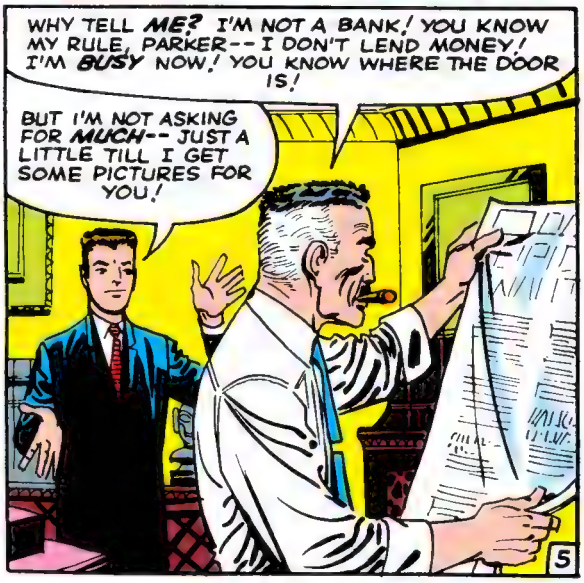
SORRY, DOC--I JUST CHANGED MY MIND! IT LOOKS LIKE I'LL HAVE TO FIND ANOTHER SOLUTION! SORRY TO HAVE BOTHERED YOU!
WAIT! COME BACK! YOU'RE THE KIND OF PATIENT EVERY PSYCHIATRIST DREAMS OF! STOP!

A SHORT TIME LATER, AT THE OFFICES OF THE DAILY BUGLE...
PETER, WHAT'S WRONG! YOU LOOK SO DEJECTED...!
NOTHING, BETTY! I'M OKAY!

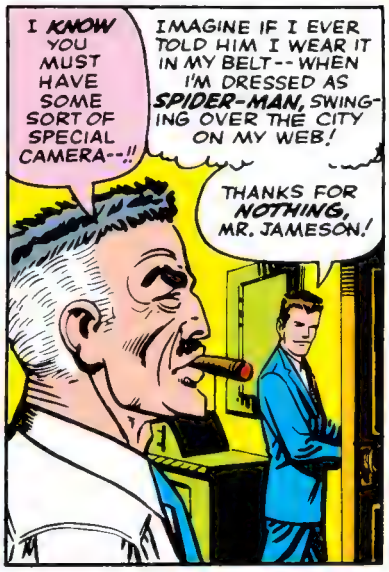
YOU'RE PROBABLY WORRIED BECAUSE YOU HAVEN'T SOLD ANY NEWS PHOTOS TO MR. JAMESON LATELY! OH, PETER, IF ONLY YOU'D FIND SOME DIFFERENT TYPE OF WORK!
LAY OFF, WILLYA, BETTY? I'M IN NO MOOD TO BE PREACHED TO!

YOU'RE ALWAYS SAYING THAT IT'S TOO DANGEROUS TO TRY TO TAKE EXCLUSIVE CRIME PHOTOS! I DON'T TELL YOU HOW TO LIVE YOUR LIFE--DON'T BUTT INTO MINE!
Y-YOU NEVER SPOKE TO ME THAT WAY BEFORE!!


THEN, PETER ENTERS THE PRIVATE OFFICE OF A JUBILANT J. JONAH JAMESON...
LOOK AT THESE LETTERS--THESE TELEGRAMS! THE PUBLIC FINALLY SAYS I WAS RIGHT ABOUT SPIDER-MAN! WHAT A GREAT TRIUMPH THIS IS FOR ME!
I'M GLAD YOU'RE IN A GOOD MOOD, MISTER JAMESON! I, EH, NEED A LOAN! MY AUNT HAS A MORTGAGE PAYMENT TO MAKE, AND WE'RE A LITTLE SHORT...


WHY TELL ME? I'M NOT A BANK! YOU KNOW MY RULE, PARKER--I DON'T LEND MONEY! I'M BUSY NOW! YOU KNOW WHERE THE DOOR IS!
BUT I'M NOT ASKING FOR MUCH--JUST A LITTLE TILL I GET SOME PICTURES FOR YOU!

DON'T TRY TO TAKE ADVANTAGE OF ME BECAUSE I'M SO SOFT-HEARTED! THE ANSWER IS NO! UNLESS--YOU WANT TO SELL ME THE SECRET OF HOW YOU TAKE THOSE GREAT CRIME PHOTOS OF YOURS?
NO DICE!


I KNOW YOU MUST HAVE SOME SORT OF SPECIAL CAMERA--!!
IMAGINE IF I EVER TOLD HIM I WEAR IT IN MY BELT--WHEN I'M DRESSED AS SPIDER-MAN, SWINGING OVER THE CITY ON MY WEB!
THANKS FOR NOTHING, MR. JAMESON!

FINALLY...
I KNOW I SHOULDN'T DO THIS WHILE THE WHOLE CITY IS HUNTING FOR SPIDER-MAN!
BUT THE ONLY WAY I CAN GET THE MORTGAGE MONEY FOR AUNT MAY IS TO TAKE SOME NEWS PIX WHICH JJJ WILL PAY ME FOR!

IF I'M LUCKY, I MAY SPOT A CRIME BEING COMMITTED WHILE I SWING THRU TOWN...
LOOK! IT'S SPIDER-MAN!

AFTER HIM!
CALL THE POLICE!
DON'T LET HIM GET AWAY!

IT'S WORSE THAN I THOUGHT! THE PUBLIC HATES ME NOW!

AND THE TERRIBLE THING ABOUT IT IS--I DON'T KNOW IF THEY'RE RIGHT!
I CAN'T MAKE THE MONEY I NEED--AND I MAY BE COMMITTING CRIMES WITHOUT KNOWING IT! BOY! LIFE SURE IS A BOWL OF CHERRIES!

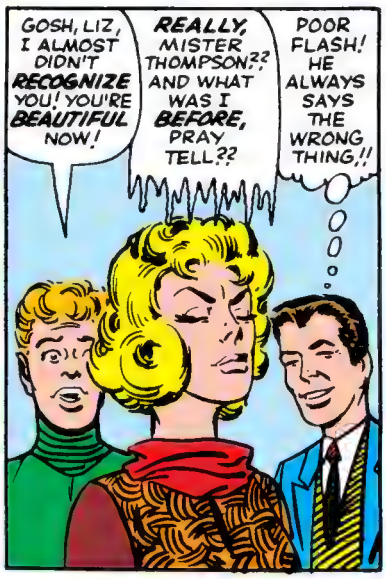
THE NEXT DAY, ON THE WAY TO HIGH SCHOOL...
I DON'T KNOW WHAT TO WORRY ABOUT FIRST! PAYING THE MORTGAGE, OR WONDERING IF I'M A SLEEP-WALKING CRIMINAL?!!
PETER! WAIT FOR ME!

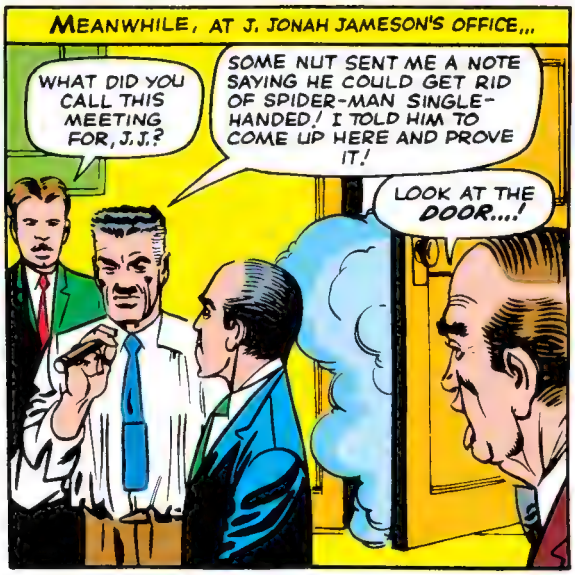
I'VE BEEN WANTING TO SHOW YOU MY NEW HAIRDO! DO YOU LIKE IT?
SURE, LIZ! IT'S REAL NICE!
OF ALL TIMES TO HAVE TO TALK ABOUT A GAL'S HAIR!

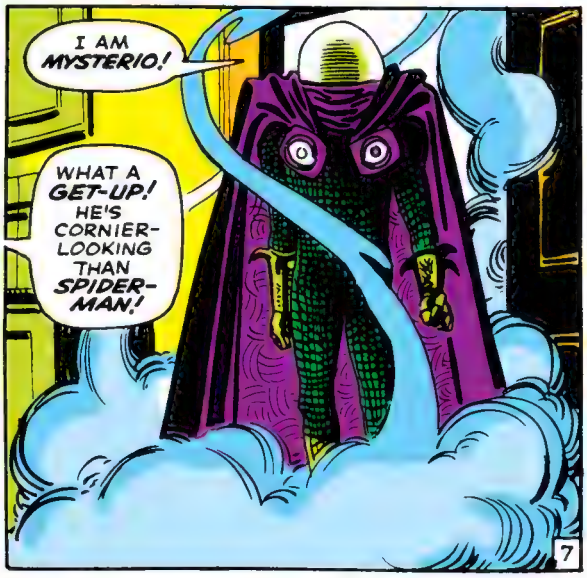
WHAT NUTTY TIMING! FOR MONTHS LIZ WOULDN'T GIVE ME A TUMBLE, BUT SINCE I'VE BEEN DATING BETTY, LIZ HAS GOTTEN A CRUSH ON ME!
YOU LOOK UPSET, PETER! IS ANYTHING WRONG?

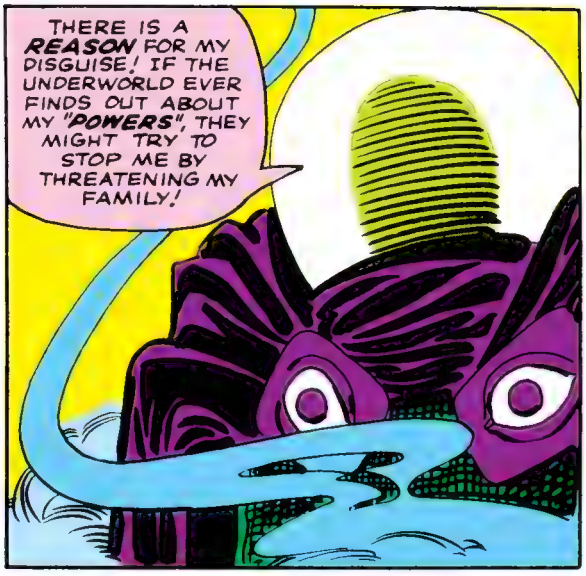
WOW! IS THAT QUESTION THE UNDERSTATEMENT OF THE YEAR!!
NAW, EVERYTHING'S GREAT, LIZ! IF IT GETS ANY BETTER I'LL SHOOT MYSELF!
OH, PETER! I ALWAYS KNEW YOU HAD A GREAT SENSE OF HUMOR!

MEANWHILE, A FEW YARDS AWAY...
QUIT KIDDIN', FLASH! YOU DON'T REALLY THINK SPIDER-MAN IS INNOCENT, DO YOU?
YOU'RE DARN RIGHT I DO! LET ME TELL YOU--
HEY! LOOK AT THAT!! WOW-WEEE!


GOSH, LIZ, I ALMOST DIDN'T RECOGNIZE YOU! YOU'RE BEAUTIFUL NOW!
REALLY, MISTER THOMPSON?? AND WHAT WAS I BEFORE, PRAY TELL??
POOR FLASH! HE ALWAYS SAYS THE WRONG THING!!


MEANWHILE, AT J. JONAH JAMESON'S OFFICE...
WHAT DID YOU CALL THIS MEETING FOR, J.J.?
SOME NUT SENT ME A NOTE SAYING HE COULD GET RID OF SPIDER-MAN SINGLE-HANDED! I TOLD HIM TO COME UP HERE AND PROVE IT!
LOOK AT THE DOOR...!


I AM MYSTERIO!
WHAT A GET-UP! HE'S CORNIER-LOOKING THAN SPIDER-MAN!

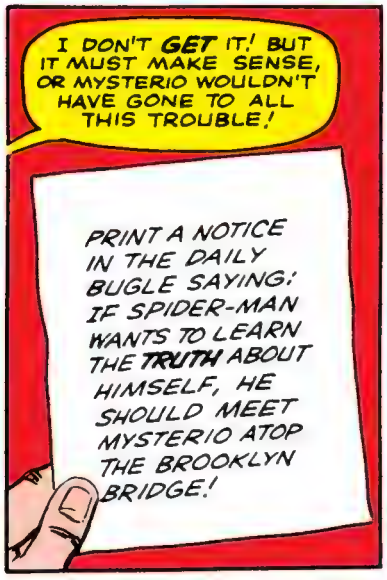

THERE IS A REASON FOR MY DISGUISE! IF THE UNDERWORLD EVER FINDS OUT ABOUT MY "POWERS", THEY MIGHT TRY TO STOP ME BY THREATENING MY FAMILY!

POWERS? WHAT POWERS?
HOW DO WE KNOW IT'S NOT A TRICK? YOU COULD BE SPIDER-MAN HIMSELF UNDER THAT FISHBOWL!
YOU WILL LEARN SOON ENOUGH THAT I MEAN WHAT I SAY! MYSTERIO DOES NOT LIE!

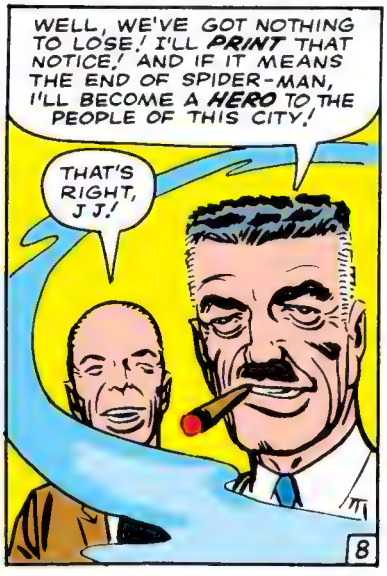
I MUST GO NOW! IF YOU WISH TO END THE MENACE OF SPIDER-MAN, FOLLOW THE INSTRUCTIONS IN THIS ENVELOPE!

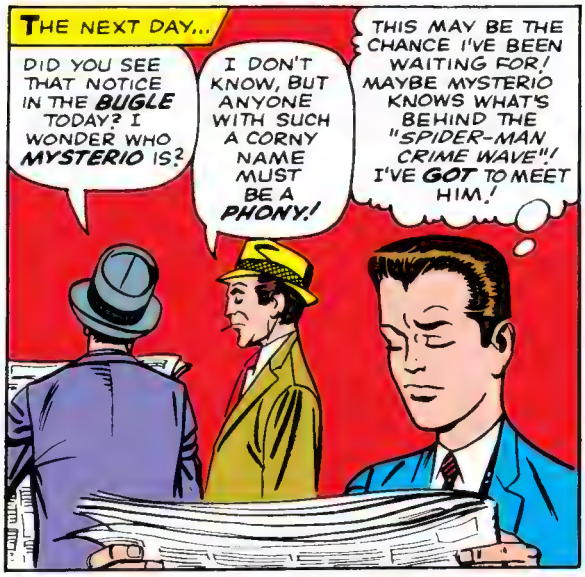
REMEMBER, ALTHOUGH SPIDER-MAN HAS GREAT POWERS, THE POWER OF MYSTERIO IS EVEN GREATER!
WHERE'D THAT SMOKE COME FROM?? H-HE'S DIS-APPEARING!

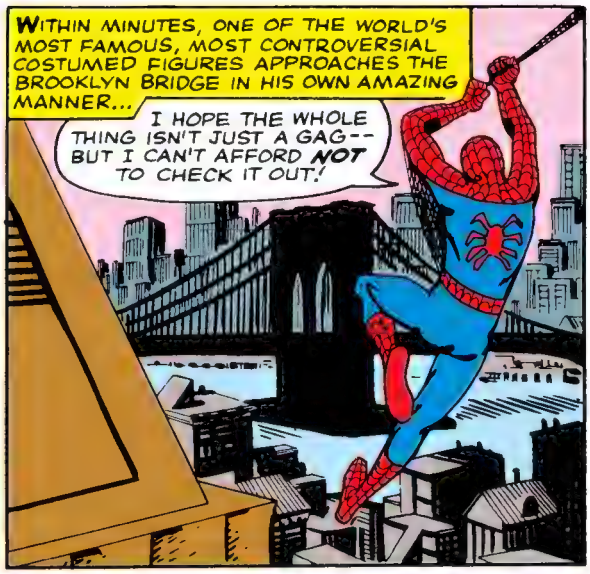
HE'S GONE! WH-WHAT KIND OF A PERSON WAS HE??
QUIET! I'LL SEE WHAT THIS LETTER SAYS...


I DON'T GET IT! BUT IT MUST MAKE SENSE, OR MYSTERIO WOULDN'T HAVE GONE TO ALL THIS TROUBLE!
PRINT A NOTICE IN THE DAILY BUGLE SAYING: IF SPIDER-MAN WANTS TO LEARN THE TRUTH ABOUT HIMSELF, HE SHOULD MEET MYSTERIO ATOP THE BROOKLYN BRIDGE!

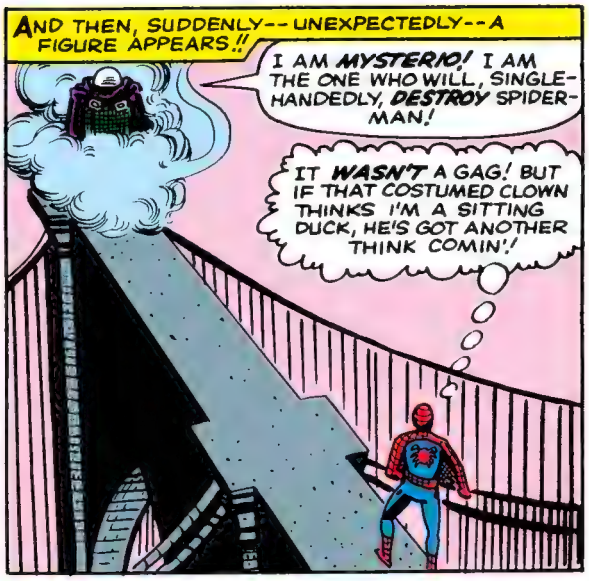
DID YOU SEE THAT?? THE LETTER VANISHED-- IN A PUFF OF SMOKE!
Y'KNOW, JJ, IF SPIDER-MAN CAN BE BEATEN, I'VE GOT A HUNCH THAT MYSTERIO IS THE ONE TO DO IT!


WELL, WE'VE GOT NOTHING TO LOSE! I'LL PRINT THAT NOTICE! AND IF IT MEANS THE END OF SPIDER-MAN, I'LL BECOME A HERO TO THE PEOPLE OF THIS CITY!
THAT'S RIGHT, J J.!


THE NEXT DAY...
DID YOU SEE THAT NOTICE IN THE BUGLE TODAY? I WONDER WHO MYSTERIO IS?
I DON'T KNOW, BUT ANYONE WITH SUCH A CORNY NAME MUST BE A PHONY!
THIS MAY BE THE CHANCE I'VE BEEN WAITING FOR! MAYBE MYSTERIO KNOWS WHAT'S BEHIND THE "SPIDER-MAN CRIME WAVE"! I'VE GOT TO MEET HIM!


WITHIN MINUTES, ONE OF THE WORLD'S MOST FAMOUS, MOST CONTROVERSIAL COSTUMED FIGURES APPROACHES THE BROOKLYN BRIDGE IN HIS OWN AMAZING MANNER...
I HOPE THE WHOLE THING ISN'T JUST A GAG-- BUT I CAN'T AFFORD NOT TO CHECK IT OUT!

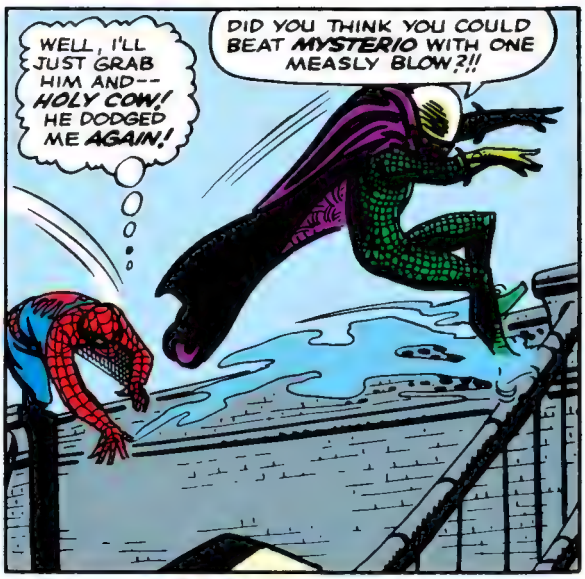
I'VE GOT TO MOVE CAUTIOUSLY, IN CASE IT'S A TRAP! BUT HOW CAN IT BE?? THERE'S NO ONE IN SIGHT!


AND THEN, SUDDENLY--UNEXPECTEDLY--A FIGURE APPEARS!!
I AM MYSTERIO! I AM THE ONE WHO WILL, SINGLE-HANDEDLY, DESTROY SPIDER-MAN!
IT WASN'T A GAG! BUT IF THAT COSTUMED CLOWN THINKS I'M A SITTING DUCK, HE'S GOT ANOTHER THINK COMIN'!

I DON'T KNOW WHAT YOUR GAME IS, MYSTERIO, BUT--HEY!
OVER-CONFIDENT FOOL! MY POWER IS GREATER THAN YOURS!

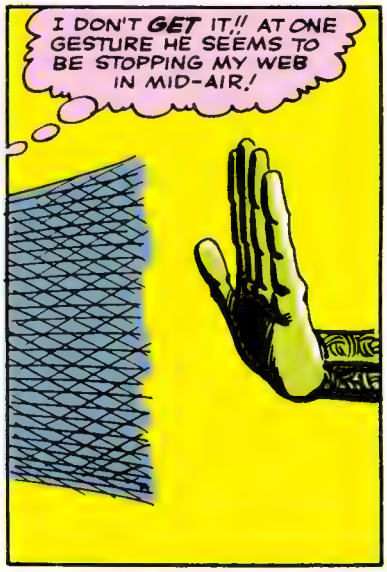
SEE HOW EASILY I CAN AVOID YOUR ATTACK WHILE SPRINGING BEHIND YOU AND LAUNCHING ONE OF MY OWN!
OHHH...

BUT, HAVING THE PROPORTIONATE STRENGTH AND AGILITY OF THE INVERTEBRATE FOR WHOM HE HAS NAMED HIMSELF, SPIDER-MAN QUICKLY RECOVERS AND THEN...
WHAT'S WRONG, MYSTERIO?? I DON'T HEAR YOU BRAGGING NOW!
HOW DOES HE KEEP HIS BALANCE THAT WAY WITHOUT FALLING?? I'LL BET HIS SHOES ARE MAGNETIZED!

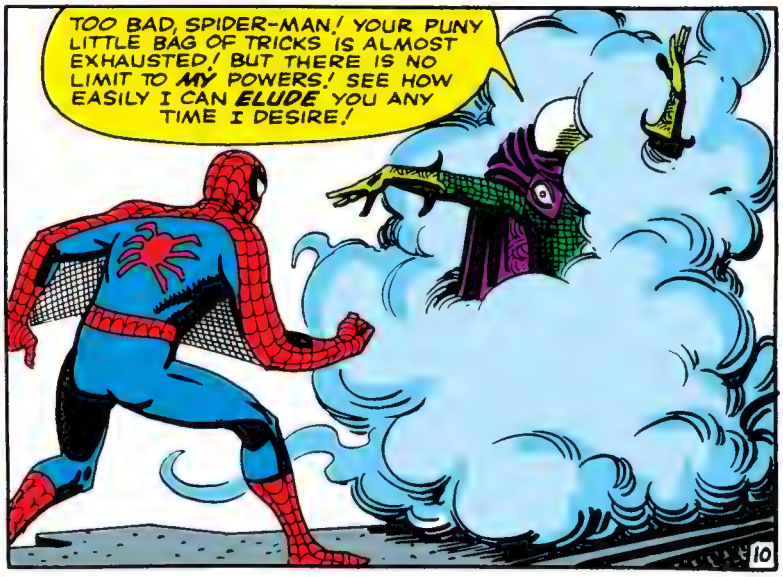

DID YOU THINK YOU COULD BEAT MYSTERIO WITH ONE MEASLY BLOW?!!
WELL, I'LL JUST GRAB HIM AND-- HOLY COW! HE DODGED ME AGAIN!

THAT'S WHAT I GET FOR PULLING MY PUNCH BECAUSE I WANT TO TAKE HIM ALIVE!
WELL, IF A WALLOP CAN'T BEAT YOU, LET'S SEE WHAT A WEB CAN DO!

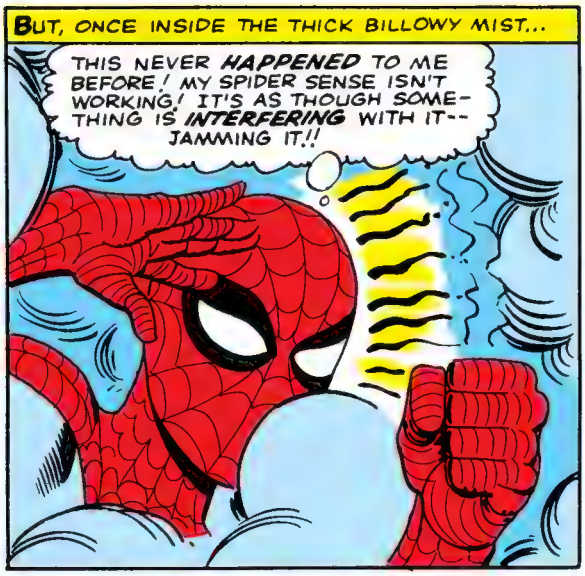
I TOLD YOU MY POWER WAS GREATER! NOW WATCH ME PROVE IT!


I DON'T GET IT!! AT ONE GESTURE HE SEEMS TO BE STOPPING MY WEB IN MID-AIR!

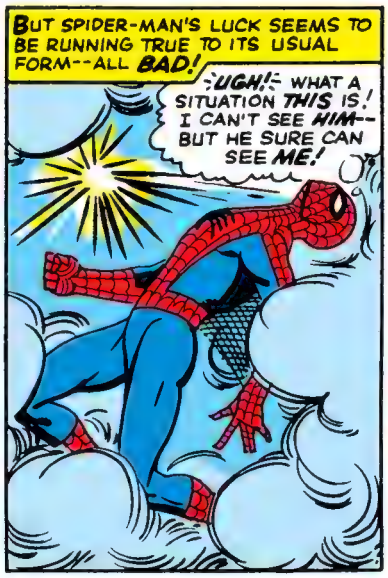
THE WEB IS DISSOLVING-- VAPORIZING!! AS THOUGH IT'S BEEN SPRAYED WITH A FINE CHEMICAL MIST, TOO SMALL FOR THE EYE TO SEE!


TOO BAD, SPIDER-MAN! YOUR PUNY LITTLE BAG OF TRICKS IS ALMOST EXHAUSTED! BUT THERE IS NO LIMIT TO MY POWERS! SEE HOW EASILY I CAN ELUDE YOU ANY TIME I DESIRE!

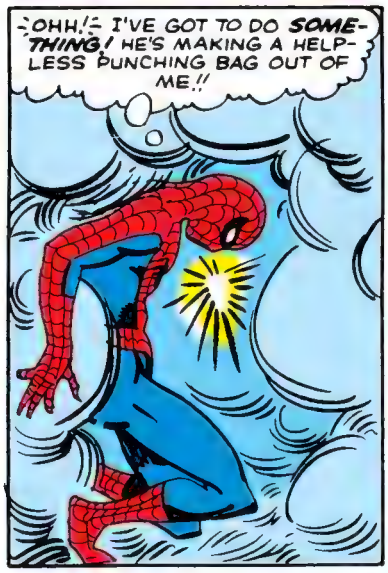
THAT'S HIS FIRST BIG MISTAKE! HE CAN'T LOSE HIMSELF IN A CLOUD OF SMOKE! MY SPIDER SENSE WILL LEAD ME RIGHT TO HIM!

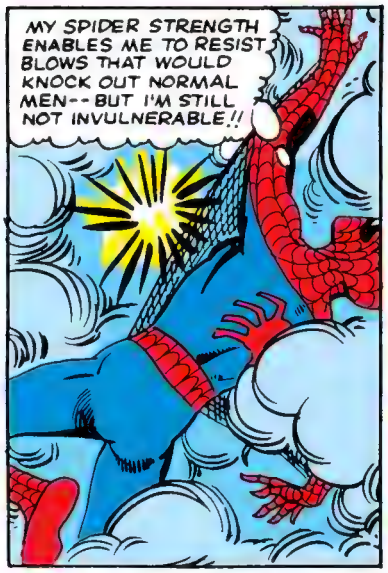

BUT, ONCE INSIDE THE THICK BILLOWY MIST...
THIS NEVER HAPPENED TO ME BEFORE! MY SPIDER SENSE ISN'T WORKING! IT'S AS THOUGH SOMETHING IS INTERFERING WITH IT--JAMMING IT!!

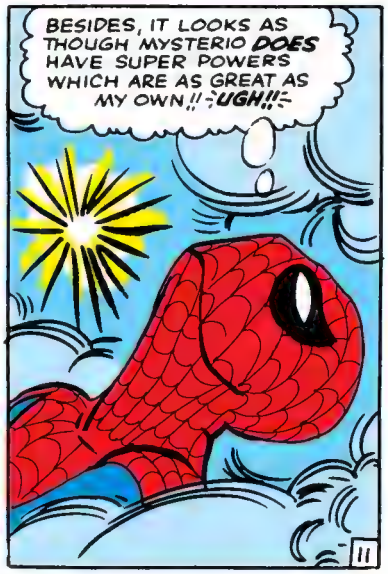
CAN'T SEE HIM--NOR CAN I SENSE HIM! BUT I MUSTN'T GIVE UP! I'LL SWING WILDLY --MAYBE I'LL BE LUCKY!

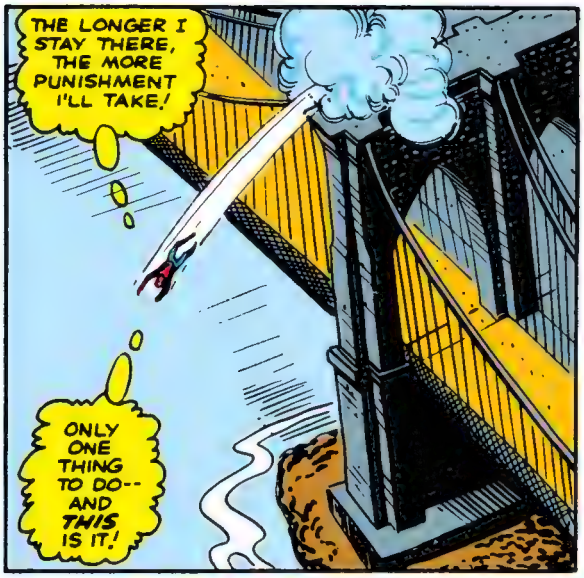

BUT SPIDER-MAN'S LUCK SEEMS TO BE RUNNING TRUE TO ITS USUAL FORM--ALL BAD!
-UGH!- WHAT A SITUATION THIS IS! I CAN'T SEE HIM--BUT HE SURE CAN SEE ME!

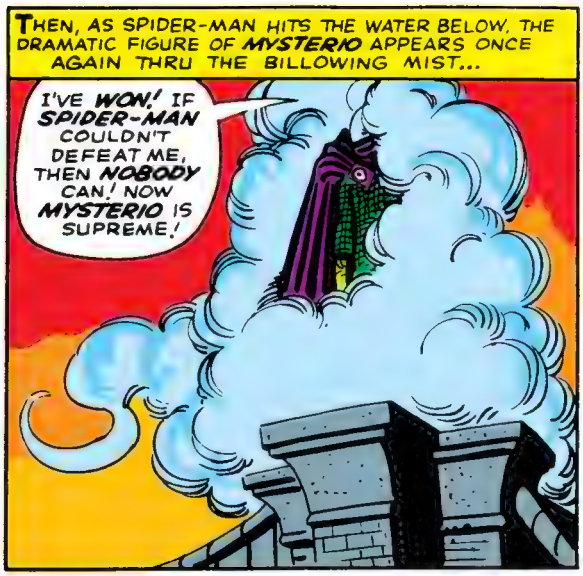
HE'S GOT TO BE NEAR ME SOMEWHERE! I'LL KEEP SWINGING!
HE PLANNED EVERY DETAIL OF THIS FIGHT--EVEN FINDING A WAY TO JAM MY SPIDER SENSE!!

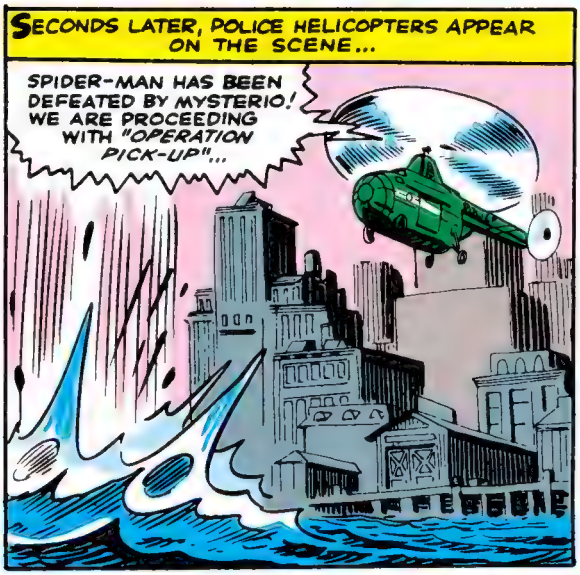

-OHH!- I'VE GOT TO DO SOMETHING! HE'S MAKING A HELPLESS PUNCHING BAG OUT OF ME!!

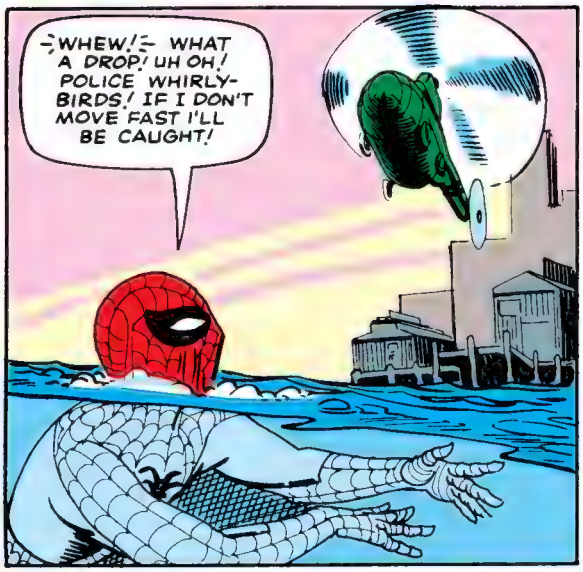

MY SPIDER STRENGTH ENABLES ME TO RESIST BLOWS THAT WOULD KNOCK OUT NORMAL MEN--BUT I'M STILL NOT INVULNERABLE!!

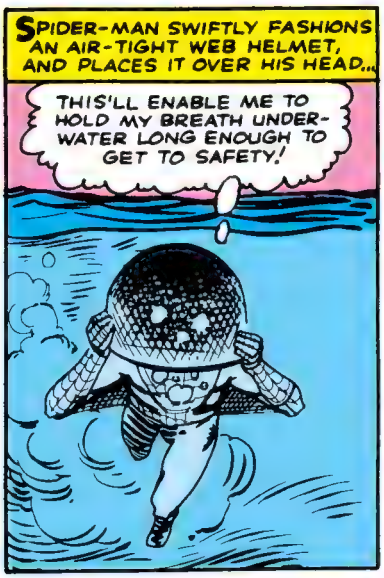

BESIDES, IT LOOKS AS THOUGH MYSTERIO DOES HAVE SUPER POWERS WHICH ARE AS GREAT AS MY OWN!! -UGH!!-

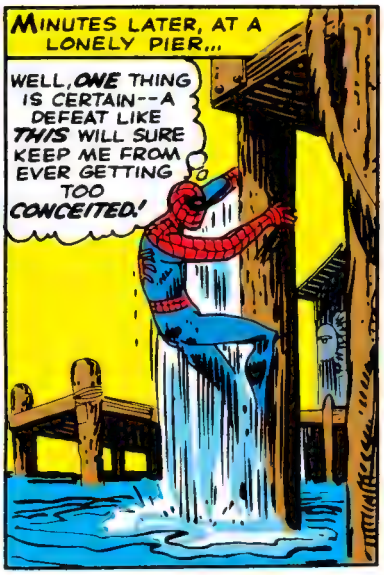

THE LONGER I STAY THERE, THE MORE PUNISHMENT I'LL TAKE!
ONLY ONE THING TO DO-- AND THIS IS IT!


THEN, AS SPIDER-MAN HITS THE WATER BELOW, THE DRAMATIC FIGURE OF MYSTERIO APPEARS ONCE AGAIN THRU THE BILLOWING MIST...
I'VE WON! IF SPIDER-MAN COULDN'T DEFEAT ME, THEN NOBODY CAN! NOW MYSTERIO IS SUPREME!

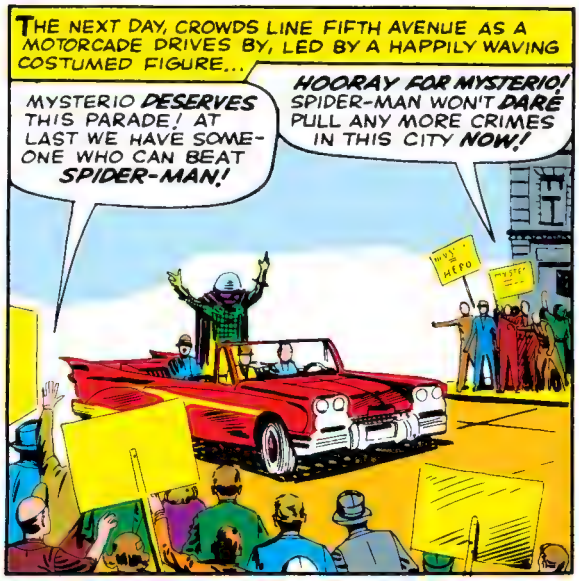

SECONDS LATER, POLICE HELICOPTERS APPEAR ON THE SCENE...
SPIDER-MAN HAS BEEN DEFEATED BY MYSTERIO! WE ARE PROCEEDING WITH "OPERATION PICK-UP"...


WHEW! WHAT A DROP! UH OH! POLICE WHIRLY-BIRDS! IF I DON'T MOVE FAST I'LL BE CAUGHT!


SPIDER-MAN SWIFTLY FASHIONS AN AIR-TIGHT WEB HELMET, AND PLACES IT OVER HIS HEAD...
THIS'LL ENABLE ME TO HOLD MY BREATH UNDER-WATER LONG ENOUGH TO GET TO SAFETY!

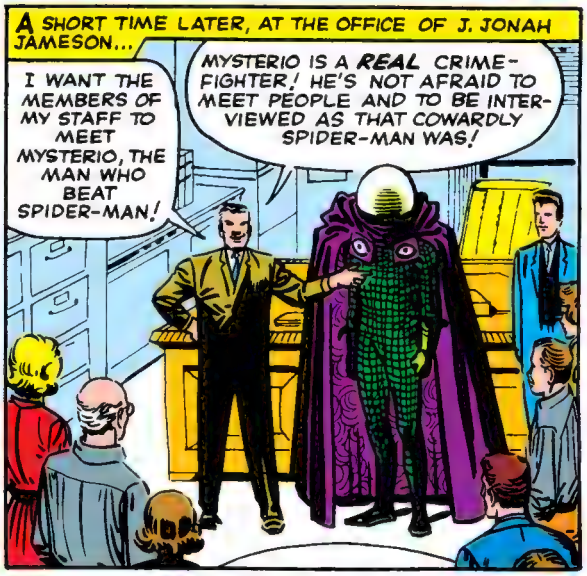

MINUTES LATER, AT A LONELY PIER...
WELL, ONE THING IS CERTAIN--A DEFEAT LIKE THIS WILL SURE KEEP ME FROM EVER GETTING TOO CONCEITED!

THEN, AFTER SILENTLY REACHING HIS HOME...
BUT THE DAY WASN'T A TOTAL LOSS! I DID LEARN THE ANSWER TO ONE OF THE THINGS THAT'S BEEN WORRYING ME!


THE NEXT DAY, CROWDS LINE FIFTH AVENUE AS A MOTORCADE DRIVES BY, LED BY A HAPPILY WAVING COSTUMED FIGURE...
MYSTERIO DESERVES THIS PARADE! AT LAST WE HAVE SOMEONE WHO CAN BEAT SPIDER-MAN!
HOORAY FOR MYSTERIO! SPIDER-MAN WON'T DARE PULL ANY MORE CRIMES IN THIS CITY NOW!

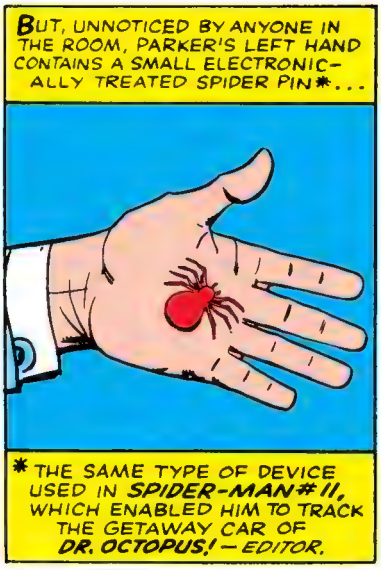
AND AMONG THE TEEN-AGERS WATCHING THE THE PARADE, WE FIND...
STILL THINK SPIDER-MAN'S SO GREAT, FLASH?
DARN RIGHT I DO! MYSTERIO'S JUST A BIG PUBLICITY HOUND, IF YOU ASK ME! MY DOUGH IS STILL ON SPIDER-MAN!
Y'KNOW SOMETHING, FLASH? YOU'RE NOT AS DUMB AS YOU LOOK! IN FACT, YOU'RE OKAY, FELLA!

LOOK, PUNY PARKER, I DON'T NEED COMPLIMENTS FROM YOU! AND WHILE WE'RE TALKIN', I WANNA WARN YOU TO STAY AWAY FROM LIZ ALLAN! SHE'S MY GIRL FRIEND!
REALLY? TOO BAD. SHE DOESN'T SEEM TO THINK SO! BUT DON'T WORRY, BRIGHT EYES, YOU CAN HAVE HER!


A SHORT TIME LATER, AT THE OFFICE OF J. JONAH JAMESON...
I WANT THE MEMBERS OF MY STAFF TO MEET MYSTERIO, THE MAN WHO BEAT SPIDER-MAN!
MYSTERIO IS A REAL CRIME-FIGHTER! HE'S NOT AFRAID TO MEET PEOPLE AND TO BE INTERVIEWED AS THAT COWARDLY SPIDER-MAN WAS!

AND ONCE MYSTERIO HAS DEFEATED SPIDER-MAN FOR GOOD, HE WILL REVEAL HIS TRUE IDENTITY EXCLUSIVELY TO MY NEWSPAPER! IT'LL BE THE SCOOP OF THE CENTURY FOR ME! RIGHT, MYSTERIO?
RIGHT! JUST SO LONG AS YOU REMEMBER THE MONEY YOU PROMISED ME!

MYSTERIO, I WANT YOU TO MEET PETER PARKER! DON'T LET HIS AGE FOOL YOU! DESPITE HIS YOUTH, HE'S THE BEST PHOTOGRAPHER I'VE GOT! I'LL EXPECT HIM TO TAKE SOME GREAT PICTURES OF YOUR NEXT FIGHT WITH SPIDER-MAN!
I'LL TRY NOT TO DISAPPOINT YOU-- BOTH OF YOU!

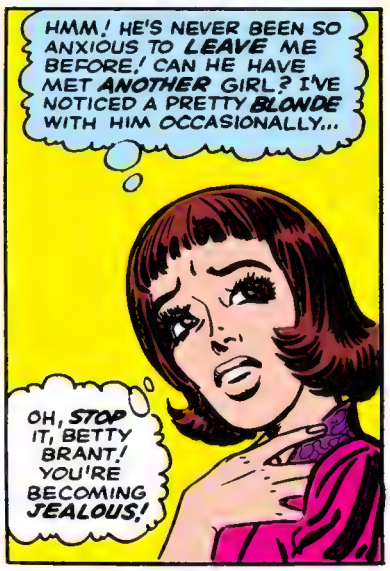

BUT, UNNOTICED BY ANYONE IN THE ROOM, PARKER'S LEFT HAND CONTAINS A SMALL ELECTRONICALLY TREATED SPIDER PIN*...
* THE SAME TYPE OF DEVICE USED IN SPIDER-MAN #11, WHICH ENABLED HIM TO TRACK THE GETAWAY CAR OF DR. OCTOPUS! — EDITOR.

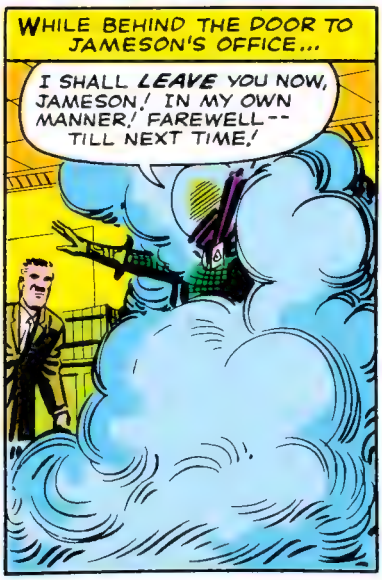
WHILE NO ONE IS PAYING ATTENTION, I'LL JUST SLIP MY LITTLE SPIDER DEVICE IN THE FOLDS OF MYSTERIO'S CLOAK... LIKE THIS!

NOW I'LL BE ABLE TO TRACE HIS MOVEMENTS! THERE'S MORE TO MYSTERIO THAN MEETS THE EYES-- AND I'M GONNA FIND OUT WHAT IT IS!

THEN, AS PETER LEAVES JAMESON'S OFFICE...
I'M GLAD TO SEE YOU SMILING AGAIN, PETER! ARE YOU CELEBRATING SPIDER-MAN'S DEFEAT, ALSO?
NOT EXACTLY, BETTY!

IN FACT, I'M NOT SO SURE THAT SPIDER-MAN HAS BEEN DEFEATED! WELL, I HAVE TO RUSH NOW! SEE YOU LATER...
YOU'RE NOT SURE--?? BUT...


HMM! HE'S NEVER BEEN SO ANXIOUS TO LEAVE ME BEFORE! CAN HE HAVE MET ANOTHER GIRL? I'VE NOTICED A PRETTY BLONDE WITH HIM OCCASIONALLY...
OH, STOP IT, BETTY BRANT! YOU'RE BECOMING JEALOUS!


WHILE BEHIND THE DOOR TO JAMESON'S OFFICE...
I SHALL LEAVE YOU NOW, JAMESON! IN MY OWN MANNER! FAREWELL-- TILL NEXT TIME!

HE'S GONE! FOR HEAVEN'S SAKE, JJJ, HOW DOES HE DO IT?
WHO CARES? THE IMPORTANT THING IS THAT I'VE FINALLY FOUND SOMEONE WHO CAN BEAT SPIDER-MAN! I FEEL LIKE CELEBRATING!

BUT JAMESON MIGHT NOT FEEL SO TRIUMPHANT IF HE COULD SEE A DRAMATIC FIGURE ON A NEARBY ROOFTOP, WAITING TO RECEIVE THE ELECTRONIC SIGNAL FROM HIS HIDDEN SPIDER PIN!
AH, MY SPYING DEVICE IS BEGINNING TO REGISTER NOW!

WITHIN MINUTES, A PIERCING SPIDER SIGNAL FLASHES IN THE NIGHT OUTSIDE OF A TV MOVIE STUDIO BUILDING...

HOLD IT, MYSTERIO! WE'VE SOME UNFINISHED BUSINESS TO TAKE CARE OF!

SPIDER-MAN! HOW--??

YOU DIDN'T THINK I'D LET YOU CHOOSE THE TIME AND PLACE FOR OUR NEXT FIGHT, DID YOU?

BAH! IT DOESN'T MATTER WHERE WE BATTLE! I CAN BEAT YOU HERE AS I DID ON THE BRIDGE BEFORE!

ALL I NEED DO IS CREATE MY CONCEALING MIST, WHICH MAKES YOU UNABLE TO SEE ME!

AND WHICH ALSO DULLS YOUR SPIDER SENSE SO YOU CANNOT BE PREPARED FOR MY BLOWS!

DO I MAKE MYSELF CLEAR, SPIDER-MAN??

OR DO YOU WANT STILL MORE PROOF?? I CAN DO THIS ALL DAY!

OKAY, I GET THE MESSAGE! I CAN'T COPE WITH YOUR BAG OF TRICKS! BUT ADMIT ONE THING--IT WAS YOU WHO COMMITTED THOSE CRIMES, DISGUISED AS ME, WASN'T IT?

OF COURSE! ONLY I HAVE THE GENIUS TO IMITATE--IN FACT, TO IMPROVE UPON, YOUR OWN POWERS!

"I MIGHT AS WELL TELL YOU THE WHOLE STORY--FOR I SHALL SEE TO IT THAT YOU NEVER TELL ANYONE ELSE! I USED TO BE A MOVIE STUNT MAN--AND THEN I BECAME A SPECIAL EFFECTS MAN FOR TV MOVIES! I DESIGNED ALL SORTS OF COSTUMES, AND PROPS! THEN, I GOT THE IDEA OF IMITATING YOU!"

"I SPENT MANY LONG WEEKS STUDYING ALL YOUR POWERS, ALL YOUR ABILITIES--EVERYTHING THAT WAS KNOWN ABOUT YOU! I WAS **SURE** I COULD DUPLICATE YOUR FEATS!"

WHATEVER SPIDER-MAN DOES **NATURALLY**, I'LL FIND A WAY TO DO **ARTIFICIALLY!**

"USING ALL THE SKILL I HAD ACQUIRED DESIGNING MOVIE PROPS, I MADE A GUN WHICH FIRED A NYLON CORD RESEMBLING YOUR OWN WEB! I DESIGNED SHOES AND GLOVES WITH SPECIAL SUCTION CUPS, ENABLING ME TO CLING TO WALLS!"

MY SUCTION CUPS **WORK!** FROM A DISTANCE NO ONE WILL KNOW I'M NOT REALLY SPIDER-MAN!

"MY PLAN SEEMED **PERFECT!** I COULD COMMIT ALL SORTS OF CRIMES, AND **YOU** WOULD GET THE BLAME! BUT THEN I GOT A STILL **GREATER** IDEA! I WOULD CREATE A SEPARATE IDENTITY FOR MYSELF! I'D CALL MYSELF **MYSTERIO!** AND THEN I'D BATTLE YOU! WHEN I DEFEATED YOU, I'D BE A NATIONAL HERO--FOR NO ONE WOULD KNOW THAT **MYSTERIO** IS BOTH THE CRIMINAL AND THE CONQUEROR!"

"MY HELMET IS BASED ON THE PRINCIPLE OF YOUR EYE PIECES! I CAN SEE **OUT**, BUT NO ONE CAN SEE **IN!**"

"I CREATED A FINE SPRAY MADE OF SPECIALLY TREATED ACID WHICH WAS FOR THE SOLE PURPOSE OF DISSOLVING YOUR WEB IF YOU SHOULD EVER USE IT AGAINST ME!"

"THE BOTTOMS OF MY BOOTS CONTAIN CHEMICAL SMOKE EJECTORS AS WELL AS MAGNETIC PLATE SPRINGS WHICH ENABLE ME TO DUPLICATE YOUR OWN AMAZING LEAPS!"

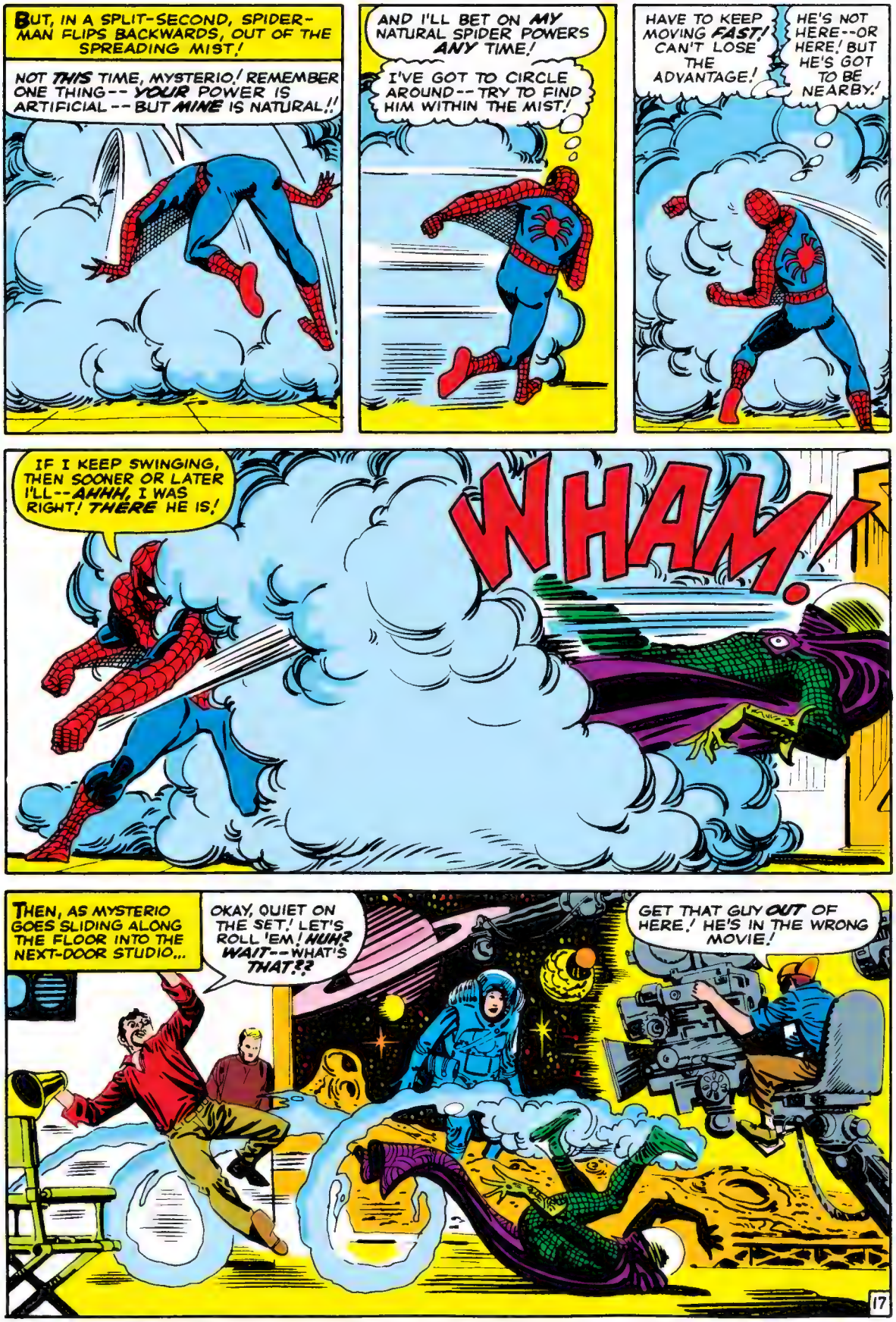
EVEN MY NAME--**MYSTERIO**--WAS CREATED TO INSTIL AWE AND FEAR IN THE HEARTS OF MY ENEMIES!

I WAS ABLE TO SEE YOU WITHIN MY PROTECTIVE CLOUD BECAUSE I HAVE A BUILT IN **SONAR** DEVICE WHICH AIDS ME AT THE SAME TIME AS IT JAMS YOUR **OWN** SPIDER SENSE!

AND NOW, I SHALL DISPOSE OF YOU FOREVER!

DON'T **COUNT** ON IT, BIG MOUTH! I'VE GOT TO STAY AROUND LONG ENOUGH TO GIVE THIS **TAPE RECORDER** TO THE POLICE AND PROVE MY INNOCENCE!

A MINIATURE RECORDER!! **BAH!** IT WILL DO YOU NO GOOD! I'LL DESTROY IT--**AFTER** I'VE DEFEATED YOU!

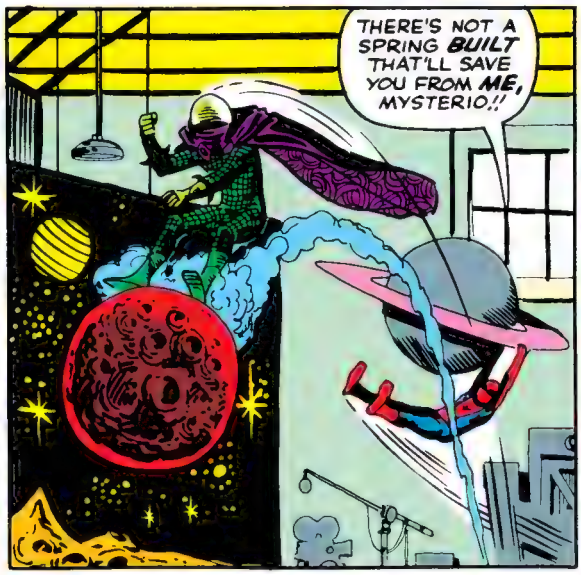

BUT, IN A SPLIT-SECOND, SPIDER-MAN FLIPS BACKWARDS, OUT OF THE SPREADING MIST!
NOT THIS TIME, MYSTERIO! REMEMBER ONE THING-- YOUR POWER IS ARTIFICIAL -- BUT MINE IS NATURAL!!
AND I'LL BET ON MY NATURAL SPIDER POWERS ANY TIME!
I'VE GOT TO CIRCLE AROUND-- TRY TO FIND HIM WITHIN THE MIST!
HAVE TO KEEP MOVING FAST! CAN'T LOSE THE ADVANTAGE!
HE'S NOT HERE--OR HERE! BUT HE'S GOT TO BE NEARBY!
IF I KEEP SWINGING, THEN SOONER OR LATER I'LL--AHHH, I WAS RIGHT! THERE HE IS!
WHAM!
THEN, AS MYSTERIO GOES SLIDING ALONG THE FLOOR INTO THE NEXT-DOOR STUDIO...
OKAY, QUIET ON THE SET! LET'S ROLL 'EM! NUH? WAIT--WHAT'S THAT??
GET THAT GUY OUT OF HERE! HE'S IN THE WRONG MOVIE!
17

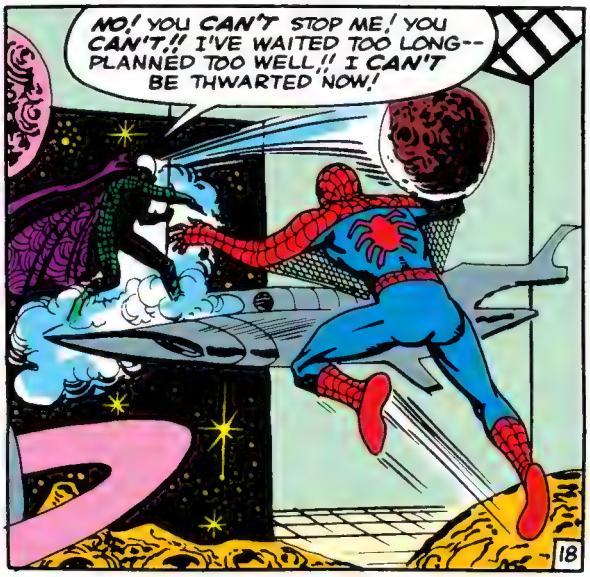
GANGWAY, BOYS!
I KNOW I'M NOT A MEMBER OF ACTORS' EQUITY, BUT I DON'T HAVE TIME TO GET A UNION CARD RIGHT NOW! I'VE GOT A LITTLE JOB TO FINISH FIRST!

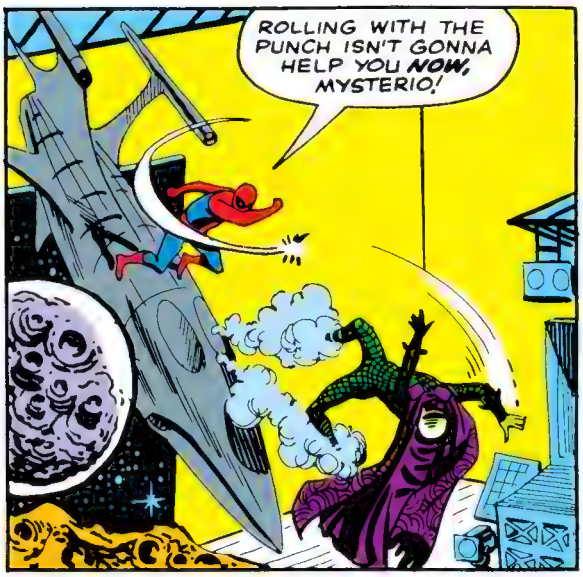
YOU WON'T ESCAPE ME WITH THAT SMOKE CLOUD AGAIN! MY WEB WILL FALL OVER YOU LIKE A NET, TRAPPING YOU!
FOOL! I'M PREPARED FOR ANYTHING YOU CAN DO!

I'LL SIMPLY DISSOLVE YOUR WEB WITH MY CHEMICAL SPRAY AND---OOOF!
THANKS, FELLA! I HOPED YOU'D DO THAT--TO GIVE ME A CHANCE TO WALLOP YOU!

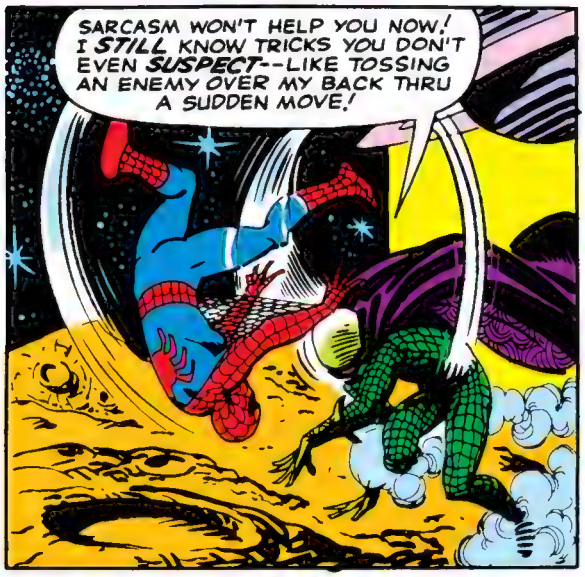
AND NOW, I'LL USE MY SPECIAL SPRING BOOTS TO FRUSTRATE YOU AGAIN!
YOU FORGET-- I USED TO BE A MOVIE STUNT MAN! I KNOW HOW TO ROLL WITH A PUNCH, SO AS NOT TO BE HURT!

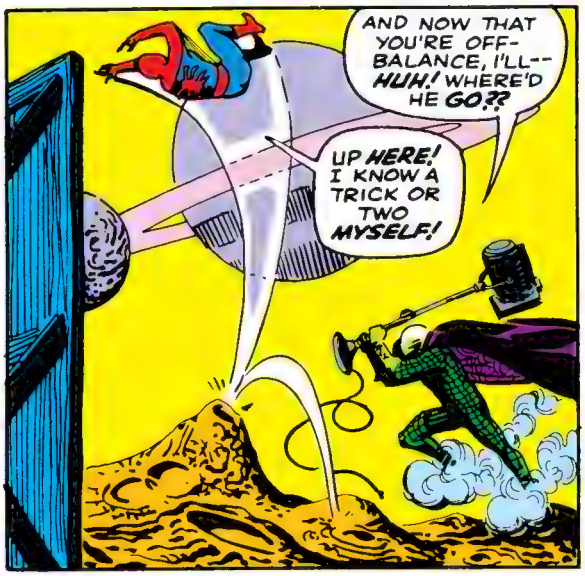

THERE'S NOT A SPRING BUILT THAT'LL SAVE YOU FROM ME, MYSTERIO!!

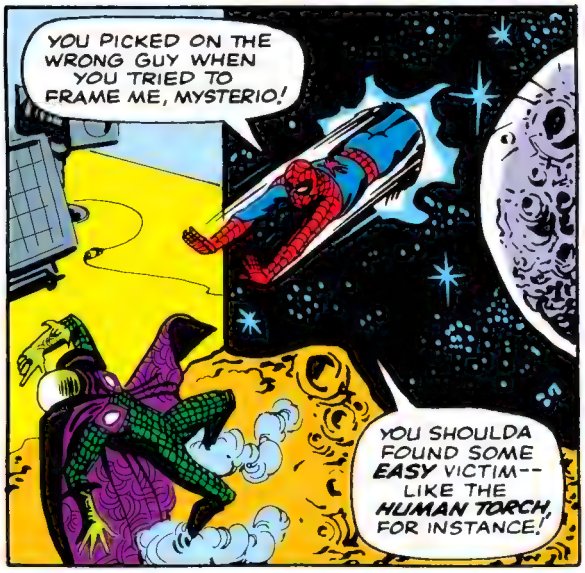

NO! YOU CAN'T STOP ME! YOU CAN'T!! I'VE WAITED TOO LONG-- PLANNED TOO WELL!! I CAN'T BE THWARTED NOW!

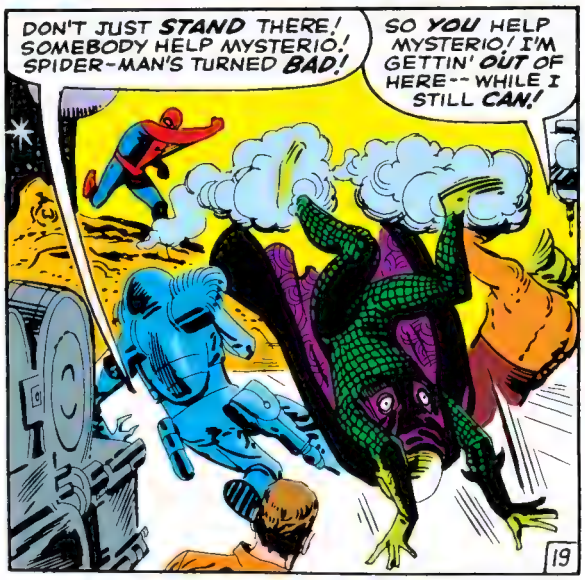

ROLLING WITH THE PUNCH ISN'T GONNA HELP YOU NOW, MYSTERIO!

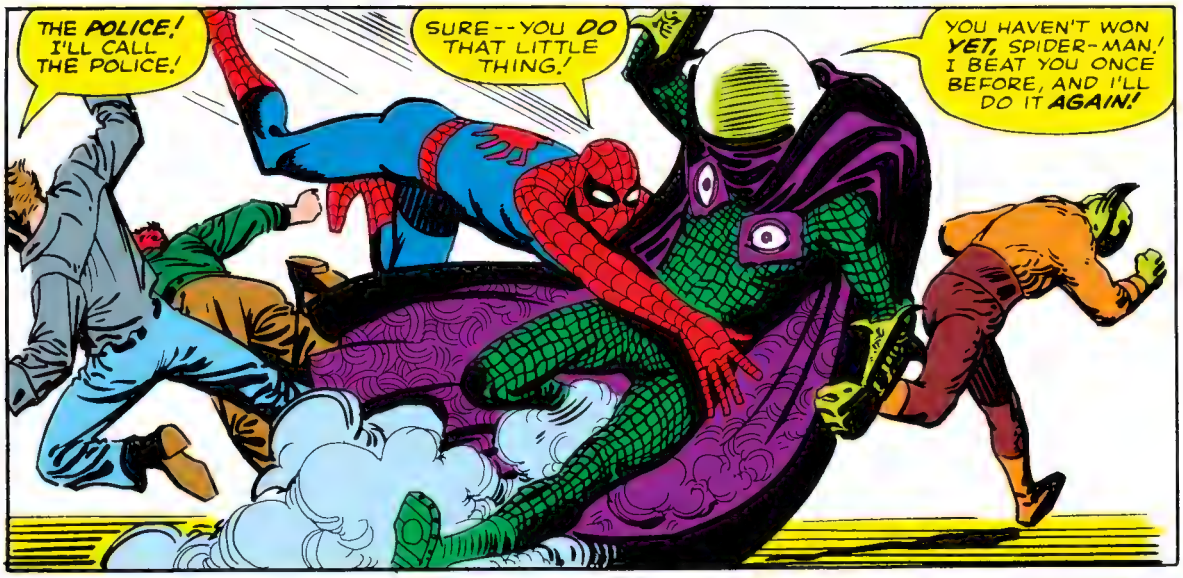
DIDN'T EXPECT ME TO LAND UPRIGHT DUE TO MY STUNT MAN TRAINING, DID YOU?
NOPE! I'M OVERWHELMED! I DON'T SEE HOW LITTLE UNTALENTED ME WILL EVER DEFEAT A GENIUS LIKE YOU!


SARCASM WON'T HELP YOU NOW! I STILL KNOW TRICKS YOU DON'T EVEN SUSPECT--LIKE TOSSING AN ENEMY OVER MY BACK THRU A SUDDEN MOVE!

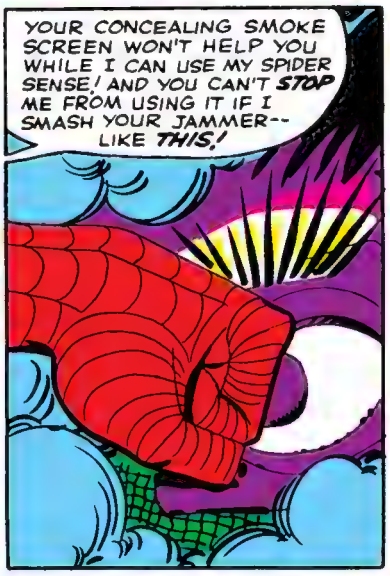

AND NOW THAT YOU'RE OFF-BALANCE, I'LL--HUH! WHERE'D HE GO??
UP HERE! I KNOW A TRICK OR TWO MYSELF!

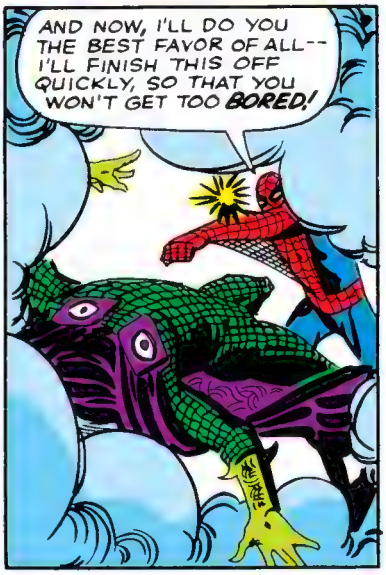

YOU PICKED ON THE WRONG GUY WHEN YOU TRIED TO FRAME ME, MYSTERIO!
YOU SHOULDA FOUND SOME EASY VICTIM--LIKE THE HUMAN TORCH, FOR INSTANCE!


DON'T JUST STAND THERE! SOMEBODY HELP MYSTERIO! SPIDER-MAN'S TURNED BAD!
SO YOU HELP MYSTERIO! I'M GETTIN' OUT OF HERE--WHILE I STILL CAN!

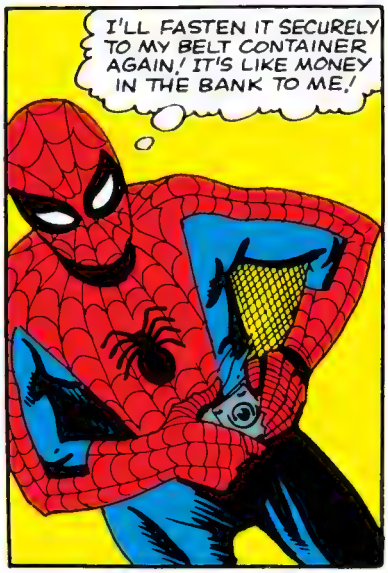

THE POLICE! I'LL CALL THE POLICE!
SURE--YOU DO THAT LITTLE THING!
YOU HAVEN'T WON YET, SPIDER-MAN! I BEAT YOU ONCE BEFORE, AND I'LL DO IT AGAIN!

USING YOUR LITTLE SMOKE ROUTINE AGAIN, EH?
I'LL SAY ONE THING FOR YOU, MYSTERIO--YOU NEVER LEARN!

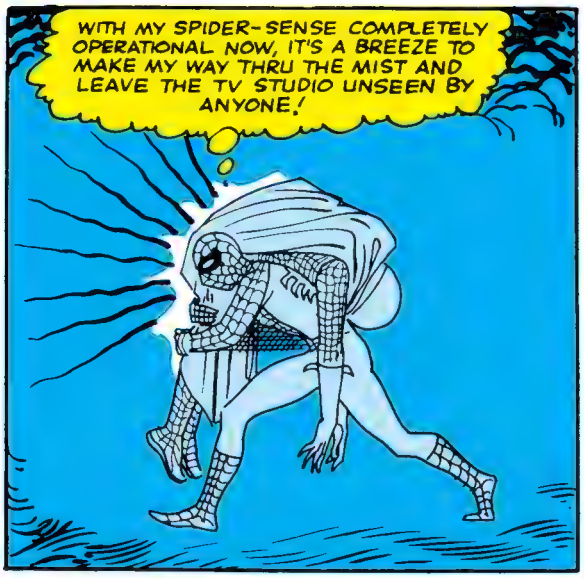

YOUR CONCEALING SMOKE SCREEN WON'T HELP YOU WHILE I CAN USE MY SPIDER SENSE! AND YOU CAN'T STOP ME FROM USING IT IF I SMASH YOUR JAMMER--LIKE THIS!


AND NOW, I'LL DO YOU THE BEST FAVOR OF ALL--I'LL FINISH THIS OFF QUICKLY, SO THAT YOU WON'T GET TOO BORED!

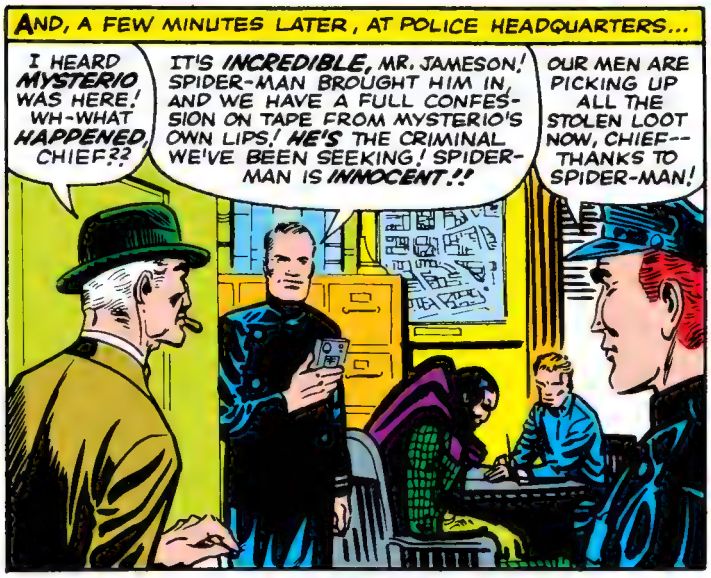
I MUSTN'T FORGET TO TAKE MY AUTOMATIC CAMERA WHICH I HUNG ON A PIECE OF WEBBING UP HERE TO CATCH ALL THE ACTION!


I'LL FASTEN IT SECURELY TO MY BELT CONTAINER AGAIN! IT'S LIKE MONEY IN THE BANK TO ME!

AND NOW, ONE LAST PLUNGE INTO MYSTERIO'S CLOUD OF MIST, AND I'LL WRAP THIS THING UP FOR GOOD!


WITH MY SPIDER-SENSE COMPLETELY OPERATIONAL NOW, IT'S A BREEZE TO MAKE MY WAY THRU THE MIST AND LEAVE THE TV STUDIO UNSEEN BY ANYONE!

AND, WHEN THE STRANGE MIST FINALLY CLEARS...
FOR THE LUVVA PETE!! WHERE'D THEY GO??!
YOU NINCOMPOOP!! THE GREATEST ACTION SCENE IN HISTORY, AND YOU DIDN'T EVEN GET IT ON FILM!!!
B-BUT THEY WEREN'T MEMBERS OF THE CAST!! PROBABLY DIDN'T EVEN BELONG TO THE UNION!

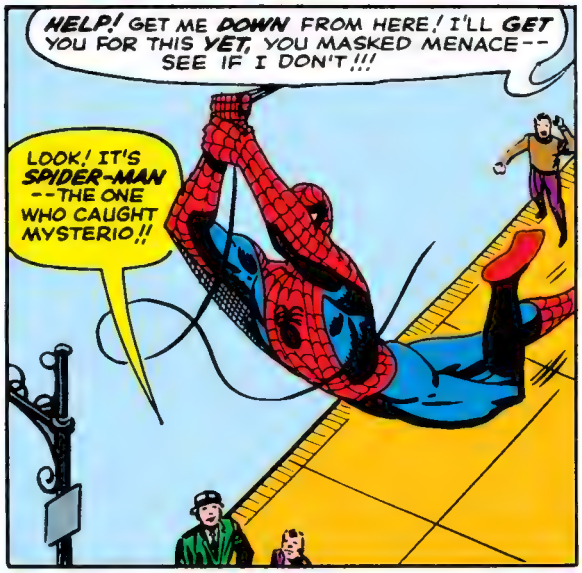

AND, A FEW MINUTES LATER, AT POLICE HEADQUARTERS...
I HEARD MYSTERIO WAS HERE! WH-WHAT HAPPENED, CHIEF??
IT'S INCREDIBLE, MR. JAMESON! SPIDER-MAN BROUGHT HIM IN, AND WE HAVE A FULL CONFESSION ON TAPE FROM MYSTERIO'S OWN LIPS! HE'S THE CRIMINAL WE'VE BEEN SEEKING! SPIDER-MAN IS INNOCENT!!
OUR MEN ARE PICKING UP ALL THE STOLEN LOOT NOW, CHIEF-- THANKS TO SPIDER-MAN!

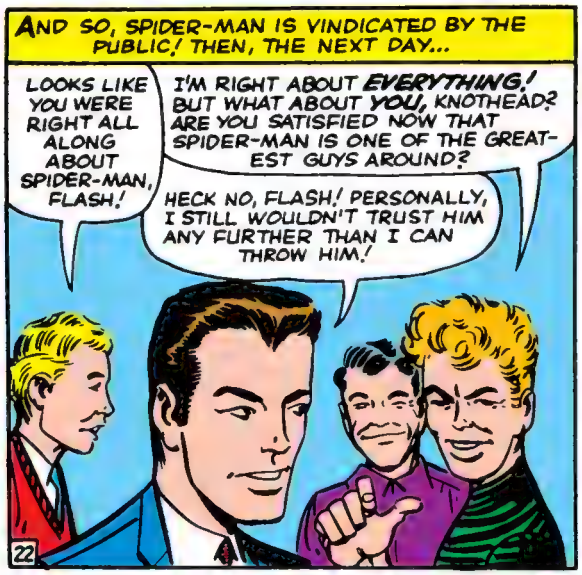
MYSTERIO IS THE GUILTY ONE?? SPIDER-MAN IS INNOCENT??!
AND AFTER ALL I WROTE IN MY NEWSPAPERS!! I-I'LL BE A LAUGHING STOCK--AGAIN!! OH NO!!

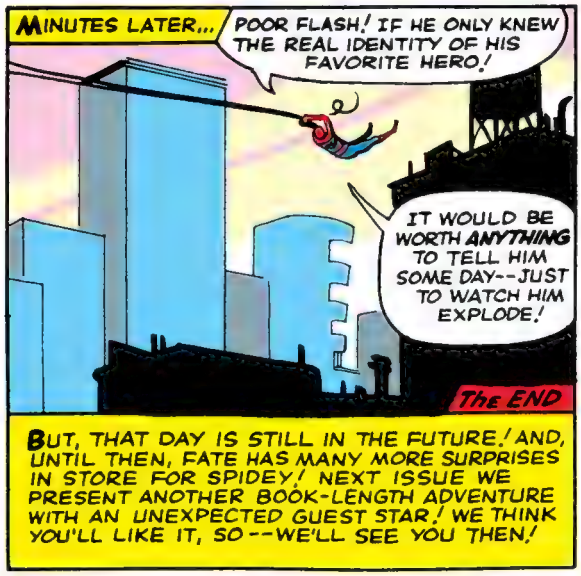
THEN, WHEN JAMESON RETURNS TO HIS OFFICE...
CANCEL ALL MY APPOINTMENTS, MISS BRANT! AND SEND DOWN FOR A BOTTLE OF ASPIRIN-- A BIG BOTTLE!
YES SIR! PETER PARKER WAS JUST IN! HE LEFT SOME PHOTOS FOR YOU!

HMMPH! A LOT OF GOOD PHOTOS CAN DO ME NOW! I'LL--HUH?? WHAT ARE THOSE?!!
FIGHT SCENES!! SPIDER-MAN AND MYSTERIO!!

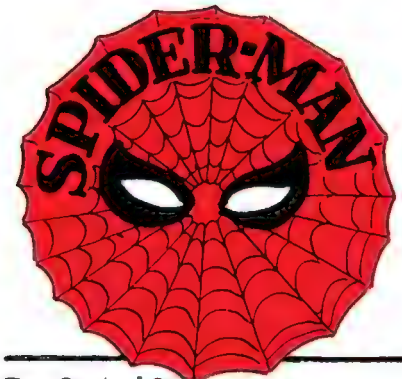
THAT LUCKY PARKER!! HE MUST HAVE BEEN THERE JUST AT THE RIGHT TIME! THESE PICTURES ARE PERFECT FOR THE FRONT PAGE! I'M SAVED!
STOP THE PRESSES! WE'RE PUTTING OUT AN EXTRA!







BUT, THAT DAY IS STILL IN THE FUTURE! AND, UNTIL THEN, FATE HAS MANY MORE SURPRISES IN STORE FOR SPIDEY! NEXT ISSUE WE PRESENT ANOTHER BOOK-LENGTH ADVENTURE WITH AN UNEXPECTED GUEST STAR! WE THINK YOU'LL LIKE IT, SO--WE'LL SEE YOU THEN!



SPIDER'S WEB

Dear Stan and Steve,

Your latest creation AMAZING SPIDER-MAN has aroused my interest in comics for the first time in years. I'm forced to agree with your own somewhat conceited opinion that he's the best in comics today. I have one other observation to make. I don't believe you are getting a correct tabulation of the popularity of your stars. As you are relying entirely on fan mail to supply these facts, this could prove misleading.

Charles E. Smith
231 E. 56th
Long Beach, Calif.

Well, there ARE more scientific methods! We could always toss a coin!

Dear Stan and Steve,

I've read F.F. and didn't write to you. I've read THOR and didn't write. I've read X-MEN which was tremendous and yet I still didn't write. But SPIDER-MAN has really got me. I've never read a better comic book. I don't think you should team him up with anyone. Spider-Man is the greatest thing ever to spin a web. I think that he should go into combat with the following: X-Men, Hulk, Iron Man, and Thor. Why don't you make Spidey fight the Blob.

Steve Alexander
Box 379, So. Anderson Dr.
Tullahoma, Tenn.

Give him time, Steve! He'll tackle everyone from the Blob to Uncle Wiggily!

Dear Stan and Steve,

While I was attending college, I occasionally bought a comic book to relieve the tensions of academic pressures. I found most of these to be repetitive and gradually tedious. Only the comics in the Marvel Group were continuously stimulating and exciting. My first experience with a Marvel comic was seeing the F.F. billed as the "World's Greatest Comic!" This was a challenge that I could not resist. However, I was amazed to find that bold statement not only true but an understatement. To date the F.F. is only rivaled by its cousin publication, the Amazing Spider-Man. I have followed the exploits of Peter Parker since issue #1. I feel that his romance with Betty Brant is an excellent touch to an already fine magazine. Don't break them up. And don't give Peter an inpenetrable barrier between him and Betty such as Thor has. I do think that Peter should be a little older by now, and that you might promote him to college. One more question on Spider-Man—if his blood contains whatever it was that gave him his powers and he transfused some of his blood to Aunt May, will Aunt May have some traces of spider powers in the future? Please don't make Aunt May into a Spider-Woman. Somehow I just can't picture her in a purple and red costume swinging from a spider web. Please put out a Spider-Man Annual. I am sure they will sell like insect repellent in the summer time. But don't have Peter's classmates knocking him because he is brainy. Today the egghead gets more respect than the muscle-head. In my former high school Pete would probably have been a BMOC.

Rosalind Rogoff
26 Elizabeth Road
New Rochelle, N. Y.

Y'know, Rosey, that gives us an idea! It's something to think about! Let's see now—Aunt May in costume as Spider-Woman—Hmmmm . . .

Dear Stan and Steve,

You're all a bunch of jerks. I haven't been reading your mags long but long enough to see how you operate. You start off by putting out good mags and when you've got everybody really interested, you let go with the flubs. Example: you start with SPIDER-MAN #7—a great, great story, then comes #8—a good story with good features, and then #9—the flub! Fair story, poor art (Ditko should send for that course), and finally, you leave us hanging in the air. I've noticed this in many of your mags such as Journey into Mystery #100. It was a good story with a dumpsville ending. You're getting so conceited that "great," "amazing," etc. appears on every page. Only one good thing I can say for you and that is your villains are super as well as your costumes. But if you bums don't get busy, I'm going back to your competitors!

John Yandell
2135 E. 14th St.
Tulsa, Okla.

Going BACK? You sound like you've never LEFT 'em, Johnny boy!

Dear Stan and Steve,

I'm somewhat of a newcomer to SPIDER-MAN but I think he's great! And I mean wonderful! Issue #9 was rather sad with Peter's Aunt May being sick and all but, still, the story was very good. I enjoyed the plot. Don't let Aunt May die, please! It would ruin everything!

Marcelaine Wininger
31 West
Park City, Ky.

We're sure she'd agree with you, Marcy.

Dear Stan and Steve,

How about another battle between Spidey and the Human Torch? In my opinion the Torch can wipe up the floor with Spider-Man! Remember the F.F. Annual? Spidey would have been splattered all over New York if he hadn't run away!

Charles J. Goering, Jr.
43-07 42nd St.
Sunnyside 4, N. Y.

Gosh, Charley, if you prefer a roughneck like the Torch to a nice, gentle lad like Spidey, that's YOUR business!

Dear Stan and Steve,

I think Spider-Man is a great comic. A friend of mine got me started on reading it and I've read every issue since. I enjoyed all of them except #3. (Spider-Man vs. Dr. Octopus) Everyone said how good #3 was, but I think it was crummy. The one thing wrong with your comic is Ditko's art. He draws Spider-Man and the super villains fine, but the way he draws people makes them look like they have some rare disease!

Steve Gillespie
2037 Howard St.
Omaha 2, Nebr.

They have! It's called "Ditko-itis."

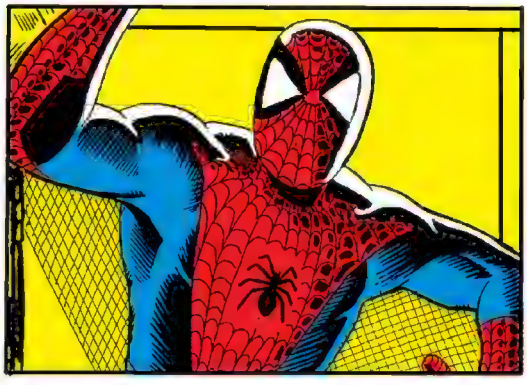
CONTINUED . . .

Dear Stan and Steve,

Was just sitting here in the barracks doing nothing and spotted a copy of SPIDER-MAN on a buddy's rack. Curiosity and a lack of entertainment compelled me to open your magazine and read it. Instead of the usual superhero who is never wrong and is indestructible, I was glad to see a down-to-earth human. (Spider?) Passed it along in the squad, and everybody enjoys it. There is still a long line waiting to read it. Looking forward to the next ish.

1/Cpl. Charles M. Wisniewski
#15 USMC, H&S. 1-3, S-2
c/o FPO, San Francisco, Cal.

Your letter made us happy, C.W. Almost as happy as if each squad member bought his OWN copy!



Dear Stan and Steve,

I never thought a comic was worth 12¢ until I read SPIDER-MAN. I'm speechless after each one. I think your comics are as good as you say; as a matter of fact, I think you're modest! Would you please publish your mags twice a month because I spend all my time waiting, biting my nails, hoping I won't miss the next Spider-Man mag. I'd also like to say that X-MEN and the AVENGERS are the greatest!

Jody Morine
28 Columbus Ave.
Brentwood, N. Y.

The greatest WHAT??

Dear Stan and Steve,

Phooey to you! I mean you have a great mag. That's the trouble. You have no hearts. Think of all the other mags—how do you think the poor people that work for them make a living! No kidding though, I have been a fan right from the start of the Marvel Age. Your mags are MARVELous!

Hal Cox
1945 Amis Ave.
Las Cruces, N. Mex.

Thanks, Hal! But we saw one of our competitors driving a Cadillac the other day! SOMEONE must be reading their mags!

Dear Stan and Steve,

How do you guys do it? Every ish gets better and better! Yes, even in the art work. Steve, I'm sorry about what I said before about how bad—not bad, just weird—your art work is. I realize now that you and only you can draw Spider-Man the way he should be drawn. Now back to the subject. In issue #7 I liked the way the Vulture made a comeback and the way Spider-Man finally knocked him off. Just as I was recovering from the action in #7 you hit me with #8. I like the way you set up the fight between Peter Parker and Flash. Even better was the way you had Peter shut Flash up. Your Spider-Man vs. Torch adventures are great. But even these great issues were overshadowed by #9. As the story went on I really felt that I was in the story, living it with Peter Parker instead of just being on the outside looking in—that's what makes Spider-Man so wonderful—his reality. Keep up the good work.

David Catena
2601 Cambria Ave.
Windber, Pa.

Thanks for putting our minds at ease, Dave. We WONDERED who that extra fella was in some of the backgrounds of our last ish!

SPECIAL ANNOUNCEMENTS SECTION:

- **Have you ever stopped to think how complicated the simplest little things can be? For instance—We decided to keep the letters pages in SPIDER-MAN because most of you wanted them. We've even added letters pages to X-MEN, the AVENGERS, and ol' SGT. FURY. BUT, when it comes time to write the special announcements section we go nuts trying to remember what we wrote in the OTHER mags so that we won't repeat ourselves in each column! We don't want to tell you all about the next ish of STRANGE TALES, for example, if we've already told you all about it in the F.F. letters page. So that means we have to start keeping lists and records of these things! And life used to be so simple!**
- **We listen to your beefs whenever we read the fan mail (like all the time)—so we hope you'll forgive us if we let OUR hair down once in a while like this. In fact, some day we may write a book about all the problems involved in turning out a comic magazine which the readers don't even suspect. The only thing is, the problems keep us so busy we'll never get the time to write the book!**
- **Well, now that everybody's thoroughly confused, here's our first announcement! You've probably noticed that we changed the title of JOURNEY INTO MYSTERY to THOR. And, to celebrate the change, we have a rather off-beat tale in THOR #104 (it rhymes, doesn't it?) entitled "Giants Walk The Earth!" Whether you like the story or not, you've got to admit the TITLE'S a doozy! It's on sale now, so don't make us feel we were wasting our time, huh?**
- **TALES TO ASTONISH #56, also on sale now, has an extra-long 18-page Giant-Man thriller in which the man of many sizes, together with the wonderful Wasp, battle a new super-foe called The Magician! The name's not too original, but the action's a mile a minute, and the Wasp is lovelier than ever! (That's for all you insect-lovers!)**
- **The latest STRANGE TALES features our great two-for-one line-up! The Human Torch battling The Plantman, who returns for more fun and games, plus Dr. Strange in a yarn entitled "Witchcraft in the Wax Museum!" (Let's see someone find fault with THAT combo!)**
- **As for TALES OF SUSPENSE, we've changed that title also—we'll refer to it as IRON MAN from now on, in honor of its powerful star, ol' bullet-head himself. And, believe it or not, we've redesigned his helmet AGAIN—just to keep you all on your toes! In answer to countless requests (about a half-dozen) the mysterious Mandarin is back to battle handsome Tony Stark, so do yourself a favor and don't miss it!**

- **FANTASTIC FOUR #27 is so terrific we almost hate to tell you about it! All we have to say is that it features America's favorite hero-villain, the sensational Sub-Mariner, and also guest-stars Dr. Strange! Then, just for kicks, level-headed Reed Richards really blows his top in this one! If you don't run right out and buy it, Jack Kirby'll probably never talk to you again!**
- **But here's what you've been waiting for—(we hope!) The scoop about our next SPIDER-MAN! We're just starting to write and draw it now, so we can't guarantee it's great—BUT—the villain is called The Green Goblin—The evil Enforcers are back (remember them from ish #10?)and we even threw in that jolly ol' green giant, The Hulk, for good measure! The way it looks to us, even if it's bad it'll be good!! So look for SPIDER-MAN #14—it won't be hard to find—it'll be the one everybody's fighting for!**
- **And now, we've got to say "so long" till next ish! We're late for our meeting of the J. Jonah Jameson fan-club!**

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
14 JULY
WOW!! JUST WAIT TILL YOU SEE "The GREEN GOBLIN!"
DOES THE GREEN GOBLIN LOOK CUTE TO YOU? DOES HE MAKE YOU WANT TO SMILE? WELL, FORGET IT! HE'S THE MOST SINISTER, MOST DANGEROUS FOE SPIDEY'S EVER FOUGHT!
GUEST-STARRING NONE OTHER THAN THAT RAMPAGING POWERHOUSE, THE INCREDIBLE HULK!
NO! YOU'RE NOT SEEING THINGS! THESE REALLY ARE THE EVIL ENFORCERS, BACK AGAIN TO GANG UP ON OUR OL' WEB-SPINNER!

SPIDER-MAN
the GROTESQUE ADVENTURE OF "the GREEN GOBLIN"
ONLY THE MERRY MARVEL MADMEN COULD HAVE DREAMED HIM UP!
HERE'S HOW IT HAPPENED: THE GANG AT THE BULLPEN SAID LET'S GIVE OUR FANS THE GREATEST 12¢ WORTH WE CAN! LET'S GET A REALLY DIFFERENT VILLAIN... A BUNCH OF COLORFUL HENCHMEN FOR HIM... AND LET'S EVEN ADD A GREAT GUEST STAR!! SO, WE DID!!
AND HERE'S THE RESULT... ANOTHER MIGHTY MARVEL MASTERPIECE!
WRITTEN BY: STAN LEE (THE POOR MAN'S SHAKESPEARE)
ILLUSTRATED BY: STEVE DITKO (THE POOR MAN'S DA VINCI)
LETTERED BY: ART SIMEK (THE POOR MAN'S RICH MAN)
NOTE: DON'T BE IMPATIENT! THE HULK DOESN'T APPEAR TILL LATER ON IN THE STORY... BUT YOU'LL BE GLAD YOU WAITED!
X-689
1

THE GREEN GOBLIN IS SUCH A NIFTY VILLAIN, THAT THE SOONER WE MEET HIM, THE BETTER! SO, LET'S VISIT A SILENT, SHADOWY BASEMENT LABORATORY, WHERE WE FIND...

THERE! MY FLYING BROOMSTICK IS FINISHED AT LAST!! NOW TO PUT ON MY COSTUME AND TEST IT OUT!

IT'S PURRING LIKE A KITTEN! I MADE THE CONTROLS SIMPLE ENOUGH THAT THERE'S NO CHANCE OF A FATAL ERROR!!

AND NOW TO KEEP MY APPOINTMENT WITH THE MOST UNUSUAL GROUP THAT'S AWAITING ME!

AND, IN A SLEEZY HOTEL ROOM, NOT FAR AWAY...

AH'M TIRED OF WAITIN'! WHEN'S THAT GOBLIN GUY A'GONNA SHOW UP?

STOP TOSSING THAT CRUMMY LASSO AT ME, MONTANA, OR YOU WON'T BE AROUND WHEN HE DOES ARRIVE!

KEEP YOUR SHIRT ON, FANCY DAN! IF THIS IS SOME KINDA TRICK, I'LL MAKE THE GOBLIN WISH HE NEVER TRIED TO PLAY IT ON THE OX!

SUDDENLY, A MOCKING FORM STREAKS IN THRU THE WINDOW...

IT'S NO TRICK, OX! I'M NOW READY TO GIVE THE FOUR OF YOU YOUR ORDERS!

LOOK! IT'S HIM!

YOU'RE NUTS, GOBLIN! THE ENFORCERS DON'T TAKE ORDERS FROM ANYONE!!

CORRECTION, OX! I'M NOT ANYONE! I'M THE GREEN GOBLIN!!

HEY! S-SPARKS! SHOOTIN' OUT OF HIS FINGERS!!

START TALKIN', GOBLIN! I'VE GOT A HUNCH IT'LL BE WORTH LISTENIN' TO!

I KNOW THAT SPIDER-MAN DEFEATED YOU AND CAUSED YOU TO GO TO JAIL FOR A STRETCH SOME MONTHS AGO!* DO AS I SAY, AND I PROMISE YOU'LL HAVE YOUR REVENGE ON HIM!

MISTAH, YOU JUST GOT YOURSELF A DEAL!

*SEE SPIDER-MAN #10-- EDITOR.

SOMETIME LATER, IN THE PLUSH OFFICES OF A GLAMOROUS HOLLYWOOD MOVIE STUDIO...

YEARS AGO WE WON AN OSCAR WITH OUR MOVIE "THE NAMELESS THING FROM THE BLACK LAGOON IN THE MURKY SWAMP!" BUT WE HAVEN'T HAD A GOOD SCARY HIT SINCE THEN!

YOU'RE RIGHT, B. J.!

OF COURSE, B. J.!

SO TRUE, B. J.!

I'VE GOT TO THINK! I'VE GOT TO GET AN INSPIRATION FOR A PICTURE AS GREAT AS "THE NAMELESS THING FROM THE BLACK LAGOON IN THE MURKY SWAMP!" SO LEAVE ME! I MUST BE ALONE!

YES, B. J.!

CERTAINLY B. J.!

ABSOLUTELY, B. J.!

I HAVE IT! I'LL CHANGE THE TITLE AND RELEASE THE SAME MOVIE AGAIN! I'LL CALL IT "THE UNKNOWN THING" INSTEAD OF "THE NAMELESS THING"! I'LL MAKE MILLIONS!

FORGET IT! I'VE GOT A REAL MONEY-MAKING IDEA FOR YOU!!

HUH? WHA--? WHO ARE YOU??

CALL ME THE GREEN GOBLIN! I'M YOUR NEXT STAR!

YOU'RE A NUT! NOW GET ON YOUR BROOMSTICK AND FLY OUT OF HERE!

VERY WELL-- IF YOU DON'T WANT A MOVIE CO-STARRING ME, THE ENFORCERS, AND SPIDER-MAN...

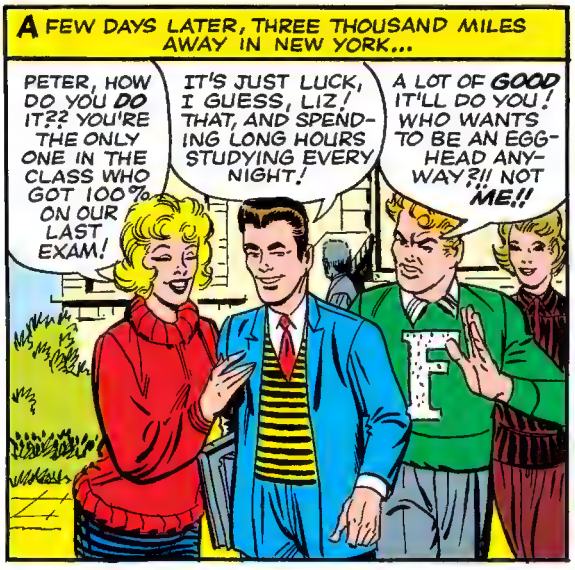
DID YOU SAY SPIDER-MAN?? STARRING IN A MOVIE FOR ME?? IT CAN'T MISS!

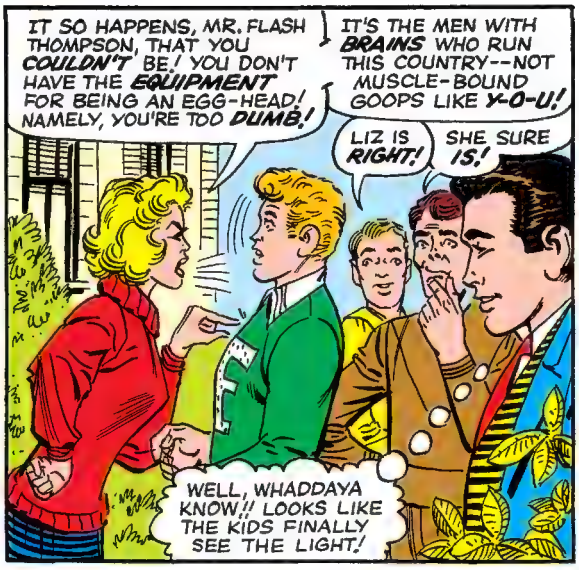
I CAN SEE IT ALL NOW! I'LL HAVE A HUNDRED DANCING GIRLS-- A CAST OF THOUSANDS -- MAYBE I CAN GET TONY CURTIS TO PLAY SPIDER-MAN -OR ONE OF THE BEATLES!

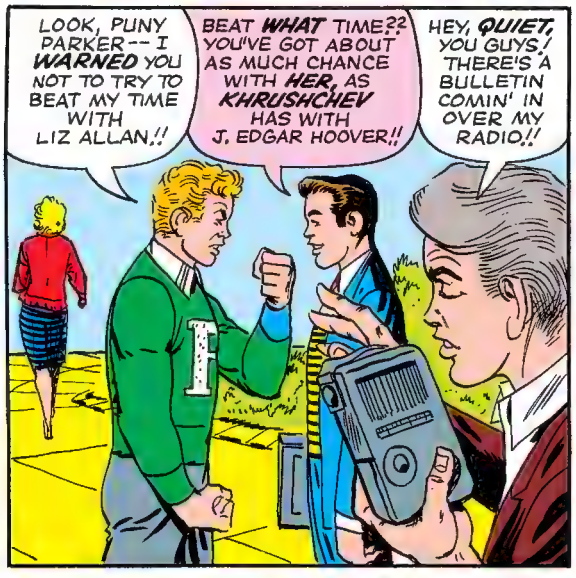
I'LL GO YOU ONE BETTER! I'LL GET YOU THE REAL SPIDER-MAN TO PLAY THE PART!

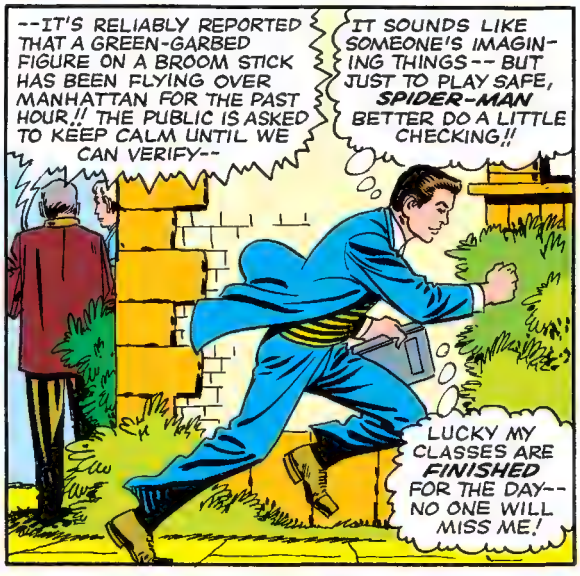
I WAS RIGHT! YOU ARE A NUT! NOBODY KNOWS WHO HE IS-- NOBODY CAN GET WITHIN A HUNDRED FEET OF HIM! BUT YOU'LL DELIVER SPIDER-MAN!!

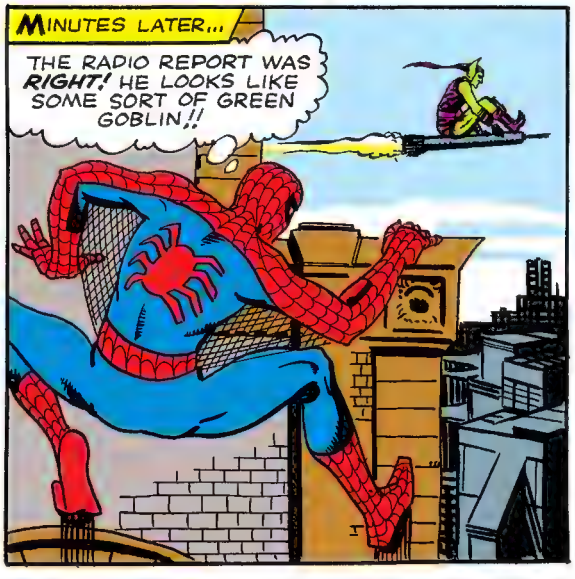
EXACTLY! NOW YOU LEAVE EVERYTHING TO ME-- JUST RELAX AND COUNT YOUR MONEY!


A FEW DAYS LATER, THREE THOUSAND MILES AWAY IN NEW YORK...
PETER, HOW DO YOU DO IT?? YOU'RE THE ONLY ONE IN THE CLASS WHO GOT 100% ON OUR LAST EXAM!
IT'S JUST LUCK, I GUESS, LIZ! THAT, AND SPENDING LONG HOURS STUDYING EVERY NIGHT!
A LOT OF GOOD IT'LL DO YOU! WHO WANTS TO BE AN EGG-HEAD ANYWAY?!! NOT ME!!


IT SO HAPPENS, MR. FLASH THOMPSON, THAT YOU COULDN'T BE! YOU DON'T HAVE THE EQUIPMENT FOR BEING AN EGG-HEAD! NAMELY, YOU'RE TOO DUMB!
IT'S THE MEN WITH BRAINS WHO RUN THIS COUNTRY--NOT MUSCLE-BOUND GOOPS LIKE Y-O-U!
LIZ IS RIGHT!
SHE SURE IS!
WELL, WHADDAYA KNOW!! LOOKS LIKE THE KIDS FINALLY SEE THE LIGHT!


LOOK, PUNY PARKER--I WARNED YOU NOT TO TRY TO BEAT MY TIME WITH LIZ ALLAN!!
BEAT WHAT TIME?? YOU'VE GOT ABOUT AS MUCH CHANCE WITH HER, AS KHRUSHCHEV HAS WITH J. EDGAR HOOVER!!
HEY, QUIET, YOU GUYS! THERE'S A BULLETIN COMIN' IN OVER MY RADIO!!


--IT'S RELIABLY REPORTED THAT A GREEN-GARBED FIGURE ON A BROOM STICK HAS BEEN FLYING OVER MANHATTAN FOR THE PAST HOUR!! THE PUBLIC IS ASKED TO KEEP CALM UNTIL WE CAN VERIFY--
IT SOUNDS LIKE SOMEONE'S IMAGINING THINGS--BUT JUST TO PLAY SAFE, SPIDER-MAN BETTER DO A LITTLE CHECKING!!
LUCKY MY CLASSES ARE FINISHED FOR THE DAY--NO ONE WILL MISS ME!

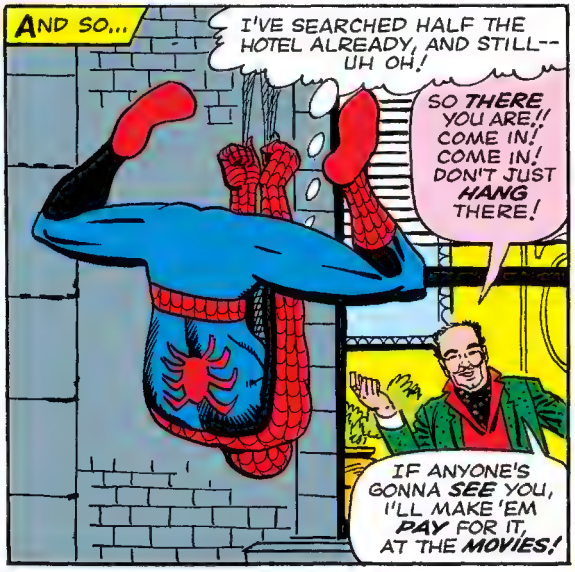

MINUTES LATER...
THE RADIO REPORT WAS RIGHT! HE LOOKS LIKE SOME SORT OF GREEN GOBLIN!!

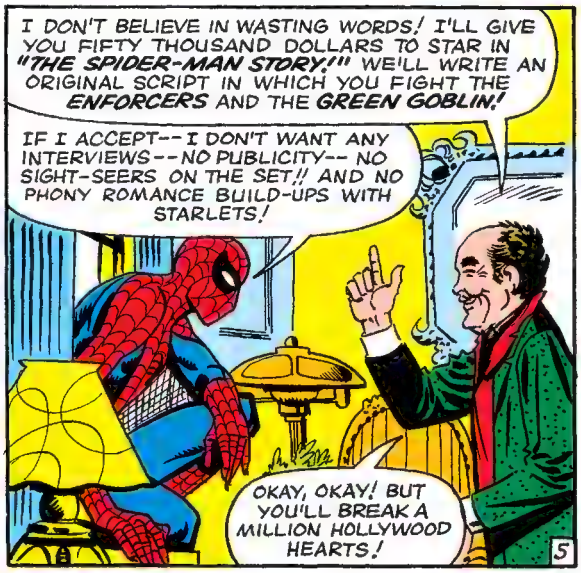
I'LL MAKE A CATAPULT OF MY WEB AND SEE WHAT HE'S UP TO! I'D BETTER NOT MISS--IT'S A LONG WAY DOWN!!

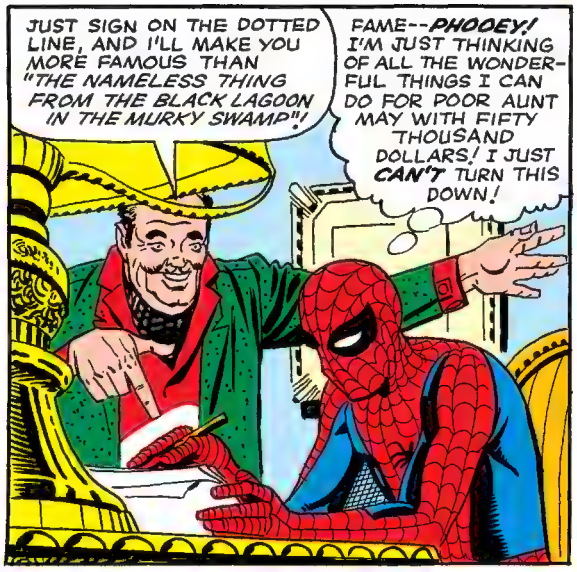
HOLD IT, FELLA!! HOW ABOUT GIVING A GUY A LIFT??
SPIDER-MAN!! I'VE BEEN WAITING FOR YOU!! I KNEW IF I FLEW AROUND THE CITY, YOU'D BE SURE TO INVESTIGATE SOONER OR LATER!

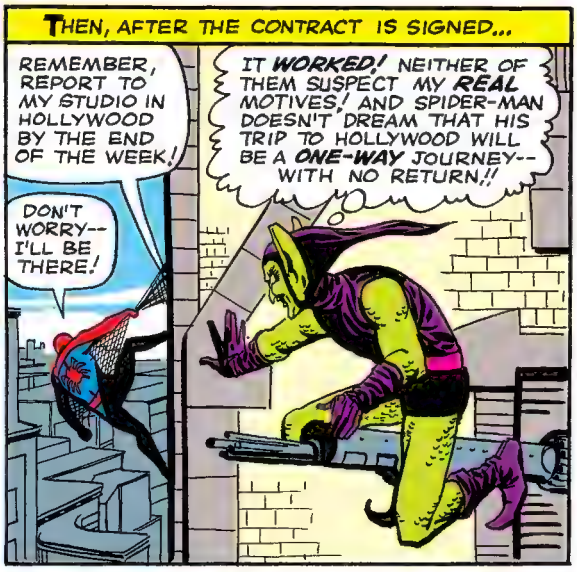
OKAY THEN, YOU'VE FOUND ME! NOW WHAT'S THE PITCH??
I HAVE A LEGITIMATE DEAL TO OFFER YOU! I REPRESENT B.J. COSMOS, OF COSMOS PRODUCTIONS! HE WANTS YOU TO STAR IN A MOVIE!!

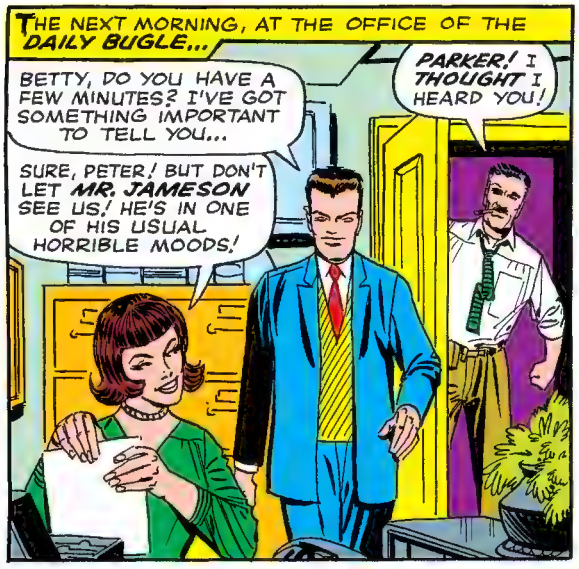
HE'S IN NEW YORK, 'SPECIALLY TO SEE YOU! DON'T TAKE MY WORD FOR IT-- HE'S AT THE RITZ PLAZA HOTEL!
I'M ON MY WAY! BUT, IF THIS IS A GAG, YOU'LL BE A MIGHTY SORRY LITTLE GOBLIN!


AND SO...
I'VE SEARCHED HALF THE HOTEL ALREADY, AND STILL-- UH OH!
SO THERE YOU ARE!! COME IN! COME IN! DON'T JUST HANG THERE!
IF ANYONE'S GONNA SEE YOU, I'LL MAKE 'EM PAY FOR IT, AT THE MOVIES!


I DON'T BELIEVE IN WASTING WORDS! I'LL GIVE YOU FIFTY THOUSAND DOLLARS TO STAR IN "THE SPIDER-MAN STORY!" WE'LL WRITE AN ORIGINAL SCRIPT IN WHICH YOU FIGHT THE ENFORCERS AND THE GREEN GOBLIN!
IF I ACCEPT-- I DON'T WANT ANY INTERVIEWS-- NO PUBLICITY-- NO SIGHT-SEERS ON THE SET!! AND NO PHONY ROMANCE BUILD-UPS WITH STARLETS!
OKAY, OKAY! BUT YOU'LL BREAK A MILLION HOLLYWOOD HEARTS!


JUST SIGN ON THE DOTTED LINE, AND I'LL MAKE YOU MORE FAMOUS THAN "THE NAMELESS THING FROM THE BLACK LAGOON IN THE MURKY SWAMP"!
FAME--PHOOEY! I'M JUST THINKING OF ALL THE WONDERFUL THINGS I CAN DO FOR POOR AUNT MAY WITH FIFTY THOUSAND DOLLARS! I JUST CAN'T TURN THIS DOWN!

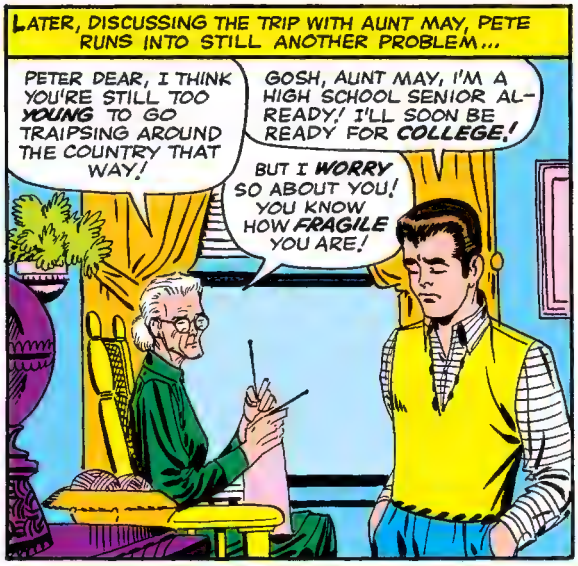

THEN, AFTER THE CONTRACT IS SIGNED...
REMEMBER, REPORT TO MY STUDIO IN HOLLYWOOD BY THE END OF THE WEEK!
DON'T WORRY-- I'LL BE THERE!
IT WORKED! NEITHER OF THEM SUSPECT MY REAL MOTIVES! AND SPIDER-MAN DOESN'T DREAM THAT HIS TRIP TO HOLLYWOOD WILL BE A ONE-WAY JOURNEY-- WITH NO RETURN!!

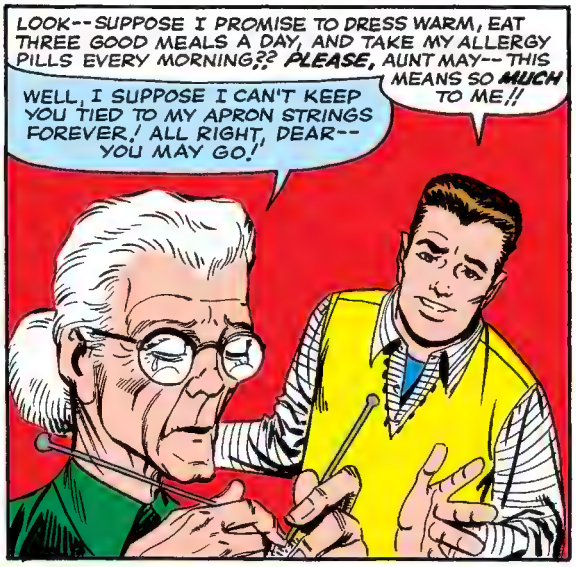

THE NEXT MORNING, AT THE OFFICE OF THE DAILY BUGLE...
BETTY, DO YOU HAVE A FEW MINUTES? I'VE GOT SOMETHING IMPORTANT TO TELL YOU...
PARKER! I THOUGHT I HEARD YOU!
SURE, PETER! BUT DON'T LET MR. JAMESON SEE US! HE'S IN ONE OF HIS USUAL HORRIBLE MOODS!

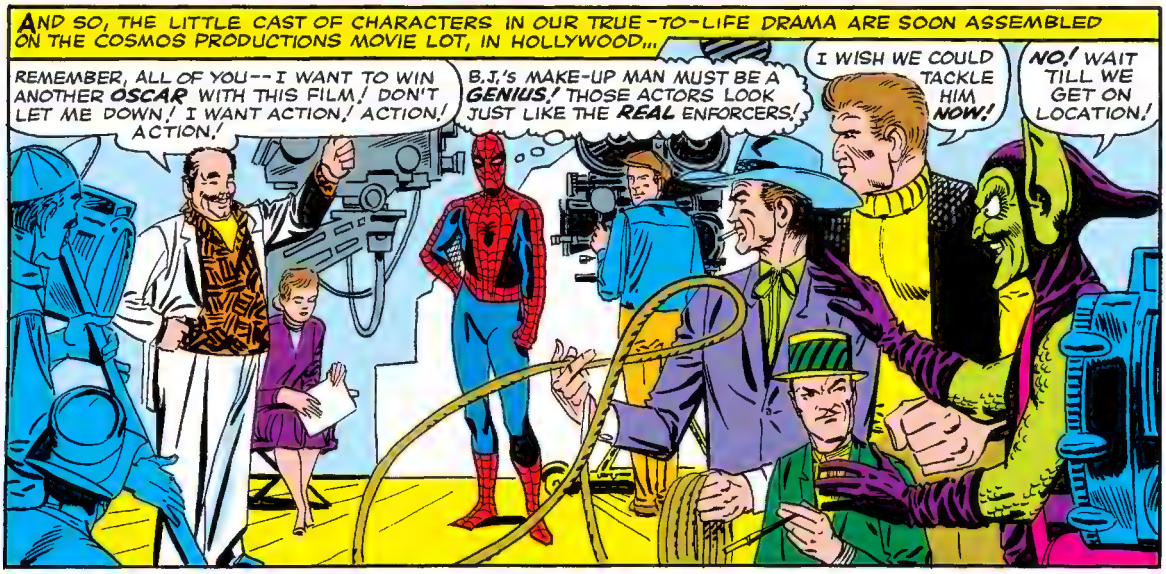
PACK YOUR BAGS, KID! COSMOS FILMS IS MAKING A MOVIE OF SPIDER-MAN ON THE COAST, AND THEY CLAIM THE REAL SPIDER-MAN IS STARRING IN IT!
AND YOU WANT ME TO GO THERE AND GET SOME EXCLUSIVE PHOTOS FOR YOU, EH?
I HOPED HE'D SEND ME! THIS IS THE PERFECT EXCUSE TO GIVE AUNT MAY! BUT I WANTED TO TELL BETTY FIRST--!!

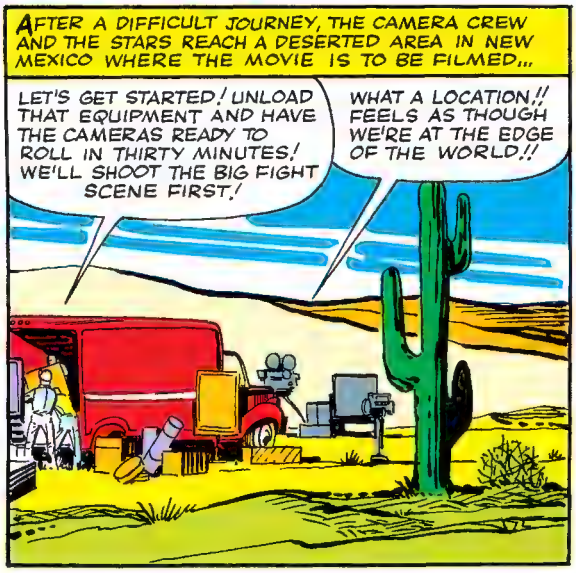
IT SURE WILL BE GREAT, THOUGH! I'LL GET A BUNDLE FROM MR. COSMOS--AND MAKE SOME ADDITIONAL MONEY FROM OL' JJJ FOR THE PIX I TAKE! AUNT MAY WILL NEVER HAVE TO WORRY AGAIN!
YOU LOOK MIGHTY HAPPY, PETER PARKER! I SUPPOSE YOU CAN'T WAIT TO MEET ALL THOSE HOLLYWOOD BEAUTIES!

AWW, THAT'S NOT WHY I WAS SMILING, BETTY! YOU KNOW HOW I FEEL ABOUT YOU! BETTY--?
THAT'S PERFECTLY ALL RIGHT, MISTER PARKER! I DON'T CLAIM TO BE AS GLAMOROUS AS THOSE STARLETS--OR THAT BLONDE LIZ ALLAN YOU'VE BEEN WALKING HOME FROM SCHOOL WITH LATELY!
LIZ!! SO THAT'S WHAT'S BUGGIN' HER!

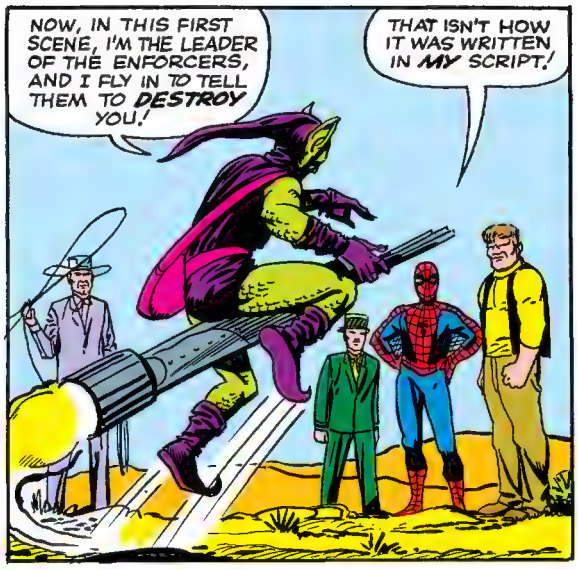

LATER, DISCUSSING THE TRIP WITH AUNT MAY, PETE RUNS INTO STILL ANOTHER PROBLEM...
PETER DEAR, I THINK YOU'RE STILL TOO YOUNG TO GO TRAIPSING AROUND THE COUNTRY THAT WAY!
GOSH, AUNT MAY, I'M A HIGH SCHOOL SENIOR ALREADY! I'LL SOON BE READY FOR COLLEGE!
BUT I WORRY SO ABOUT YOU! YOU KNOW HOW FRAGILE YOU ARE!


LOOK--SUPPOSE I PROMISE TO DRESS WARM, EAT THREE GOOD MEALS A DAY, AND TAKE MY ALLERGY PILLS EVERY MORNING?? PLEASE, AUNT MAY-- THIS MEANS SO MUCH TO ME!!
WELL, I SUPPOSE I CAN'T KEEP YOU TIED TO MY APRON STRINGS FOREVER! ALL RIGHT, DEAR-- YOU MAY GO!

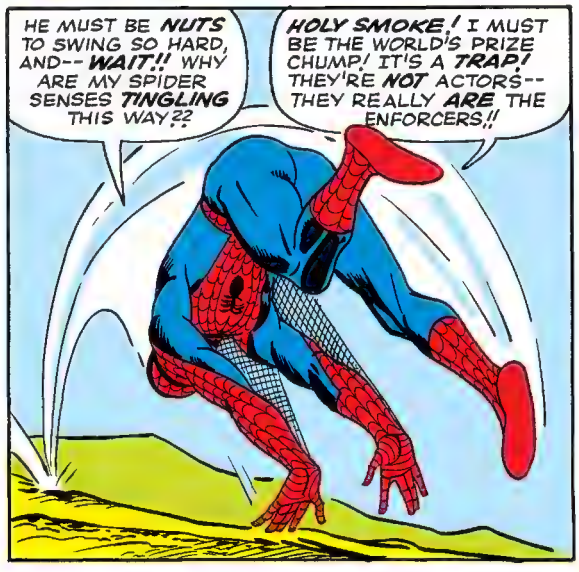

AND SO, THE LITTLE CAST OF CHARACTERS IN OUR TRUE-TO-LIFE DRAMA ARE SOON ASSEMBLED ON THE COSMOS PRODUCTIONS MOVIE LOT, IN HOLLYWOOD...
REMEMBER, ALL OF YOU--I WANT TO WIN ANOTHER OSCAR WITH THIS FILM! DON'T LET ME DOWN! I WANT ACTION! ACTION! ACTION!
B.J.'S MAKE-UP MAN MUST BE A GENIUS! THOSE ACTORS LOOK JUST LIKE THE REAL ENFORCERS!
I WISH WE COULD TACKLE HIM NOW!
NO! WAIT TILL WE GET ON LOCATION!

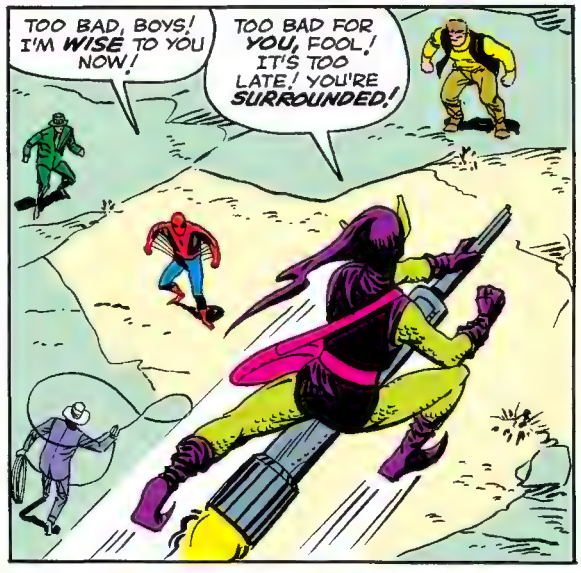

AFTER A DIFFICULT JOURNEY, THE CAMERA CREW AND THE STARS REACH A DESERTED AREA IN NEW MEXICO WHERE THE MOVIE IS TO BE FILMED...
LET'S GET STARTED! UNLOAD THAT EQUIPMENT AND HAVE THE CAMERAS READY TO ROLL IN THIRTY MINUTES! WE'LL SHOOT THE BIG FIGHT SCENE FIRST!
WHAT A LOCATION!! FEELS AS THOUGH WE'RE AT THE EDGE OF THE WORLD!!

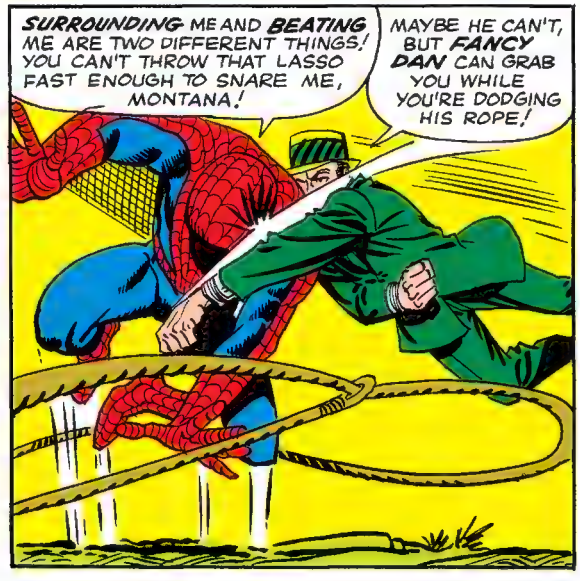
SAY, SPIDER-MAN-- SUPPOSE WE GO OFF AND REHEARSE THAT FIGHT SCENE WHILE THEY'RE SETTING UP THE CAMERAS?
YEAH! WE WANNA MAKE SURE NOBODY GETS HURT WHEN WE PERFORM FOR THE CAMERAS!
IT'S OKAY WITH ME!

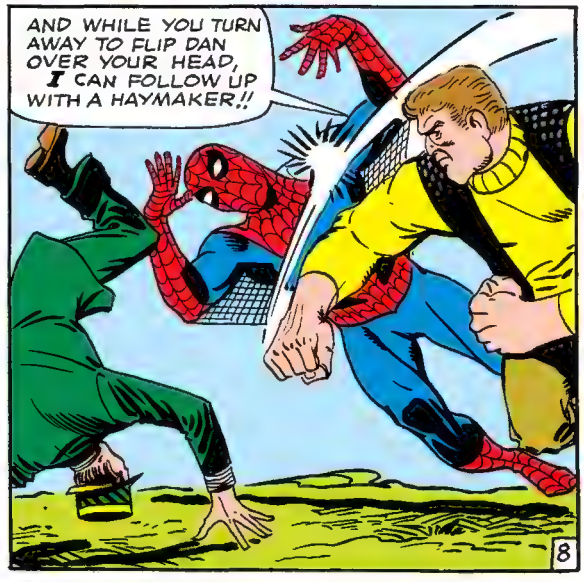

NOW, IN THIS FIRST SCENE, I'M THE LEADER OF THE ENFORCERS, AND I FLY IN TO TELL THEM TO DESTROY YOU!
THAT ISN'T HOW IT WAS WRITTEN IN MY SCRIPT!

YEAH? WELL, WHO SAYS YOU GOT THE RIGHT SCRIPT??
HEY! TRY THAT AGAIN AND I'LL FORGET THIS IS JUST A MOVIE!!


HE MUST BE NUTS TO SWING SO HARD, AND-- WAIT!! WHY ARE MY SPIDER SENSES TINGLING THIS WAY??
HOLY SMOKE! I MUST BE THE WORLD'S PRIZE CHUMP! IT'S A TRAP! THEY'RE NOT ACTORS-- THEY REALLY ARE THE ENFORCERS!!


TOO BAD, BOYS! I'M WISE TO YOU NOW!
TOO BAD FOR YOU, FOOL! IT'S TOO LATE! YOU'RE SURROUNDED!


SURROUNDING ME AND BEATING ME ARE TWO DIFFERENT THINGS! YOU CAN'T THROW THAT LASSO FAST ENOUGH TO SNARE ME, MONTANA!
MAYBE HE CAN'T, BUT FANCY DAN CAN GRAB YOU WHILE YOU'RE DODGING HIS ROPE!

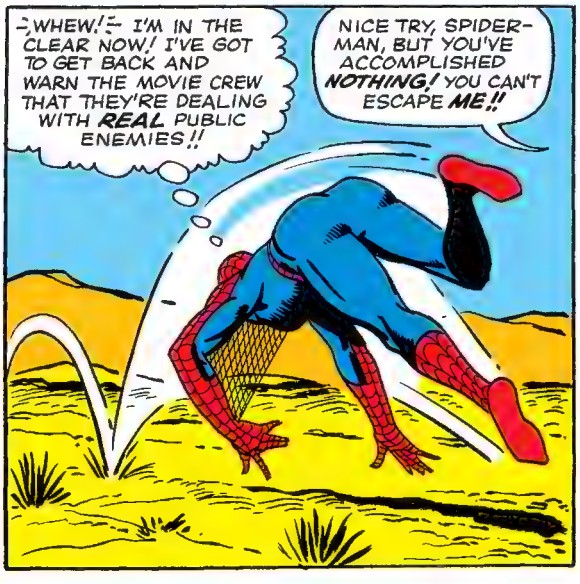

AND WHILE YOU TURN AWAY TO FLIP DAN OVER YOUR HEAD, I CAN FOLLOW UP WITH A HAYMAKER!!

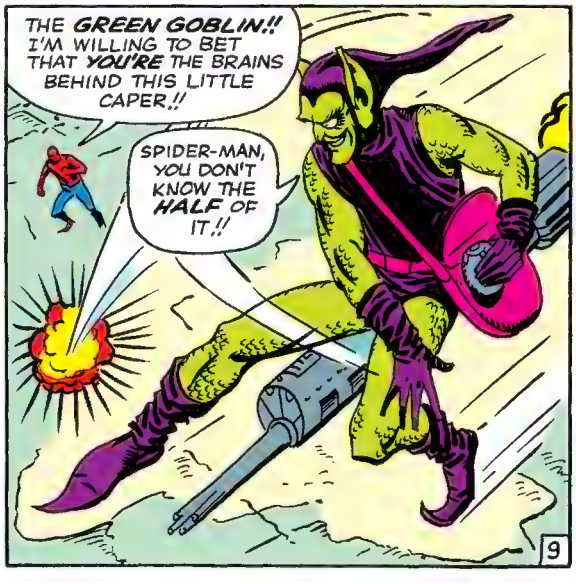
ONE EXTRA BACK-FLIP AND A TOSS OF MY WEB IS ALL I NEED TO CONFUSE YOU, OX! AND THEN I--HEY! WHAT'S THAT??
IT'S MONTANA LASSOING YOU AGAIN!! YOU CAN'T OUT-THINK ALL OF US!!

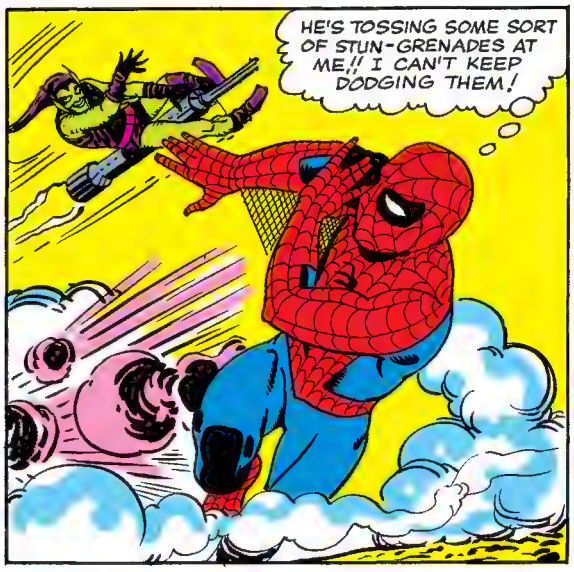
DON'T KID YOURSELF, OX! I CAN OUT-THINK, AND OUT-FIGHT A DOZEN LIKE YOU! I'LL JUST LEAP UP AND WIGGLE FREE WHILE IN THE AIR!!
UH OH!! THAT TINGLE AGAIN! SOMEONE'S SNEAKING UP BEHIND ME!

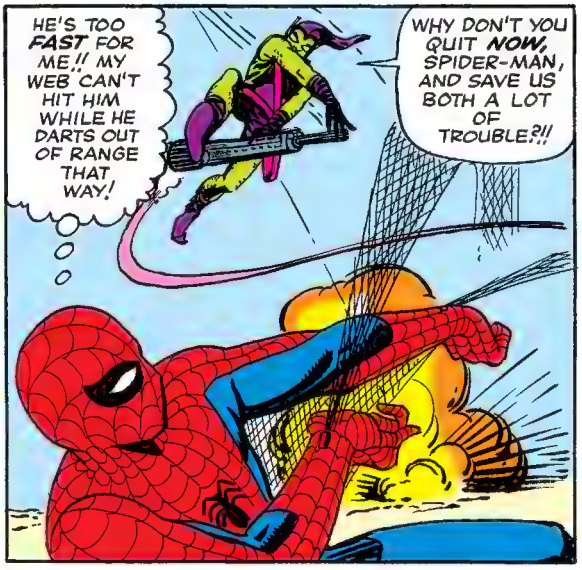
TOO BAD, FANCY DAN!! YOUR SPEED AND JUDO SKILL WON'T HELP YOU IF YOU CAN'T GET CLOSE ENOUGH TO USE THEM!!
THEY'RE JUST DECOYS, LITTLE FELLA! I'M THE ONE WHO'S GONNA FINISH YOU OFF!!

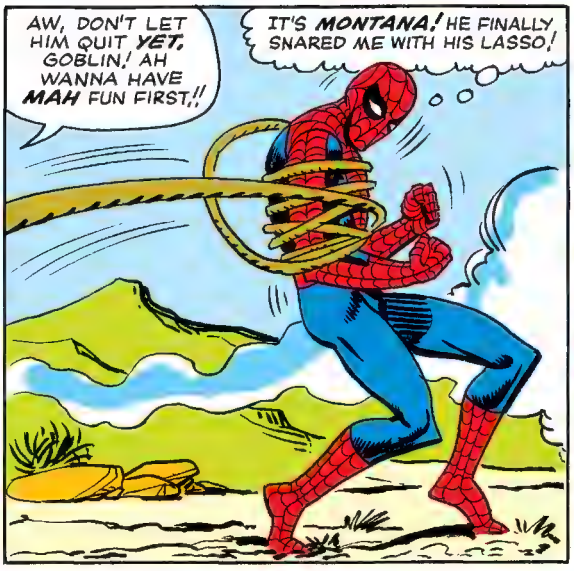
HEY--WHA--??! NOBODY CAN MOVE THAT FAST!! IT ISN'T POSSIBLE!!
SURE IT IS, OX! ALL YOU NEED IS THE PROPORTIONATE STRENGTH AND SPEED OF A SPIDER! SIMPLE, HUH?

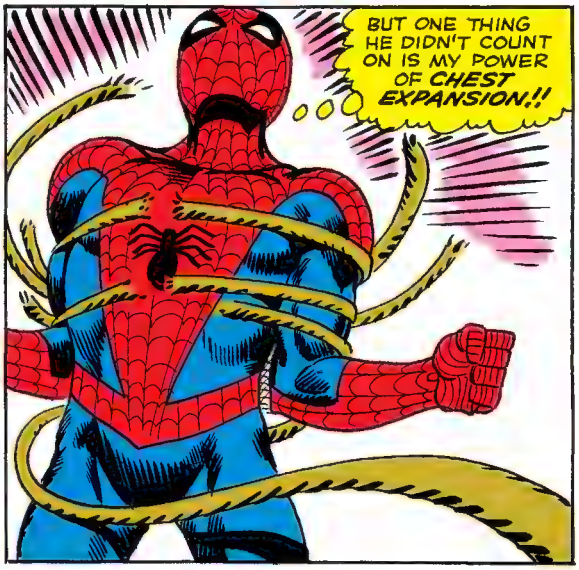

WHEW! I'M IN THE CLEAR NOW! I'VE GOT TO GET BACK AND WARN THE MOVIE CREW THAT THEY'RE DEALING WITH REAL PUBLIC ENEMIES!!
NICE TRY, SPIDER-MAN, BUT YOU'VE ACCOMPLISHED NOTHING! YOU CAN'T ESCAPE ME!!

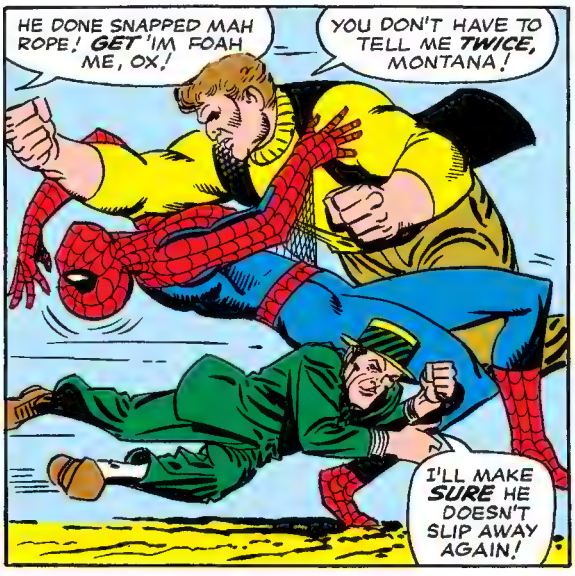

THE GREEN GOBLIN!! I'M WILLING TO BET THAT YOU'RE THE BRAINS BEHIND THIS LITTLE CAPER!!
SPIDER-MAN, YOU DON'T KNOW THE HALF OF IT!!


HE'S TOSSING SOME SORT OF STUN-GRENADES AT ME!! I CAN'T KEEP DODGING THEM!


HE'S TOO FAST FOR ME!! MY WEB CAN'T HIT HIM WHILE HE DARTS OUT OF RANGE THAT WAY!
WHY DON'T YOU QUIT NOW, SPIDER-MAN, AND SAVE US BOTH A LOT OF TROUBLE?!!

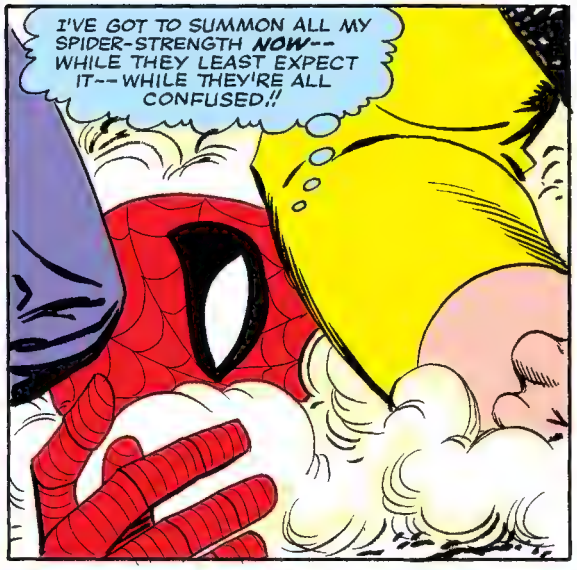

AW, DON'T LET HIM QUIT YET, GOBLIN! AH WANNA HAVE MAH FUN FIRST!!
IT'S MONTANA! HE FINALLY SNARED ME WITH HIS LASSO!

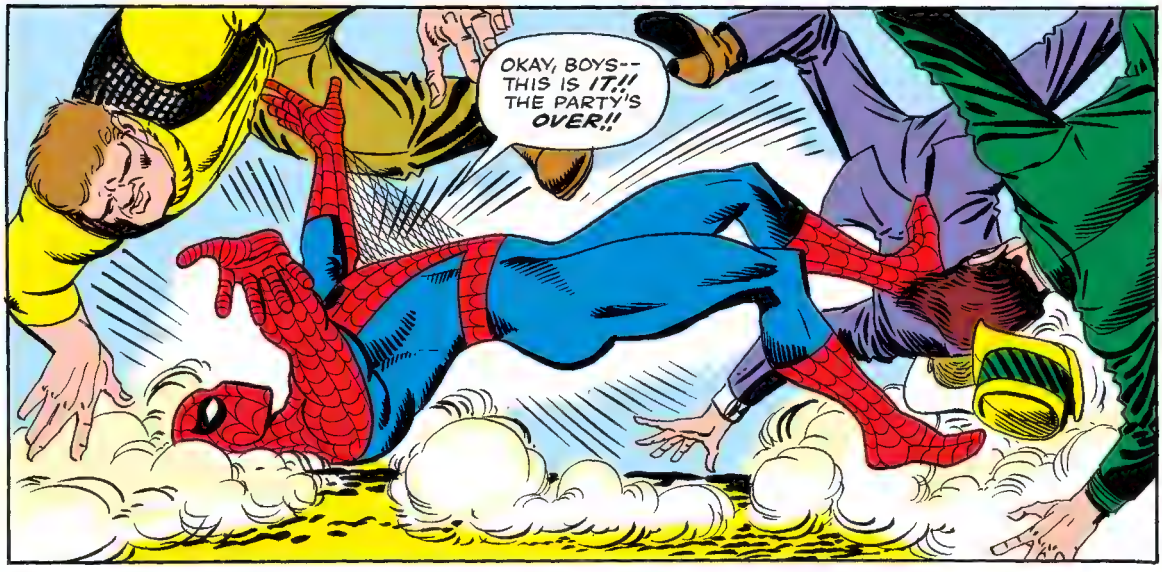

BUT ONE THING HE DIDN'T COUNT ON IS MY POWER OF CHEST EXPANSION!!

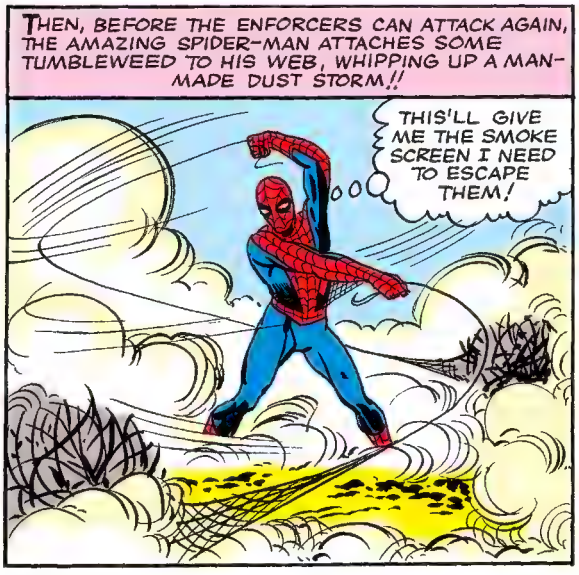

HE DONE SNAPPED MAH ROPE! GET 'IM FOAH ME, OX!
YOU DON'T HAVE TO TELL ME TWICE, MONTANA!
I'LL MAKE SURE HE DOESN'T SLIP AWAY AGAIN!

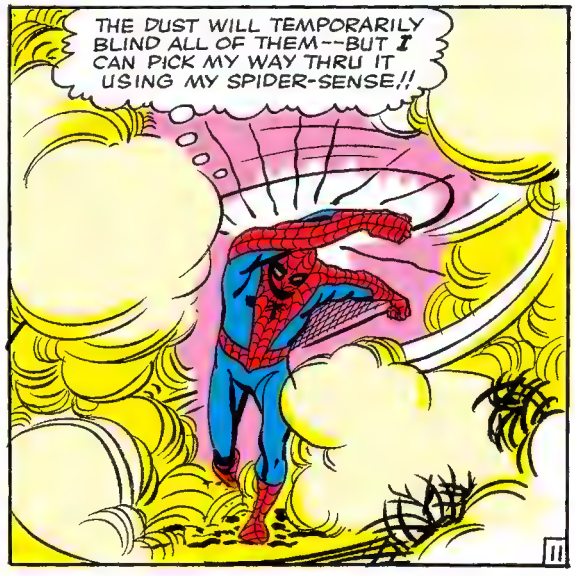
WE WAITED A LONG TIME FOR THIS, MASKED MAN-- BUT IT WAS WORTH IT!
LET ME AT 'IM! YOU BOYS ARE HAVIN' ALL THE FUN!!

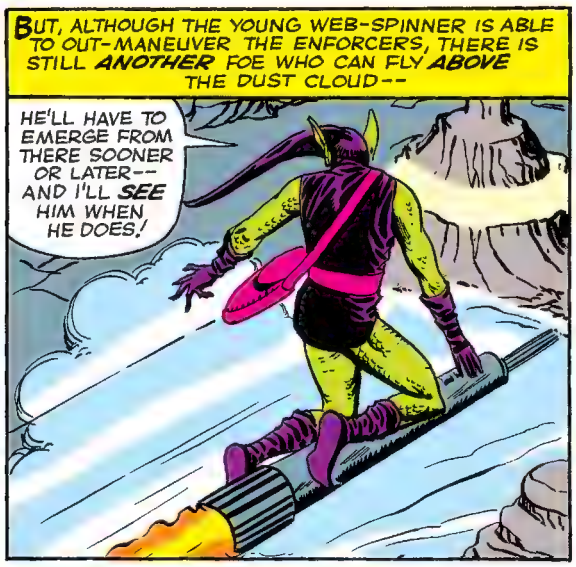
WHAT'S WRONG WITH Y'ALL?? WHY CAIN'T YOU HOLD 'IM DOWN??
HOW CAN SUCH A SKINNY RUNT BE SO STRONG?? LOOK OUT, FANCY DAN--I CAN'T GET A SWING AT HIM!!
YOU BRAINLESS LUMMOX!! WATCH WHAT YOU'RE DOIN'!! THAT'S ME YOU'RE HITTIN'!!

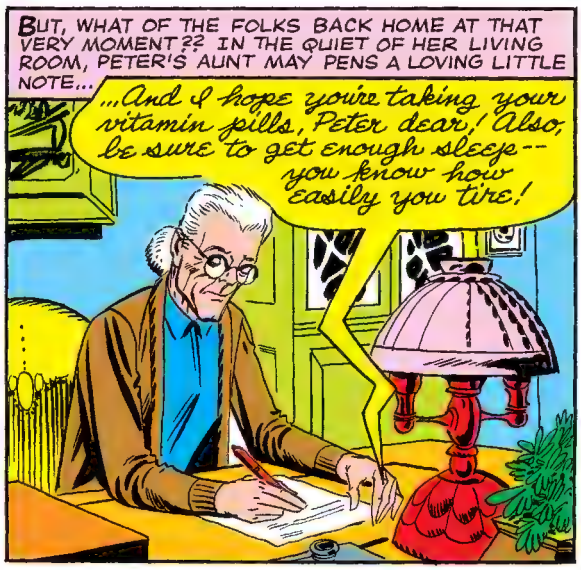

I'VE GOT TO SUMMON ALL MY SPIDER-STRENGTH NOW-- WHILE THEY LEAST EXPECT IT--WHILE THEY'RE ALL CONFUSED!!

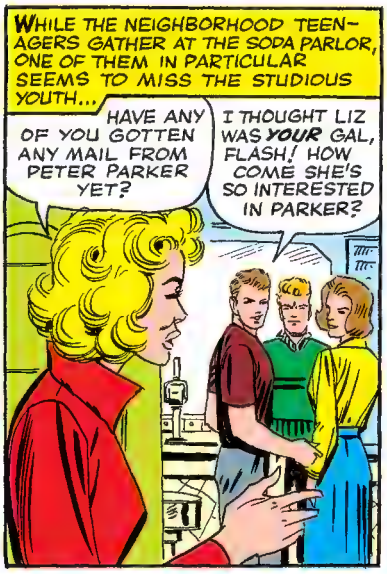

OKAY, BOYS-- THIS IS IT!! THE PARTY'S OVER!!

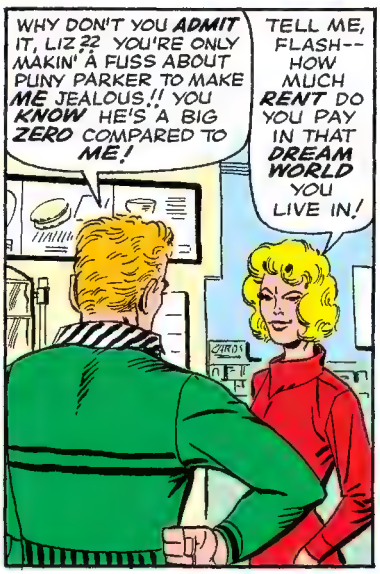

THEN, BEFORE THE ENFORCERS CAN ATTACK AGAIN, THE AMAZING SPIDER-MAN ATTACHES SOME TUMBLEWEED TO HIS WEB, WHIPPING UP A MAN-MADE DUST STORM!!
THIS'LL GIVE ME THE SMOKE SCREEN I NEED TO ESCAPE THEM!


THE DUST WILL TEMPORARILY BLIND ALL OF THEM--BUT I CAN PICK MY WAY THRU IT USING MY SPIDER-SENSE!!


BUT, ALTHOUGH THE YOUNG WEB-SPINNER IS ABLE TO OUT-MANEUVER THE ENFORCERS, THERE IS STILL ANOTHER FOE WHO CAN FLY ABOVE THE DUST CLOUD--
HE'LL HAVE TO EMERGE FROM THERE SOONER OR LATER-- AND I'LL SEE HIM WHEN HE DOES!

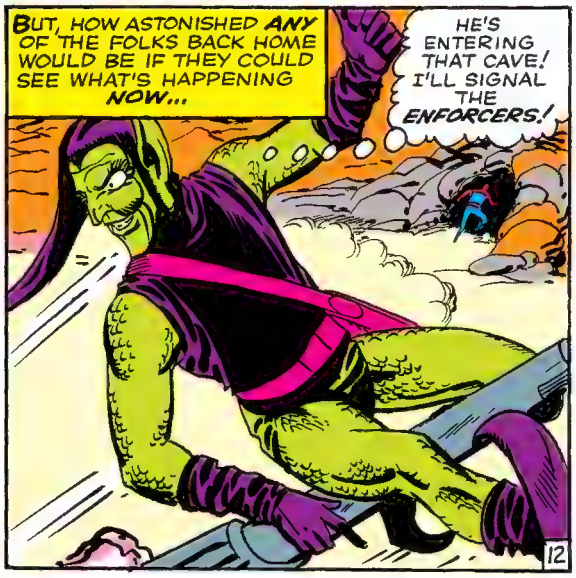

BUT, WHAT OF THE FOLKS BACK HOME AT THAT VERY MOMENT?? IN THE QUIET OF HER LIVING ROOM, PETER'S AUNT MAY PENS A LOVING LITTLE NOTE...
...And I hope you're taking your vitamin pills, Peter dear! Also, be sure to get enough sleep-- you know how easily you tire!


WHILE THE NEIGHBORHOOD TEEN-AGERS GATHER AT THE SODA PARLOR, ONE OF THEM IN PARTICULAR SEEMS TO MISS THE STUDIOUS YOUTH...
HAVE ANY OF YOU GOTTEN ANY MAIL FROM PETER PARKER YET?
I THOUGHT LIZ WAS YOUR GAL, FLASH! HOW COME SHE'S SO INTERESTED IN PARKER?

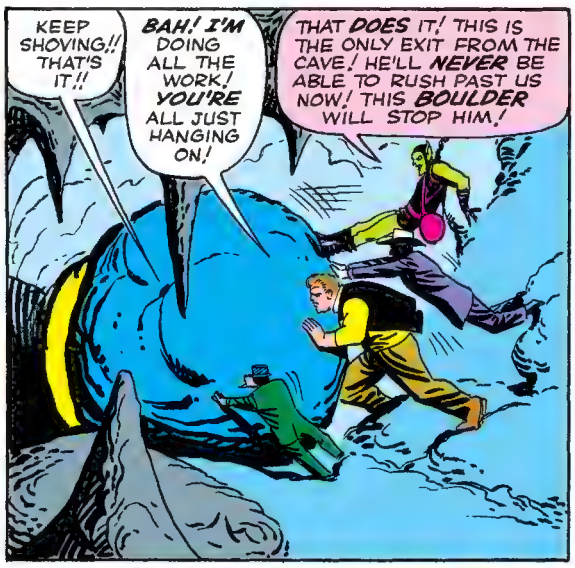

WHY DON'T YOU ADMIT IT, LIZ?? YOU'RE ONLY MAKIN' A FUSS ABOUT PUNY PARKER TO MAKE ME JEALOUS!! YOU KNOW HE'S A BIG ZERO COMPARED TO ME!
TELL ME, FLASH-- HOW MUCH RENT DO YOU PAY IN THAT DREAM WORLD YOU LIVE IN!

PETER IS A DREAM-BOAT! HE'S SENSITIVE, INTELLIGENT, ARTICULATE!! YOU PROBABLY DON'T KNOW WHAT THOSE WORDS MEAN!
NUTS! HE'S SCARED OF HIS OWN SHADOW! AND YOU KNOW IT!

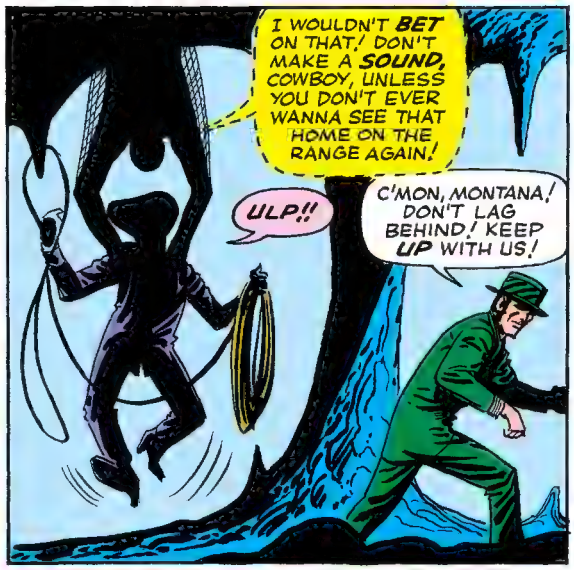
EVEN IN THE OFFICE OF J. JONAH JAMESON, PETER PARKER IS THE TOPIC OF CONVERSATION...
PARKER BETTER BRING ME BACK SOME SENSATIONAL PICTURES OF SPIDER-MAN! I DON'T WANT TO FIND OUT THAT HE'S WASTING HIS TIME DATING THOSE HOLLYWOOD GLAMOR GIRLS!!
OH NO! I MUSTN'T EVEN LET MYSELF THINK SUCH THOUGHTS ABOUT HIM! I MUSTN'T!!


BUT, HOW ASTONISHED ANY OF THE FOLKS BACK HOME WOULD BE IF THEY COULD SEE WHAT'S HAPPENING NOW...
HE'S ENTERING THAT CAVE! I'LL SIGNAL THE ENFORCERS!

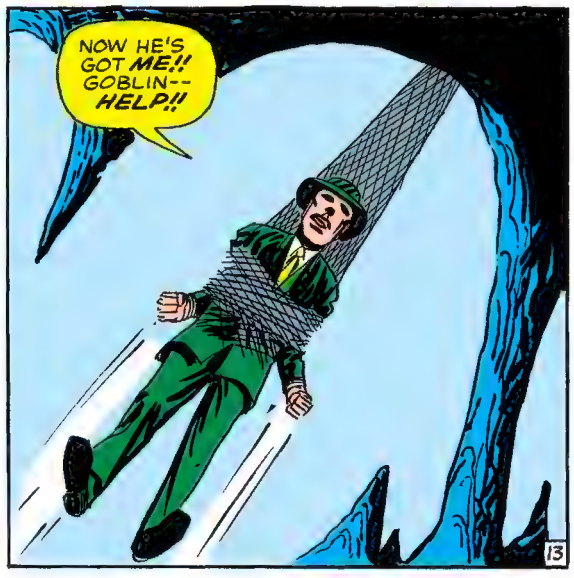
I HEAR THEM OUT THERE! THEY'RE AFTER ME AGAIN!
THE GOBLIN MUST HAVE SEEN WHERE I WENT AND TIPPED THE ENFORCERS OFF! BUT, AT LEAST I HAVE A CHANCE TO CATCH MY BREATH!! SAY! WHAT ARE THEY DOING NOW?


KEEP SHOVING!! THAT'S IT!!
BAH! I'M DOING ALL THE WORK! YOU'RE ALL JUST HANGING ON!
THAT DOES IT! THIS IS THE ONLY EXIT FROM THE CAVE! HE'LL NEVER BE ABLE TO RUSH PAST US NOW! THIS BOULDER WILL STOP HIM!

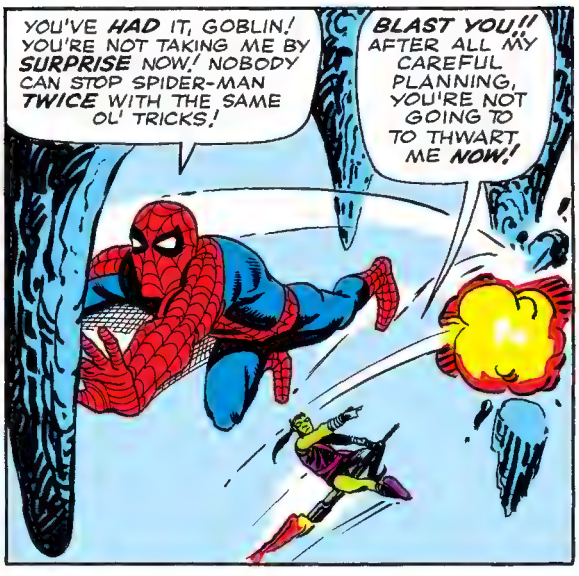
BUT IT'S POWERFUL DARK IN HEAH! HE CAN SEE IN THE DARK BETTER THAN WE'ALL CAN! ARE WE TRAPPING HIM, OR HAS HE GOT US TRAPPED??
DON'T BE A FOOL, MONTANA! THE FOUR OF US CAN HANDLE A DOZEN SPIDER-MEN!!

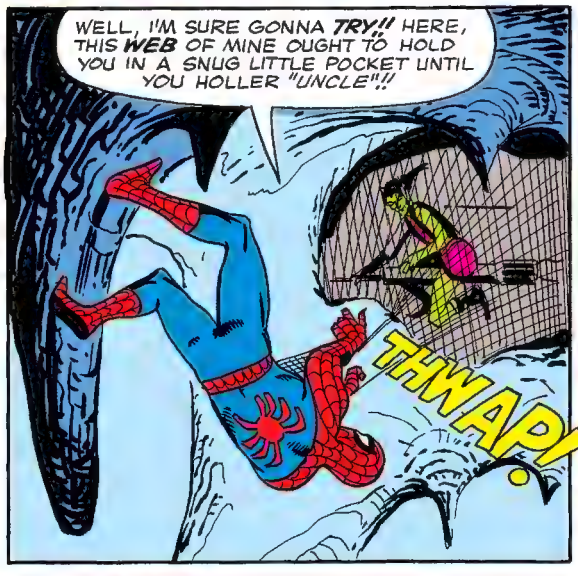

I WOULDN'T BET ON THAT! DON'T MAKE A SOUND, COWBOY, UNLESS YOU DON'T EVER WANNA SEE THAT HOME ON THE RANGE AGAIN!
ULP!!
C'MON, MONTANA! DON'T LAG BEHIND! KEEP UP WITH US!

HEY, YOU GUYS-- WAIT! MONTANA'S GONE!!
MAYBE HE TRIPPED ON THOSE NUTTY HIGH-HEELED BOOTS OF HIS!
NO--LOOK! IT'S SPIDER-MAN! HE'S ABOVE US!!


NOW HE'S GOT ME!! GOBLIN-- HELP!!

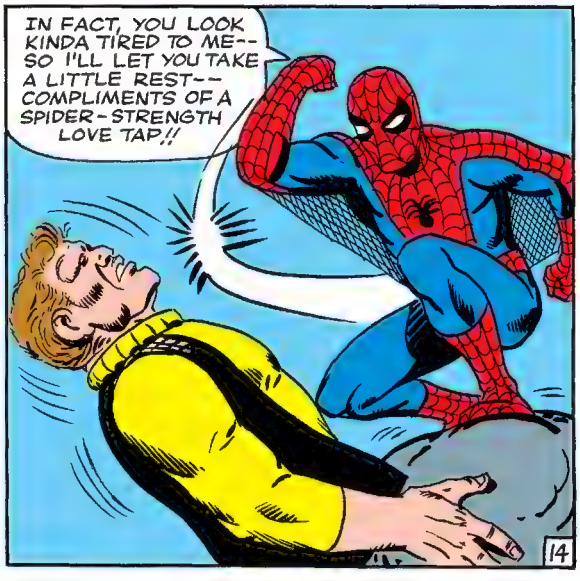
I'LL STOP HIM WITH ANOTHER STUN-BOMB!! HE WAS A FOOL TO SHOW HIMSELF TO ME!

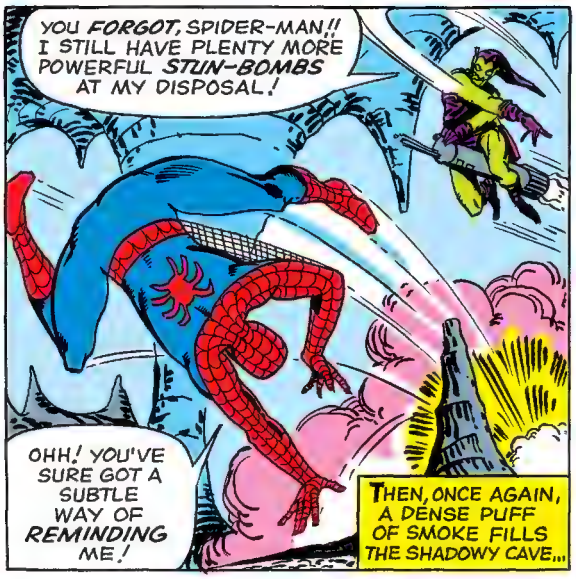

YOU'VE HAD IT, GOBLIN! YOU'RE NOT TAKING ME BY SURPRISE NOW! NOBODY CAN STOP SPIDER-MAN TWICE WITH THE SAME OL' TRICKS!
BLAST YOU!! AFTER ALL MY CAREFUL PLANNING, YOU'RE NOT GOING TO TO THWART ME NOW!

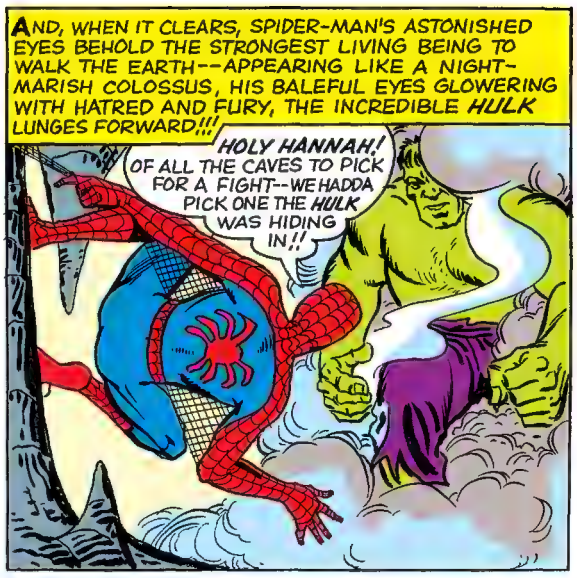

WELL, I'M SURE GONNA TRY!! HERE, THIS WEB OF MINE OUGHT TO HOLD YOU IN A SNUG LITTLE POCKET UNTIL YOU HOLLER "UNCLE"!!
THWAP!

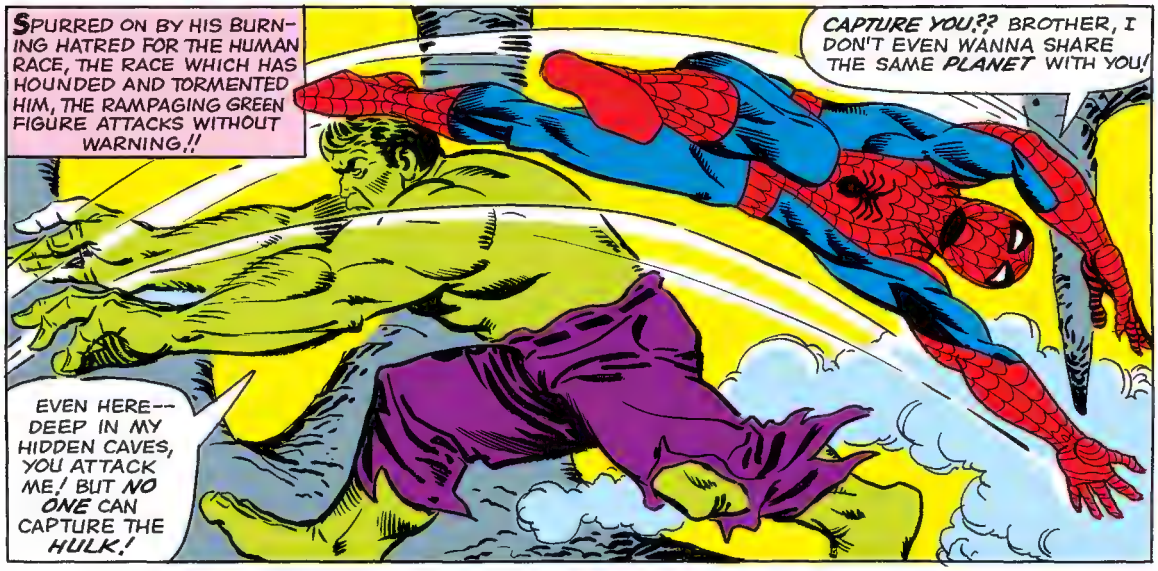
YOU OVERESTIMATE YOUR POWER, SPIDER-MAN! YOUR WEB CAN'T HOLD ME!!
NOT WHEN I CAN BURN MY WAY OUT BY MAKING THE TIP OF MY BROOM-STICK GLOW LIKE A FLAMING EMBER!!

LEAVE 'IM TO ME, GOBLIN! I'LL GET 'IM DOWN FROM THERE WITH THIS BOULDER!!
DON'T STRAIN YOURSELF, OX! I'LL SAVE YOU THE TROUBLE!!


IN FACT, YOU LOOK KINDA TIRED TO ME-- SO I'LL LET YOU TAKE A LITTLE REST-- COMPLIMENTS OF A SPIDER-STRENGTH LOVE TAP!!

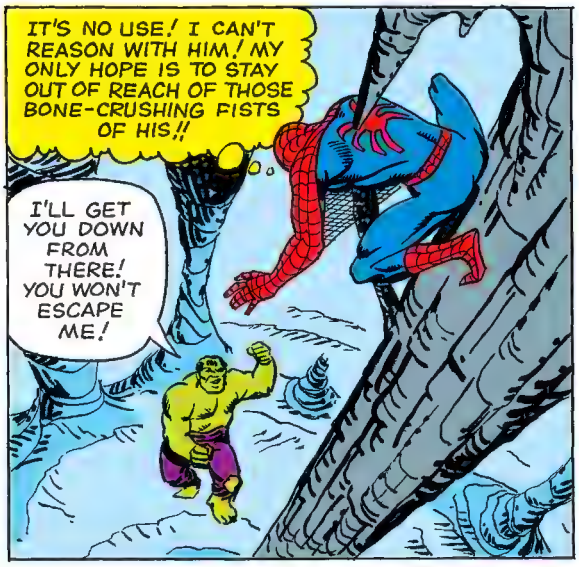

YOU FORGOT, SPIDER-MAN!! I STILL HAVE PLENTY MORE POWERFUL STUN-BOMBS AT MY DISPOSAL!
OHH! YOU'VE SURE GOT A SUBTLE WAY OF REMINDING ME!
THEN, ONCE AGAIN, A DENSE PUFF OF SMOKE FILLS THE SHADOWY CAVE...

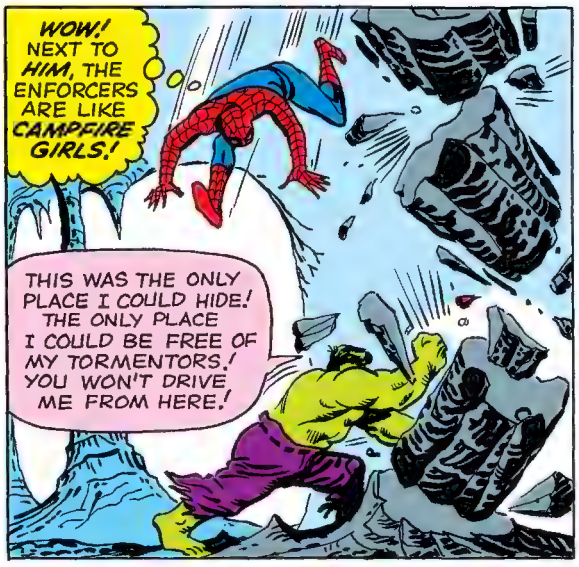

AND, WHEN IT CLEARS, SPIDER-MAN'S ASTONISHED EYES BEHOLD THE STRONGEST LIVING BEING TO WALK THE EARTH--APPEARING LIKE A NIGHT-MARISH COLOSSUS, HIS BALEFUL EYES GLOWERING WITH HATRED AND FURY, THE INCREDIBLE HULK LUNGES FORWARD!!!
HOLY HANNAH! OF ALL THE CAVES TO PICK FOR A FIGHT--WE HADDA PICK ONE THE HULK WAS HIDING IN!!

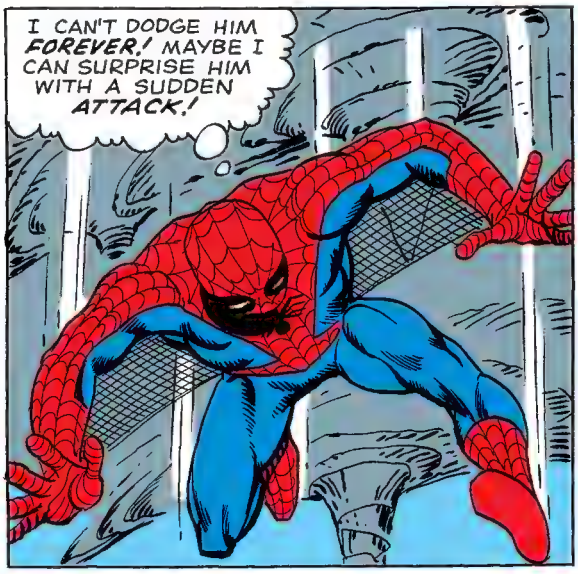

SPURRED ON BY HIS BURNING HATRED FOR THE HUMAN RACE, THE RACE WHICH HAS HOUNDED AND TORMENTED HIM, THE RAMPAGING GREEN FIGURE ATTACKS WITHOUT WARNING!!
CAPTURE YOU?? BROTHER, I DON'T EVEN WANNA SHARE THE SAME PLANET WITH YOU!
EVEN HERE--DEEP IN MY HIDDEN CAVES, YOU ATTACK ME! BUT NO ONE CAN CAPTURE THE HULK!

WHAT A FANTASTIC STROKE OF GOOD FORTUNE! WE'VE SOMEHOW STUMBLED UPON ONE OF THE HULK'S HIDING PLACES! NOW ALL I NEED DO IS LET HIM FINISH SPIDER-MAN! NOTHING THAT LIVES CAN MATCH THE HULK'S STRENGTH!
HOLD IT, BIG MAN! WE'VE GOT NO REASON TO FIGHT! LET ME EXPLAIN...

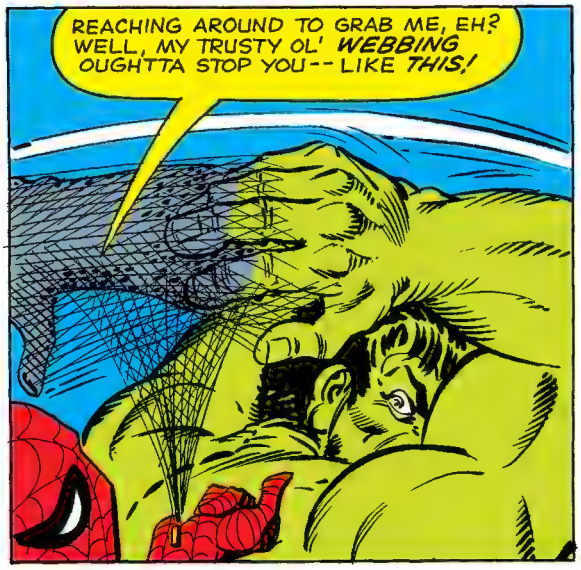
NO! NEVER AGAIN WILL I BE TRICKED BY THE LYING WORDS OF AN ENEMY! MY ONLY DEFENSE AGAINST MANKIND IS MY STRENGTH--AND NOTHING WILL STOP ME FROM USING IT!


IT'S NO USE! I CAN'T REASON WITH HIM! MY ONLY HOPE IS TO STAY OUT OF REACH OF THOSE BONE-CRUSHING FISTS OF HIS!!
I'LL GET YOU DOWN FROM THERE! YOU WON'T ESCAPE ME!


WOW! NEXT TO HIM, THE ENFORCERS ARE LIKE CAMPFIRE GIRLS!
THIS WAS THE ONLY PLACE I COULD HIDE! THE ONLY PLACE I COULD BE FREE OF MY TORMENTORS! YOU WON'T DRIVE ME FROM HERE!


I CAN'T DODGE HIM FOREVER! MAYBE I CAN SURPRISE HIM WITH A SUDDEN ATTACK!

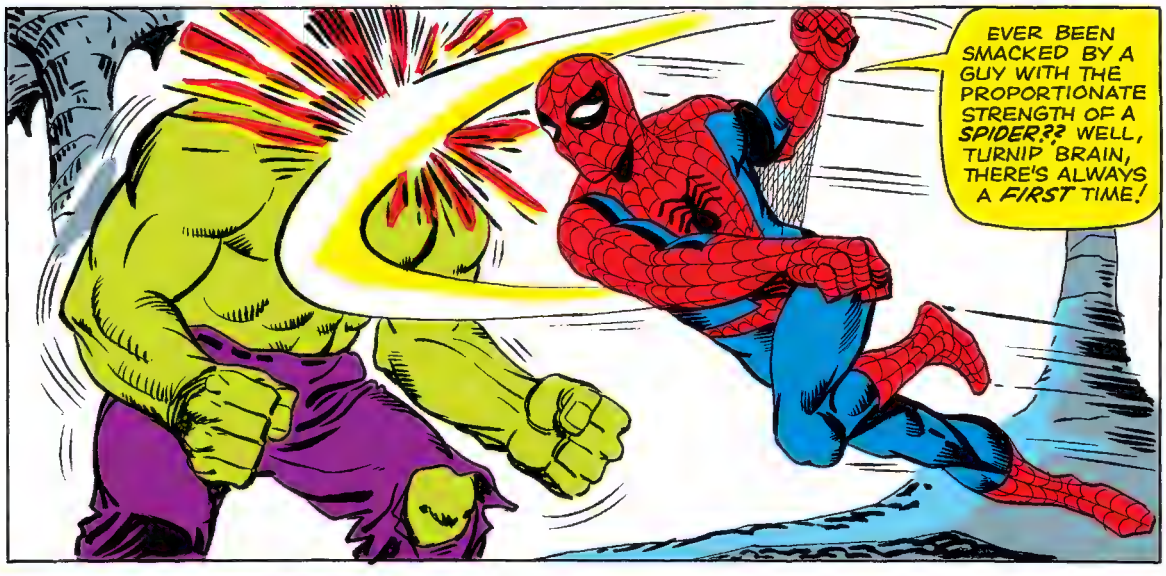
-OOF!- IT'S LIKE LANDING ON TOP OF A ROCK PILE!!

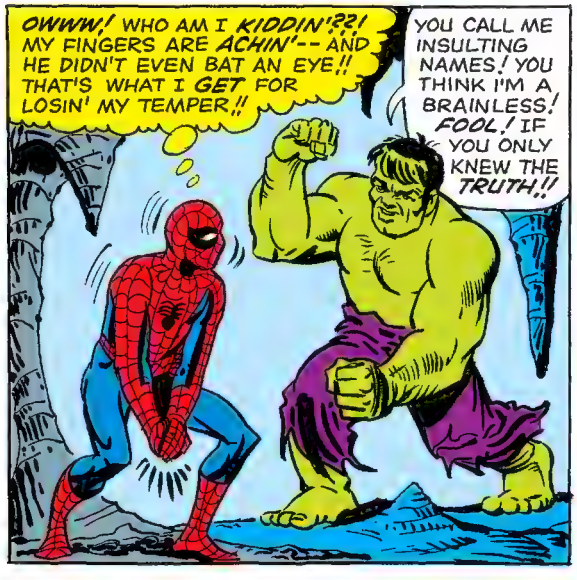

REACHING AROUND TO GRAB ME, EH? WELL, MY TRUSTY OL' WEBBING OUGHTTA STOP YOU -- LIKE THIS!

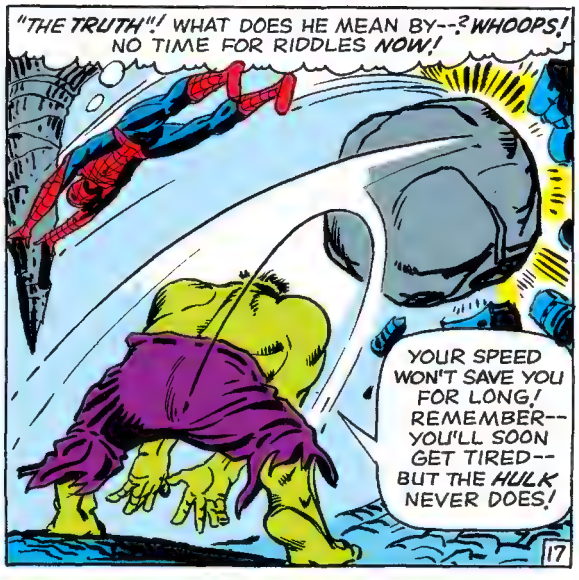
OH NO!! HE TORE IT APART AS THOUGH IT WAS MADE OF PAPER!

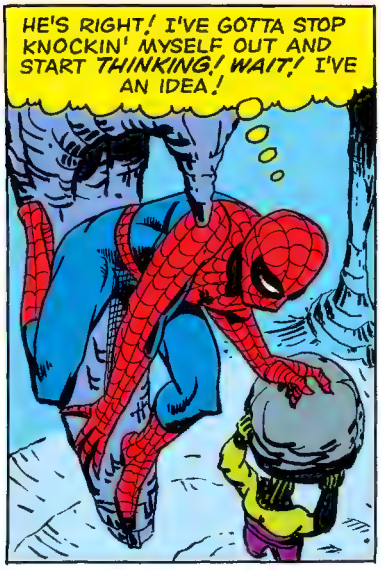
I'LL SMASH YOU AGAINST THE CAVE WALL BEFORE YOU KNOW WHAT'S HAPPENED!!
NOT WHILE I HAVE MY TRUSTY SPIDER SPEED, YOU WON'T!

OKAY, HULK! I TRIED TO REASON WITH YOU-- TRIED TO EXPLAIN I'M NOT YOUR ENEMY!
BUT, IF IT'S A FIGHT YOU WANT, I'LL SHOW YOU THAT SPIDER-MAN ISN'T EXACTLY A WEAK-LING, EITHER !!


EVER BEEN SMACKED BY A GUY WITH THE PROPORTIONATE STRENGTH OF A SPIDER?? WELL, TURNIP BRAIN, THERE'S ALWAYS A FIRST TIME!

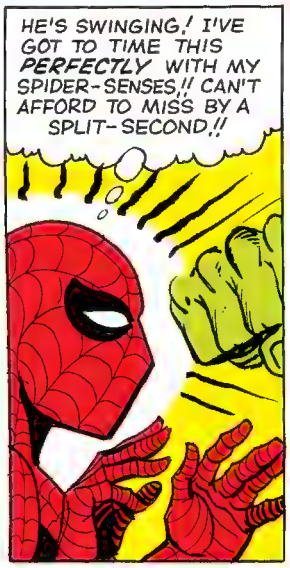

OWWW! WHO AM I KIDDIN'?? MY FINGERS ARE ACHIN'-- AND HE DIDN'T EVEN BAT AN EYE!! THAT'S WHAT I GET FOR LOSIN' MY TEMPER!!
YOU CALL ME INSULTING NAMES! YOU THINK I'M A BRAINLESS FOOL! IF YOU ONLY KNEW THE TRUTH!!


"THE TRUTH"! WHAT DOES HE MEAN BY--? WHOOPS! NO TIME FOR RIDDLES NOW!
YOUR SPEED WON'T SAVE YOU FOR LONG! REMEMBER-- YOU'LL SOON GET TIRED-- BUT THE HULK NEVER DOES!


HE'S RIGHT! I'VE GOTTA STOP KNOCKIN' MYSELF OUT AND START THINKING! WAIT! I'VE AN IDEA!

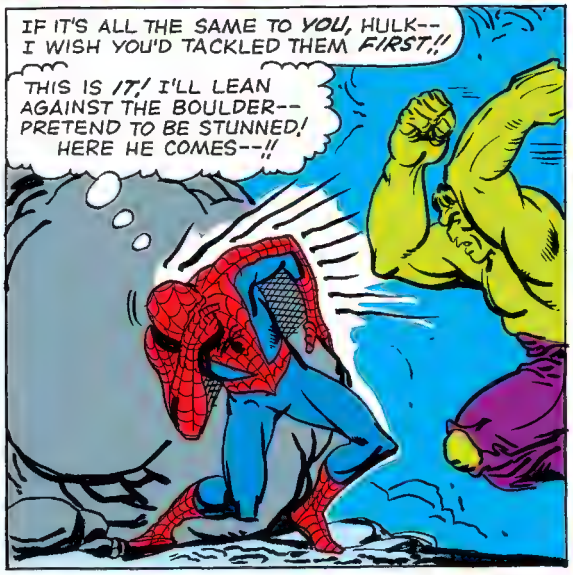
IF THIS DOESN'T WORK, IT'S "GOOD-BYE SPIDER-MAN!" BUT I'VE GOT TO CHANCE IT!
OKAY, HULK-- LET'S SETTLE THIS NOW-- MAN TO MAN!

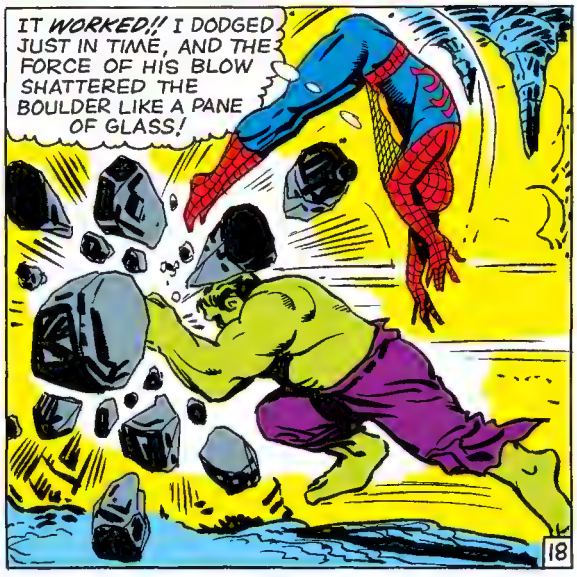
YOU DON'T FOOL ME! YOU HAVE A TRICK IN MIND! BUT IT WON'T HELP YOU! NOTHING WILL!
HE WAS RIGHT BEFORE --HE ISN'T SO DUMB! BUT I CAN'T BACK DOWN NOW!

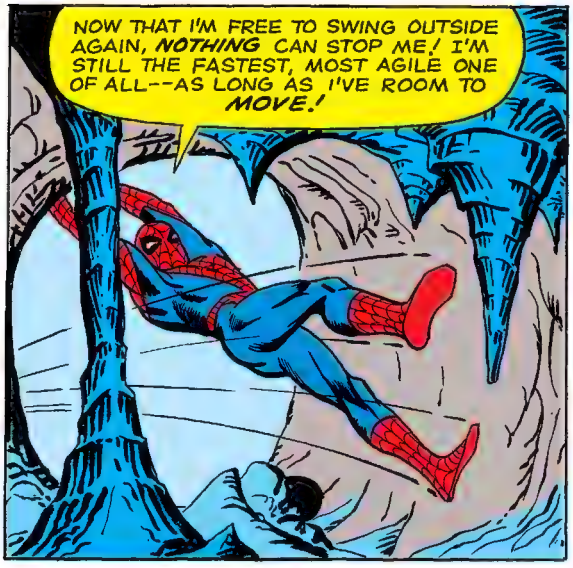

HE'S SWINGING! I'VE GOT TO TIME THIS PERFECTLY WITH MY SPIDER-SENSES!! CAN'T AFFORD TO MISS BY A SPLIT-SECOND!!

NOW! I'LL MOVE JUST ENOUGH TO DEFLECT THE BLOW! BUT HE MUSTN'T SUSPECT--!

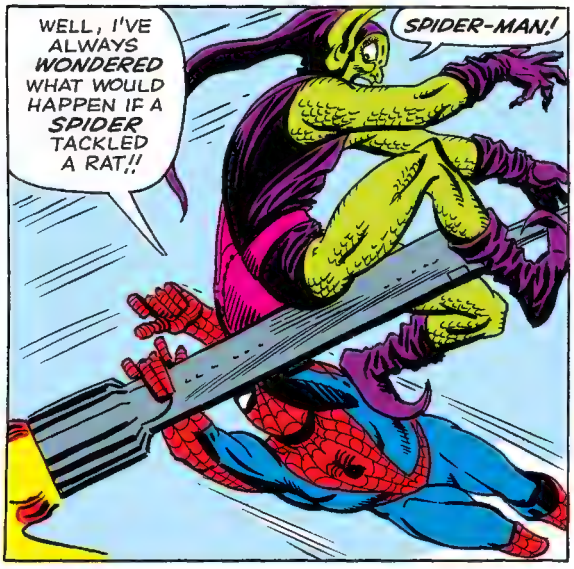
WHEW! EVEN THOUGH HE HARDLY TOUCHED ME, IT'S THE HARDEST PUNCH I EVER FELT!!
THERE ARE OTHERS IN THE CAVE!! ONCE I'VE FINISHED YOU, I'LL DO THE SAME TO THEM!


IF IT'S ALL THE SAME TO YOU, HULK-- I WISH YOU'D TACKLED THEM FIRST!!
THIS IS IT! I'LL LEAN AGAINST THE BOULDER-- PRETEND TO BE STUNNED! HERE HE COMES--!!

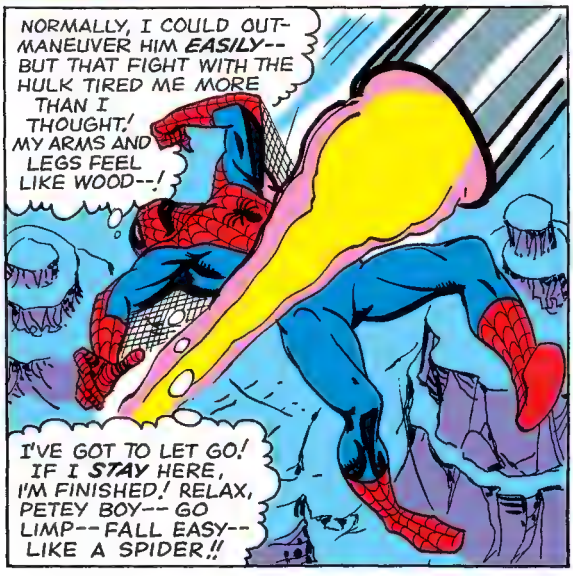

IT WORKED!! I DODGED JUST IN TIME, AND THE FORCE OF HIS BLOW SHATTERED THE BOULDER LIKE A PANE OF GLASS!

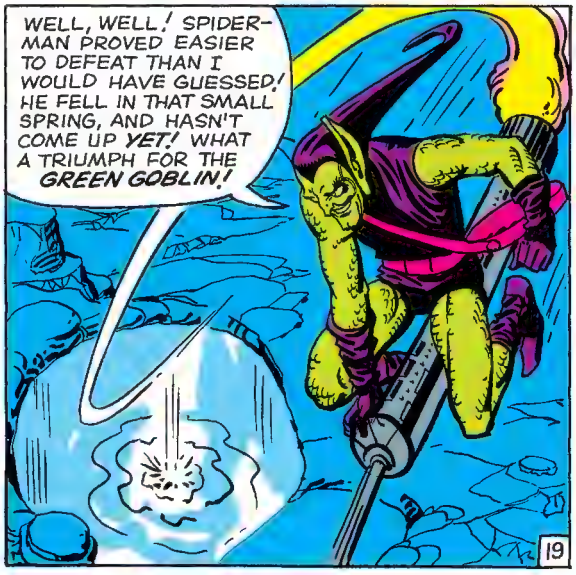

NOW THAT I'M FREE TO SWING OUTSIDE AGAIN, NOTHING CAN STOP ME! I'M STILL THE FASTEST, MOST AGILE ONE OF ALL--AS LONG AS I'VE ROOM TO MOVE!

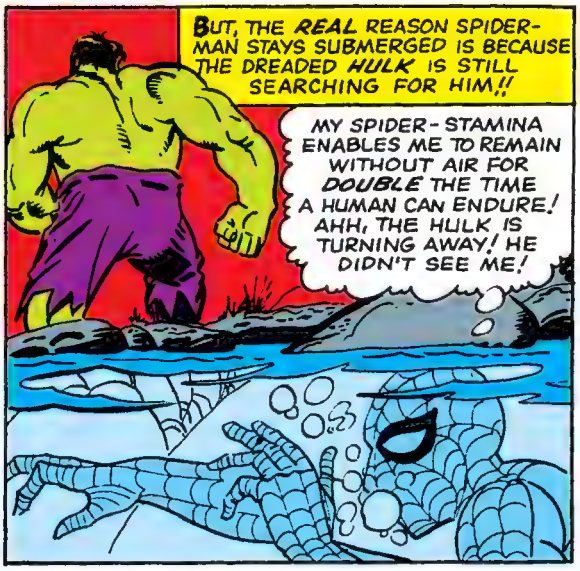
THERE'S THE GOBLIN! HE'S TRYING TO ESCAPE, TOO! HE'S DESERTING THE ENFORCERS, LIKE THE RAT HE IS!!

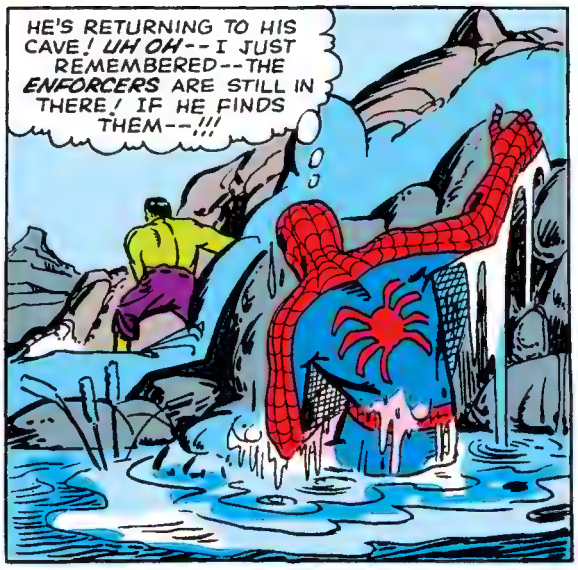

WELL, I'VE ALWAYS WONDERED WHAT WOULD HAPPEN IF A SPIDER TACKLED A RAT!!
SPIDER-MAN!

YOU SHOULD HAVE FLED WHILE YOU HAD THE CHANCE! HERE ON MY FLYING "BROOMSTICK" THE ADVANTAGE IS ALL MINE!
HE'S TRYING TO MANEUVER HIMSELF INTO POSITION TO BLAST ME WITH THOSE JETS OF HIS!

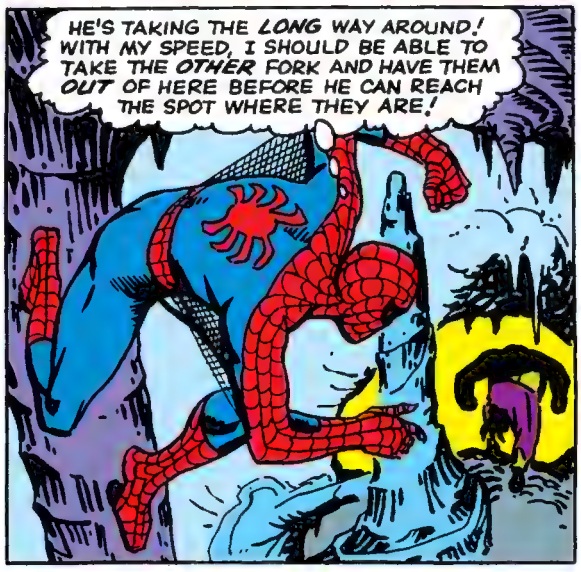

NORMALLY, I COULD OUTMANEUVER HIM EASILY--BUT THAT FIGHT WITH THE HULK TIRED ME MORE THAN I THOUGHT! MY ARMS AND LEGS FEEL LIKE WOOD--!
I'VE GOT TO LET GO! IF I STAY HERE, I'M FINISHED! RELAX, PETEY BOY-- GO LIMP-- FALL EASY-- LIKE A SPIDER!!

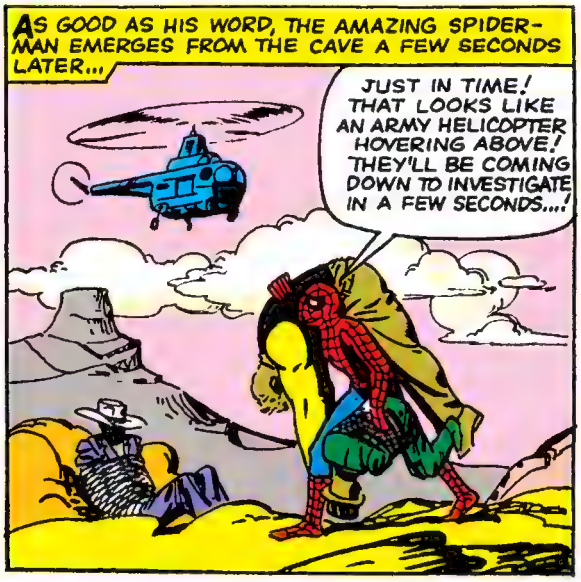

WELL, WELL! SPIDER-MAN PROVED EASIER TO DEFEAT THAN I WOULD HAVE GUESSED! HE FELL IN THAT SMALL SPRING, AND HASN'T COME UP YET! WHAT A TRIUMPH FOR THE GREEN GOBLIN!


BUT, THE REAL REASON SPIDER-MAN STAYS SUBMERGED IS BECAUSE THE DREADED HULK IS STILL SEARCHING FOR HIM!!
MY SPIDER-STAMINA ENABLES ME TO REMAIN WITHOUT AIR FOR DOUBLE THE TIME A HUMAN CAN ENDURE! AHH, THE HULK IS TURNING AWAY! HE DIDN'T SEE ME!

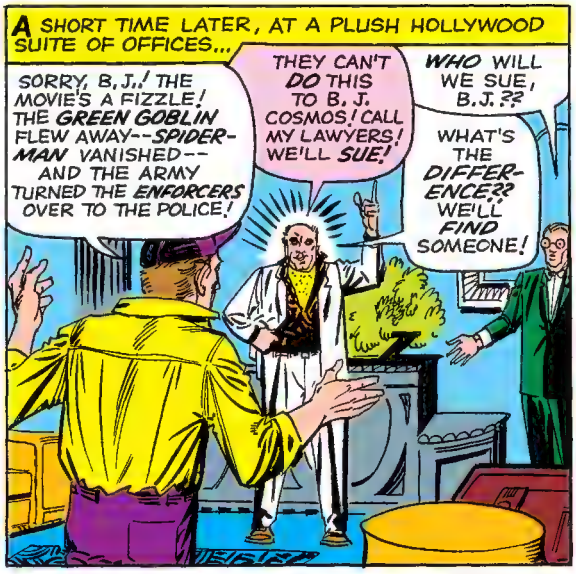

HE'S RETURNING TO HIS CAVE! UH OH--I JUST REMEMBERED--THE ENFORCERS ARE STILL IN THERE! IF HE FINDS THEM--!!!

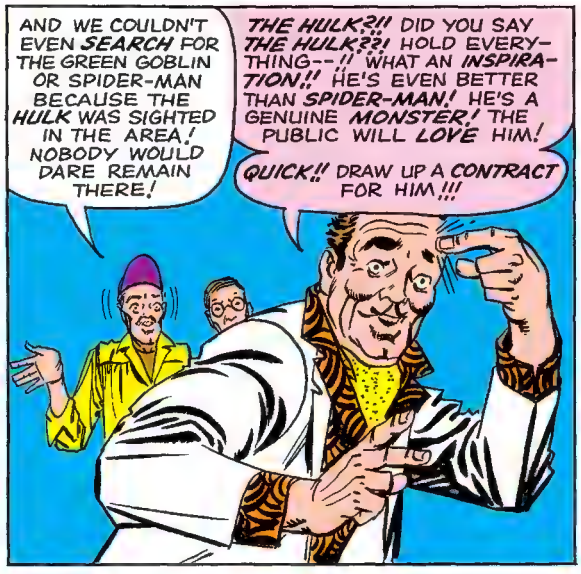
I'M PROBABLY A NIT-WIT FOR RISKING MY NECK AGAIN LIKE THIS!!
BUT, EVEN THOUGH THEY'RE NOT EXACTLY MY BEST FRIENDS, I CAN'T STAND BY AND LET THE HULK GRAB THEM!


HE'S TAKING THE LONG WAY AROUND! WITH MY SPEED, I SHOULD BE ABLE TO TAKE THE OTHER FORK AND HAVE THEM OUT OF HERE BEFORE HE CAN REACH THE SPOT WHERE THEY ARE!

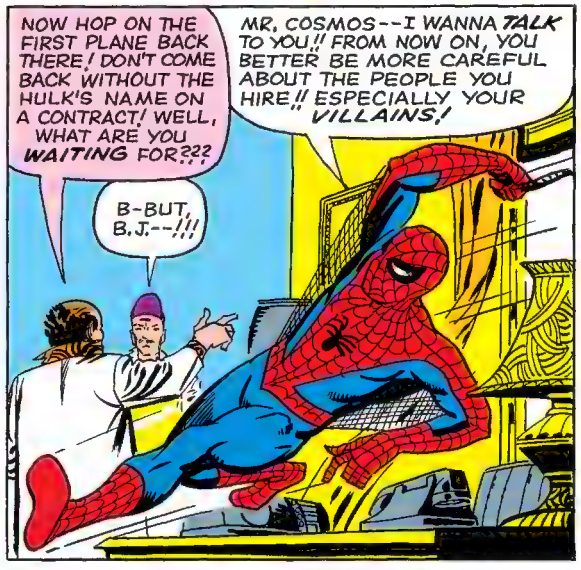

AS GOOD AS HIS WORD, THE AMAZING SPIDER-MAN EMERGES FROM THE CAVE A FEW SECONDS LATER...
JUST IN TIME! THAT LOOKS LIKE AN ARMY HELICOPTER HOVERING ABOVE! THEY'LL BE COMING DOWN TO INVESTIGATE IN A FEW SECONDS...!

BUT THERE'S NO NEED FOR ME TO HANG AROUND! ONCE THEY RECOGNIZE THE ENFORCERS THE REST WILL BE ROUTINE!


A SHORT TIME LATER, AT A PLUSH HOLLYWOOD SUITE OF OFFICES...
SORRY, B.J.! THE MOVIE'S A FIZZLE! THE GREEN GOBLIN FLEW AWAY--SPIDER-MAN VANISHED-- AND THE ARMY TURNED THE ENFORCERS OVER TO THE POLICE!
THEY CAN'T DO THIS TO B.J. COSMOS! CALL MY LAWYERS! WE'LL SUE!
WHO WILL WE SUE, B.J.??
WHAT'S THE DIFFERENCE?? WE'LL FIND SOMEONE!

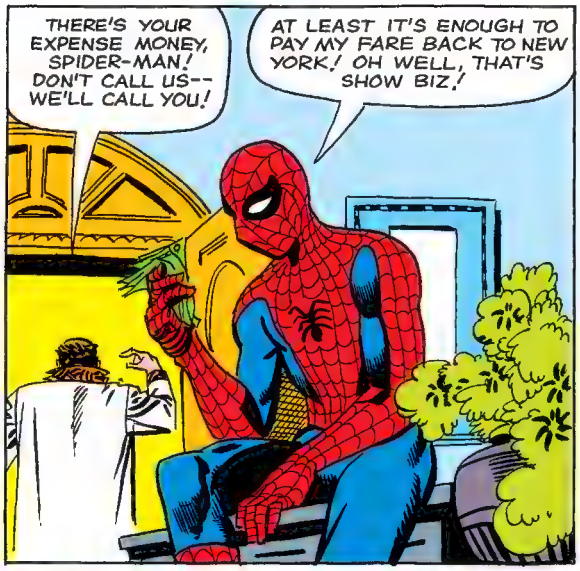

AND WE COULDN'T EVEN SEARCH FOR THE GREEN GOBLIN OR SPIDER-MAN BECAUSE THE HULK WAS SIGHTED IN THE AREA! NOBODY WOULD DARE REMAIN THERE!
THE HULK?!! DID YOU SAY THE HULK??! HOLD EVERYTHING--!! WHAT AN INSPIRATION!! HE'S EVEN BETTER THAN SPIDER-MAN! HE'S A GENUINE MONSTER! THE PUBLIC WILL LOVE HIM!
QUICK!! DRAW UP A CONTRACT FOR HIM!!!

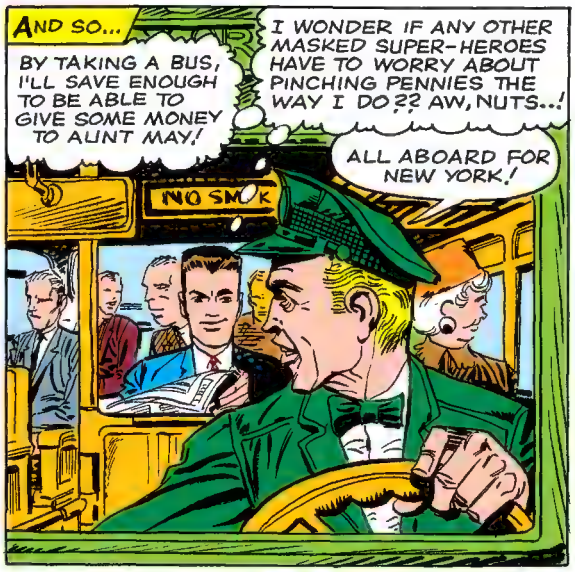
BUT, B.J.--HOW CAN WE MAKE THE HULK SIGN A CONTRACT???
DON'T BOTHER ME WITH PETTY DETAILS!! I CAN SEE IT ALL NOW-- A CAST OF THOUSANDS!! WE'LL GET DORIS DAY TO SING THE HIT SONG BASED ON THE TITLE: "THE HONEY AND THE HULK!" WE'LL GET A HUNDRED DANCING GIRLS--!!

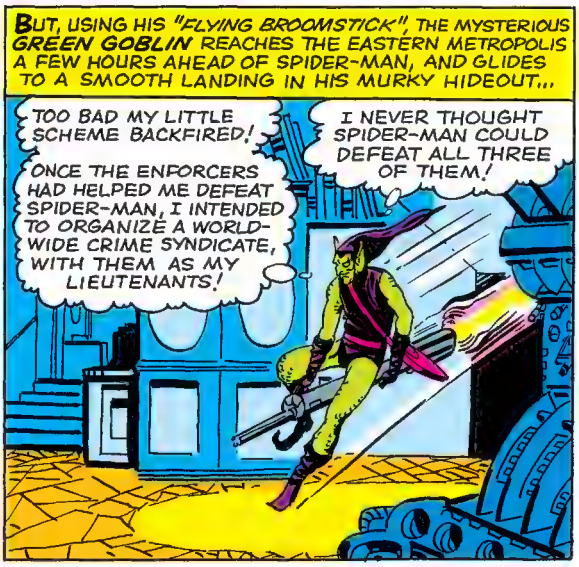

NOW HOP ON THE FIRST PLANE BACK THERE! DON'T COME BACK WITHOUT THE HULK'S NAME ON A CONTRACT! WELL, WHAT ARE YOU WAITING FOR???
B-BUT, B.J.--!!!
MR. COSMOS--I WANNA TALK TO YOU!! FROM NOW ON, YOU BETTER BE MORE CAREFUL ABOUT THE PEOPLE YOU HIRE!! ESPECIALLY YOUR VILLAINS!

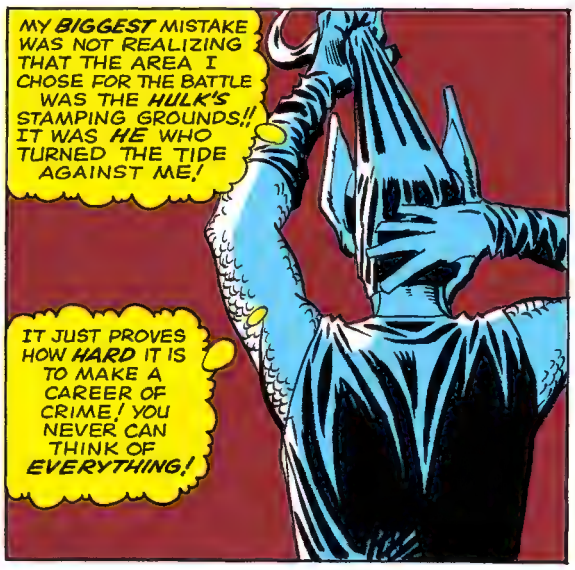
SPIDER-MAN! SORRY, MY BOY, I CAN'T USE YOU ANYMORE! WE'VE STOPPED SHOOTING ON YOUR PICTURE! WE'RE GOING TO START A NEW SPECTACULAR! BUT, IF YOU'LL LEAVE YOUR PHONE NUMBER, PERHAPS WE'LL NEED SOME EXTRAS...
NOW WAIT A MINUTE! WHAT ABOUT OUR CONTRACT??

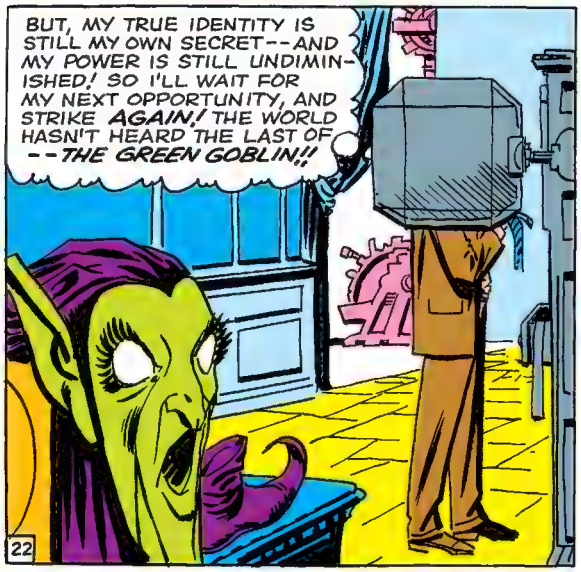
DIDN'T YOU READ THE FINE PRINT?? YOU DON'T GET ANY MONEY UNTIL THE PICTURE IS COMPLETED! SO, IF WE DON'T COMPLETE IT, I DON'T OWE YOU ANYTHING! BUT, I'LL PAY YOU YOUR EXPENSES!
YOU'RE NOT RELATED TO J. JONAH JAMESON BY SOME CHANCE, ARE YOU?

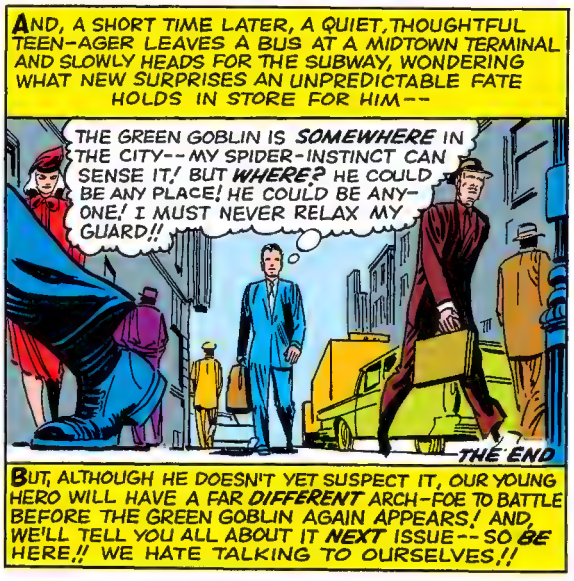












BUT, ALTHOUGH HE DOESN'T YET SUSPECT IT, OUR YOUNG HERO WILL HAVE A FAR DIFFERENT ARCH-FOE TO BATTLE BEFORE THE GREEN GOBLIN AGAIN APPEARS! AND, WE'LL TELL YOU ALL ABOUT IT NEXT ISSUE--SO BE HERE!! WE HATE TALKING TO OURSELVES!!

SPIDER'S WEB

Dear Stan and Steve,

I don't believe it! You have come up with a super-hero who is, of all things, human. Spider-Man is the only super-hero who makes mistakes—bravo! By wondering if Spider-Man will be victorious when a danger comes up—presto!—instant fun, mystery, excitement and adventure! Take some other company's hero—I'll call him X—when X fights a bad guy, X is literally cluttered with so many super-powers that all the fun and adventure is washed out. So keep Spider-Man human with human problems and you'll get a winner every time. That advice goes the same way for the F.F., Avengers, and other great mags. In conclusion, don't consider this an order—just a pat on the back!

Mark Meed, P.M.Q. 19, Falconbridge
(R.C.A.F. station), Ontario, Canada

Thanks, Mark. But tell us—what does P.M.Q. stand for in the Royal Canadian Air Force?? (Any of our readers want to guess??)

Dear Stan and Steve,

Sure I love your comics! But I hate one thing. What are you trying to do—turn Spider-Man into a love mag? I buy Spider-Man because it has adventure, so leave out the mushy stuff and continue with the good work. I hope that there will be a Spider-Man Annual in the future. Thanks for the other great mags in the MARVEL AGE OF COMICS!

Steven Moy, 54 Catherine St.
New York 38, N.Y.

Aw, a little romance never hurt a hero, Steve! What would Robin Hood be without Maid Marion, or Tarzan without Jane? (Or Marvel without you great fans?)

Dear Stan and Steve,

In issue #10 of SPIDER-MAN J. Jonah Jameson talks about being jealous of Spider-Man. Well, I felt kind of sorry for him. So I wanted to know if you would put in a future magazine a story where Spider-Man saves J.J.J.'s life. Then J.J.J. could forget about the feud between them. Please!

Jerry Murrell, 8215 W. 28th.
Okla. City, Okla.

You want us to MAKE UP a story?? For shame, Jerry!! We've tried to convince everyone these tales are TRUE!

Dear Stan and Steve,

Why do you do this to me? Why pick on me? Why do you come out with some of your masterpieces just when I'm flat broke! Why, just this morning I bought an issue of Spider-Man and one of Iron Man, but if I had more money I could have gotten F.F. (which I didn't see before it was too late), Giant-Man and Thor. You guys must be a bunch of geniuses. How you come up with foes such as the Enforcers just when you feel like publishing a new issue is beyond me. There is one person who doesn't seem to get enough praise for his good work and that is "Sparkling" Sam Rosen. I have never had any trouble reading his writing because his writing is not written rotten!

Joseph Urbanski, 3025 Hudson St.
Baltimore 24, Md.

Natch, Joe! Our slogan is "Rotten writin' aint written here!"

Dear Stan and Steve,

I really enjoyed AMAZING SPIDER-MAN #10 and would like to take this opportunity to say that each and every issue of this great magazine out is better than the preceding ish . . . Spider-Man is the best on the market. It is a theory of mine that new comic addicts are started on the way to fandom by the introduction of striking and exciting covers which, quite naturally, gain their attention. The cover of the issue in discussion is truly the most beautiful and exciting of any comic mag cover I have ever gained the pleasure of seeing. Just keep that Marvel seal in the corner along with the great stories, majestic covers and artwork, and the new additions to your Marvel Group of comics! Comic books are a slice of pure America—never to be forgotten by people like you and me and thousands of others who are conscious of what comics have done for us.

William Stockman, Rt. #1, Box 36c
Waterford, Calif.

And don't think we're gonna lead with our chins by asking WHAT they've done for us, Billy boy!

Dear Stan and Steve,

I've read all different brands of comics and I have not yet found a brand as good as MARVEL. My favorite Marvel comic is SPIDER-MAN. When I read some of your comics they advertise others such as "Spider-Man vs. Electro" or "Iron Man vs. the Scarecrow." You say that they are "now on sale" but the stupid comic store never has the ones I see and want. But anyway, I still think no-matter-what that your comics are the best!

Leo Soricelli, 1219 Elm St.
Peekskill, N.Y.

We're never dead sure when they'll go on sale either, Leo. We have to kinda guess at the date because it varies from city to city. (We hate to admit we're not perfect, but c'est la vie!)

Dear Stan and Steve,

I've read Marvel Comics from the beginning. Spider-Man couldn't be improved. The X-Men are great but the Avengers aren't up to Marvel's regular standards. One thing I must comment on is the girl members of the Marvel Family. They're all a bunch of wows! Pepper Potts who sub-stars with Iron Man looks wonderful now. The only other problem you have is the double initial disease—Sue Storm, Reed Richards, J. J. Jameson, Pepper Potts, Happy Hogan, Peter Parker, and Bruce Banner are a few illustrations.

Eric King, Box 152
Dayton, Nevada

Here's another one, Eric—Stan even has a P. DT named Gorgeous George!

Dear Stan and Steve,

I just had to write you the instant I finished SPIDER-MAN #10. "The Enforcers" was undoubtedly one of the greatest stories of all time—in a comic or in a book! Just as you said—it's going to be difficult to ever again be satisfied with lesser magazines. It surprised the life out of me when I learned that Frederick Foswell was the "Big Man." The whole adventure was exciting and suspenseful throughout! How could any tale be so *marvelously* told! And the last page—that really was a dramatic finish! I've started trying your western comics and they are pretty good—especially KID COLT. And boy—I thought I hated war comics but, because of the attractive cover, I finally gave in and bought SGT. FURY. Wowee! It is great! But with Stan and Jack how could it miss?! Maybe this letter is too hasty, but I'm a high school student and have to do homework like Peter. Hail to the Prince of Heroes—Spider-Man—and to the fastest

CONTINUED . . .

rising star in the comic book heaven—MARVEL COMICS!

Cole Bleckley, 545 Simons Ave.
Summerville, S.C.

Cole, a letter like yours makes us feel that all the writer's cramps, inkstained cuffs, and sleepless nights are worth it!

Dear Stan and Steve,

I've got a question to ask you that's been bothering me for a long time now. When Spider-Man goes swinging from building to building with the aid of his web, what does he do with the used webs? Does he just leave them hanging there? If so, wouldn't he be paying fines galore for being a litter-bug? But if he doesn't leave them hanging there, what does he do with them? Also, where does Spidey get his web fluid? I doubt if the neighborhood grocer carries the fluid. Does he manufacture it? If so, out of what? And where would he get the materials needed? Incidently, I for one like the half-Spider-Man/half-Peter Parker pictures. I know this may sound ridiculous, but what would happen if the Angel in the X-MEN ever broke a wing? Who could set it? Wouldn't it make a doctor wonder just a little about a guy who walks in with a pair of wings, and one is broken?

David Catena, 2601 Cambria Ave.
Windber, Pa.

We'll answer your clever questions in our Spidey Annual—on sale this summer, Dave. As for Angel's broken wing, he'd just have to find a doctor who's "for the birds"!

Dear Stan and Steve,

Let's not kid about it! Your mag is terrific! I remember a day (8 issues ago) when we were going on a long trip and I was picking up a few mags to take along. I just picked out any one to have something to read. It turned out to be some nut called Spider-Man (#3). I was really sorry I said that after I read it. Spider-Man #4 looked lousy on the cover, but I ended up buying it—and was I glad I did! From then on I collected F.F., Spider-Man, and Strange Tales no matter what the covers looked like. One day I went to my friend's house and read X-Men #3 about the Blob and I am going to collect them, too!

Steve Brown, 2514 Windsor Ave.
Roanoke, Va.

But Steverino, you haven't told us the most important part—whatinheck IS wrong with our covers???

Dear Stan and Steve,

What do you say about the best comic story you've read after 12 years of experience? This is the type of story Spider-Man was made for. There was no trite villain (I don't care what anyone says—comics didn't need super-villains before and they don't need 'em now); the story was a real mystery masterpiece (I was shocked at the ending as I thought Jameson was the "Big Man"); and last, but not least, some really good earthy criminal crimes were committed. There was no evil chemist bent on world destruction or an alien from outer space slopping up the plot. The artwork in all your mags is sensational and getting better all the time! Here's to all you Marvel-type guys, J. Jonah, pickled peppers, and a million more stories like "The Enforcers"!

Jim Civarra, 2424 197th Pl.S.W.
Alderwood Manor, Wash.

Thanks, Jim, but we'll be afraid to face you the next time we do a story about a super-villain bent on world destruction—and we've got some DOOZIES!

Dear Stan and Steve,

I seldom write letters to the really great comic mags because I feel they already get enough rave letters. However, in the case of Spider-Man's mail, I feel your readers have missed an essentially important fact. They will write and tell you how good or bad one particular issue was but they are missing the general picture. More readers should step back and take a look at *all* the issues of Spider-Man as a whole. There is no other comic, *past* or present, that has such a consistant run of superb comics! Also, I feel the people who write in to say, "Spider-Man's webbing was missing, etc., etc." are really cheating themselves out of a lot of downright enjoyment by looking for such ridiculous points. As a final note, congratulations on the last comment in the Spider's Web—very few editors have the guts to compliment their competitors!

Carter de Paul, Jr., 375 N. Oraton Pkwy.
East Orange, N.J.

Aw, it doesn't take guts, Carter. All it takes is a genuine feeling of respect for all the talented people in this challenging, creative business of ours.

SPECIAL ANNOUNCEMENTS SECTION:

—Here it is—the news you've been waiting for! We're definitely going to publish a SPIDER-MAN ANNUAL! It'll go on sale this summer. We'll try to give you the exact date in a future ish. We don't know the exact contents yet because we haven't WRITTEN it yet! In fact, we don't know when we'll get the time to write it. But, you know us—somehow, some way, we'll get it done! We'll toss in all the heroes, villains, and surprises we can dream up, as well as answers to all the countless questions you've been asking about Spidey in all your letters. More info later . . .

—Well, although Big Bill Everett didn't have the time to continue drawing DAREDEVIL after the first issue, we were extremely lucky in getting an old friend, Jolly Joe Orlando to take over beginning with ish #2. (Now on sale). Joe's art is really in the Spider-Man style, and we hope you'll get the same kick out of it that you do out of Smilin' Stevie's. You may have seen Joe's delightful drawings many times in MAD Magazine, as well as in many old-time Marvel mags. As for Big Bill, we won't stop trying to lure him away from his present job in New England, and when we do, you can bet we'll have a new mag for him to do. And, by the way—Daredevil tackles Spidey's old enemy, Electro, in the current ish, so it'll give you a chance to compare Spidey's fighting style with that of Marvel's newest star.

—As usual, the FANTASTIC FOUR have another powerhouse story now on sale. In ish #28 the F.F. meet the colorful X-MEN, and Stan and Jack really went hogwild on this one. They also tossed in the Puppet Master AND The Mad Thinker and his Awesome Android!! There are so many VILLAINS that it's hard to find the HEROES! But, this we promise—you'll flip over the action-packed suspense!

—Don't miss Sunny Steve's artwork on Dr. Strange, in STRANGE TALES #122, on sale now. It's as mysterious, macabre, and menacing as ever. The Human Torch story in that same great ish is nothing to sneeze at either. And wait'll you see the three guest-star villains!

—We're always being told that we brag too much—so, let's try doing things differently now. We'll try to refer to the following mags (on sale now) without bragging: THOR #105 has a somewhat pleasant tale featuring the wrap-up of the Thunder God's battle with the Cobra and Mr. Hyde. It also features a new Tale of Asgard, nicely drawn and adequately written. You may have noticed that Jack Kirby does the entire THOR Mag artwork now, and we're sure you'll be moderately pleased.

—Another reasonably nice tale is featured in ASTONISH #57. It stars Giant-Man battling with none other than the ubiquitous Peter Parker, or Spider-Man as he is known to the inner circle. This story contains a fair degree of action and might afford you some moments of pleasure.

—It's not a matter of earth-shaking importance, but IRON MAN #55 features The Return of the Mandarin as well as a special 5-page bonus supplement containing important information about ol' shell-head. We feel you may find it an entertaining issue.

—May we also recommend THE AVENGERS, SGT. FURY, and THE X-MEN. Space does not permit us to list all their virtues, but we feel that they are worth their purchase price.

—Okay? Modest enough for you? Take it from us—it isn't easy! Not when we feel like shouting from the rooftops about our mags! We sure hope that you, the fans who are so important to us, are half as excited about the Marvel line-up as we are!

—And now, time for some talk about our next SPIDER-MAN! It's almost impossible to speak about it modestly! It co-stars KRAVEN, THE HUNTER, a new different type of arch-villain, and Stan and Steve have promised surprises by the bushelful! So be with us next ish—even if it's just to see if we finally fall on our faces!

—Till then, keep your webs untangled and stop winking at Aunt May! You're just not her type!

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
APPROVED BY THE COMICS CODE AUTHORITY
IND.
15 AUG.
SO YOU THINK THERE ARE NO NEW TYPES OF SUPER-VILLAINS LEFT FOR OL'SPIDEY TO BATTLE, EH? WELL, YOU'VE GOT A SURPRISE COMING!! HERE'S ONE OF THE NEWEST AND GREATEST OF ALL...
"KRAVEN, THE HUNTER!"
SPECIAL GUEST STAR: RE-INTRODUCING ONE OF THE FIRST FOES SPIDER-MAN EVER FOUGHT!
THE CHAMELEON

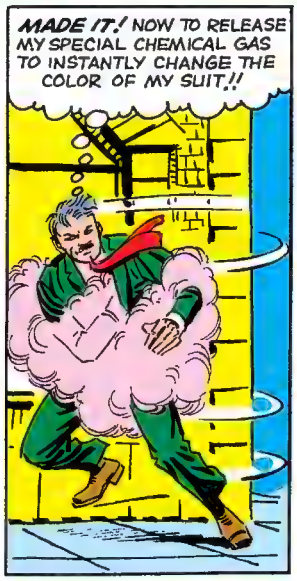
WRITTEN BY: STAN LEE (BECAUSE WE COULDN'T AFFORD MICKEY SPILLANE)

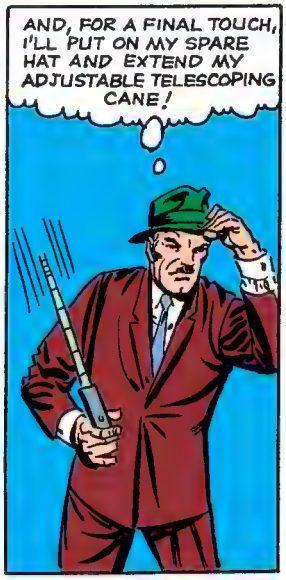
ILLUSTRATED BY: STEVE DITKO (BECAUSE PICASSO WAS OUT OF TOWN)

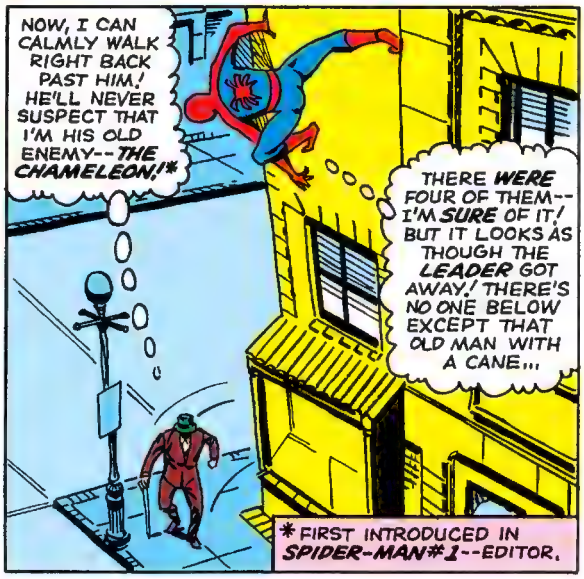
LETTERED BY: ART SIMEK (BECAUSE HIS NAME FITS THIS SPACE)

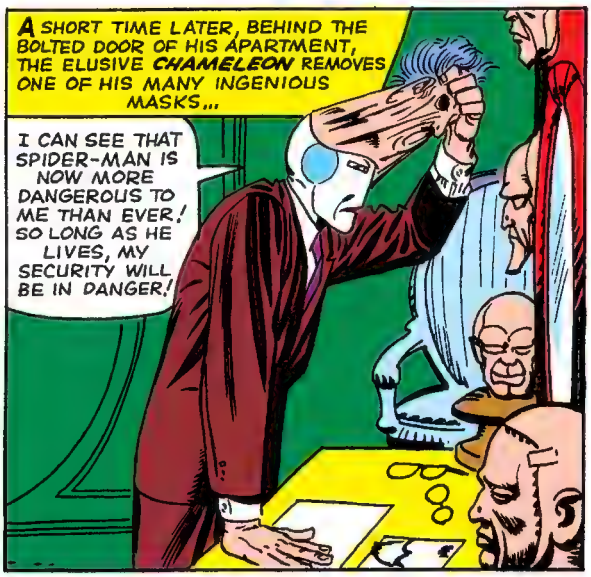
HOLD IT, BOYS! WHERE ARE YOUR MANNERS? I'M NOT THRU WITH YOU YET!
LET'S GET OUTTA HERE!
IT'S NO USE! HE GOT US! HE HAS A WEB HERE, BLOCKING THE DOORWAY!

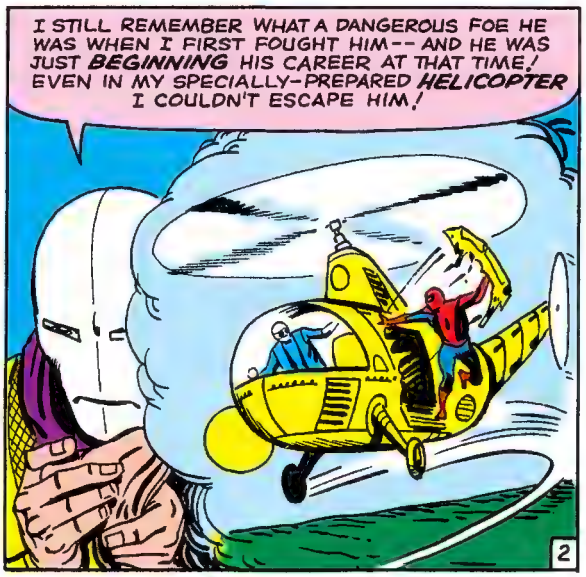
NOW IF YOU'LL ALL LINE UP LIKE GOOD LITTLE SOLDIERS, I'LL REMOVE MY WEBBING AND MARCH YOU DOWN TO HEADQUARTERS! SO FALL IN!
THAT'S FUNNY-- I COULD HAVE SWORN THERE WERE FOUR OF THEM!
IF I CAN LAND ON THAT AWNING BELOW, I MAY ESCAPE YET! HE DOESN'T SUSPECT WHO I REALLY AM!

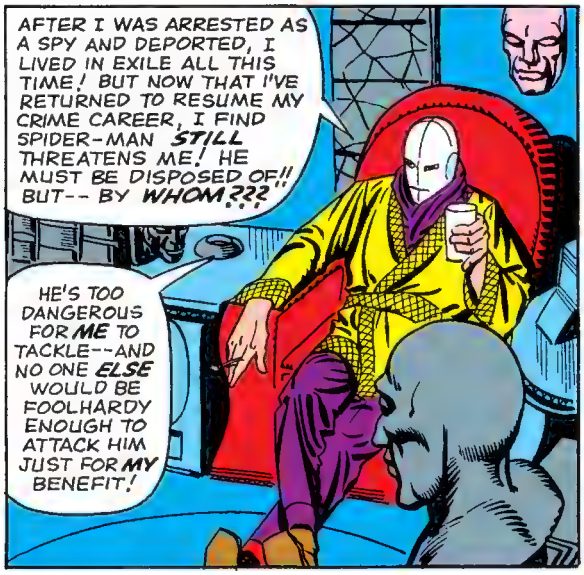

MADE IT! NOW TO RELEASE MY SPECIAL CHEMICAL GAS TO INSTANTLY CHANGE THE COLOR OF MY SUIT!!

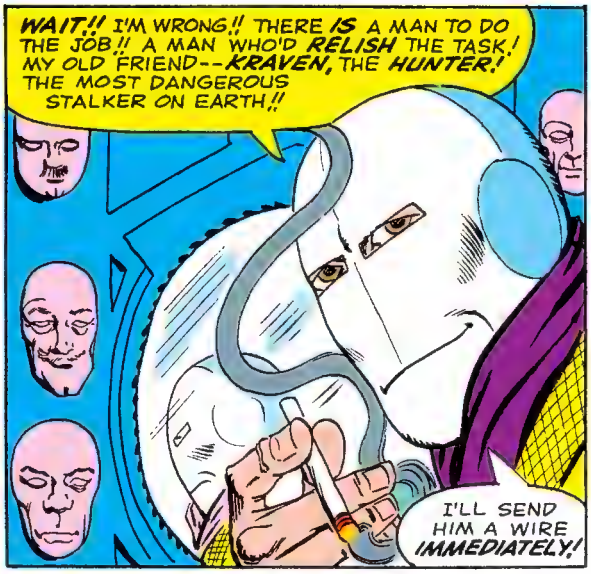

AND, FOR A FINAL TOUCH, I'LL PUT ON MY SPARE HAT AND EXTEND MY ADJUSTABLE TELESCOPING CANE!

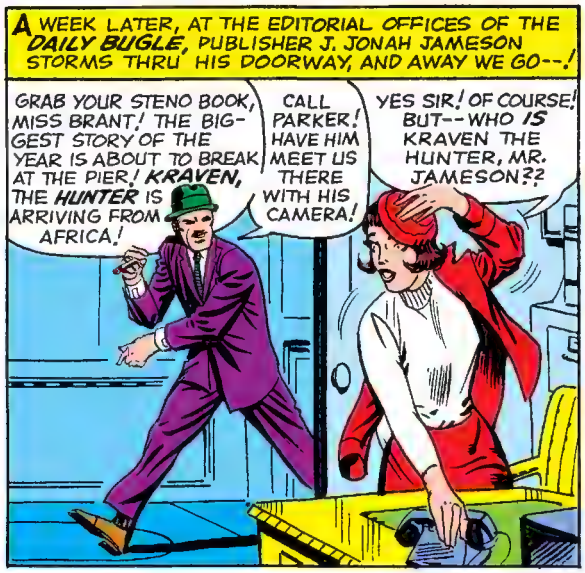

NOW, I CAN CALMLY WALK RIGHT BACK PAST HIM! HE'LL NEVER SUSPECT THAT I'M HIS OLD ENEMY--THE CHAMELEON!*
THERE WERE FOUR OF THEM-- I'M SURE OF IT! BUT IT LOOKS AS THOUGH THE LEADER GOT AWAY! THERE'S NO ONE BELOW EXCEPT THAT OLD MAN WITH A CANE...
*FIRST INTRODUCED IN SPIDER-MAN #1--EDITOR.


A SHORT TIME LATER, BEHIND THE BOLTED DOOR OF HIS APARTMENT, THE ELUSIVE CHAMELEON REMOVES ONE OF HIS MANY INGENIOUS MASKS...
I CAN SEE THAT SPIDER-MAN IS NOW MORE DANGEROUS TO ME THAN EVER! SO LONG AS HE LIVES, MY SECURITY WILL BE IN DANGER!

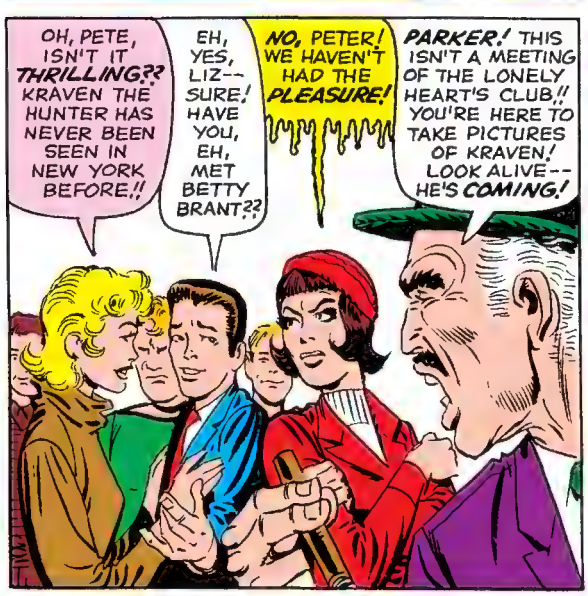

I STILL REMEMBER WHAT A DANGEROUS FOE HE WAS WHEN I FIRST FOUGHT HIM-- AND HE WAS JUST BEGINNING HIS CAREER AT THAT TIME! EVEN IN MY SPECIALLY-PREPARED HELICOPTER I COULDN'T ESCAPE HIM!


AFTER I WAS ARRESTED AS A SPY AND DEPORTED, I LIVED IN EXILE ALL THIS TIME! BUT NOW THAT I'VE RETURNED TO RESUME MY CRIME CAREER, I FIND SPIDER-MAN STILL THREATENS ME! HE MUST BE DISPOSED OF!! BUT-- BY WHOM???
HE'S TOO DANGEROUS FOR ME TO TACKLE--AND NO ONE ELSE WOULD BE FOOLHARDY ENOUGH TO ATTACK HIM JUST FOR MY BENEFIT!


WAIT!! I'M WRONG!! THERE IS A MAN TO DO THE JOB!! A MAN WHO'D RELISH THE TASK! MY OLD FRIEND--KRAVEN, THE HUNTER! THE MOST DANGEROUS STALKER ON EARTH!!
I'LL SEND HIM A WIRE IMMEDIATELY!

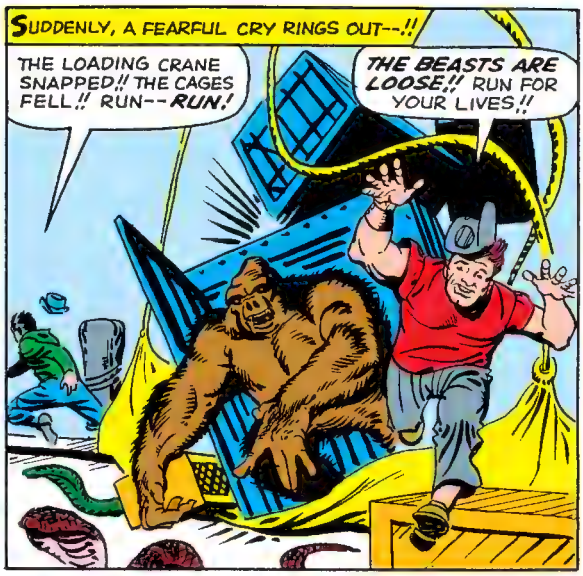

A WEEK LATER, AT THE EDITORIAL OFFICES OF THE DAILY BUGLE, PUBLISHER J. JONAH JAMESON STORMS THRU HIS DOORWAY, AND AWAY WE GO--!
GRAB YOUR STENO BOOK, MISS BRANT! THE BIGGEST STORY OF THE YEAR IS ABOUT TO BREAK AT THE PIER! KRAVEN, THE HUNTER IS ARRIVING FROM AFRICA!
CALL PARKER! HAVE HIM MEET US THERE WITH HIS CAMERA!
YES SIR! OF COURSE! BUT--WHO IS KRAVEN THE HUNTER, MR. JAMESON??

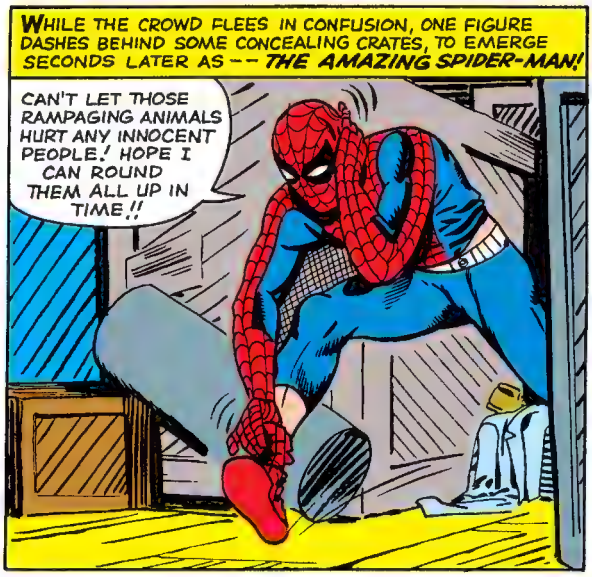
KRAVEN IS A LIVING LEGEND! THE GREATEST HUNTER OF ALL TIME! HE'S TRAPPED AND DEFEATED EVERY TYPE OF BEAST THAT LIVES--AND ALWAYS SINGLE-HANDED!
HI, BETTY! I GOT YOUR MESSAGE, SO HERE I AM!
PETE! I'M SO GLAD TO-- OH! DID YOU COME WITH-- HER??
LOOK! PETER PARKER IS HERE! HE MUST HAVE COME TO GET A LOOK AT KRAVEN, ALSO!
WELL, HAPPY DAY!

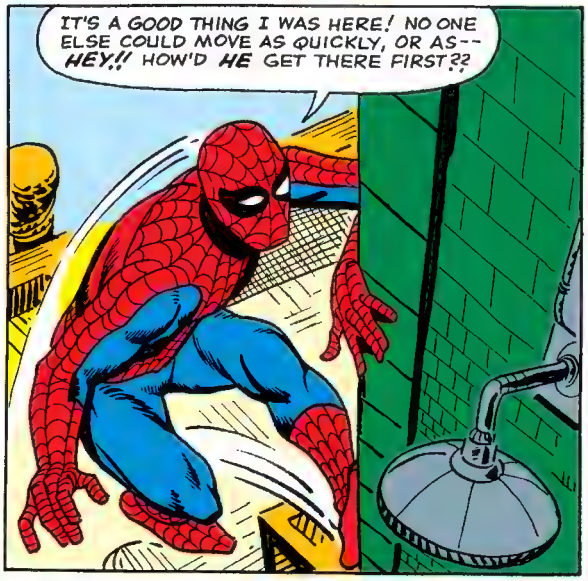

OH, PETE, ISN'T IT THRILLING?? KRAVEN THE HUNTER HAS NEVER BEEN SEEN IN NEW YORK BEFORE!!
EH, YES, LIZ-- SURE! HAVE YOU, EH, MET BETTY BRANT??
NO, PETER! WE HAVEN'T HAD THE PLEASURE!
PARKER! THIS ISN'T A MEETING OF THE LONELY HEART'S CLUB!! YOU'RE HERE TO TAKE PICTURES OF KRAVEN! LOOK ALIVE-- HE'S COMING!

THERE HE IS!!
ISN'T HE HANDSOME?!!
SO BIG--SO POWERFUL-- SO RUGGED-LOOKING!
THEY SAY HE CAN DEFEAT ANYTHING THAT LIVES--WITH HIS BARE HANDS!!

MR. KRAVEN--WAIT! I'M J. JONAH JAMESON! I WANT AN EXCLUSIVE INTERVIEW WITH YOU! I'M WILLING TO PAY YOU MORE THAN--WAIT!
NOT INTERESTED! I'M A HUNTER! I CAME HERE TO HUNT THE MOST DANGEROUS GAME OF ALL!


SUDDENLY, A FEARFUL CRY RINGS OUT--!!
THE LOADING CRANE SNAPPED!! THE CAGES FELL!! RUN--RUN!
THE BEASTS ARE LOOSE!! RUN FOR YOUR LIVES!!

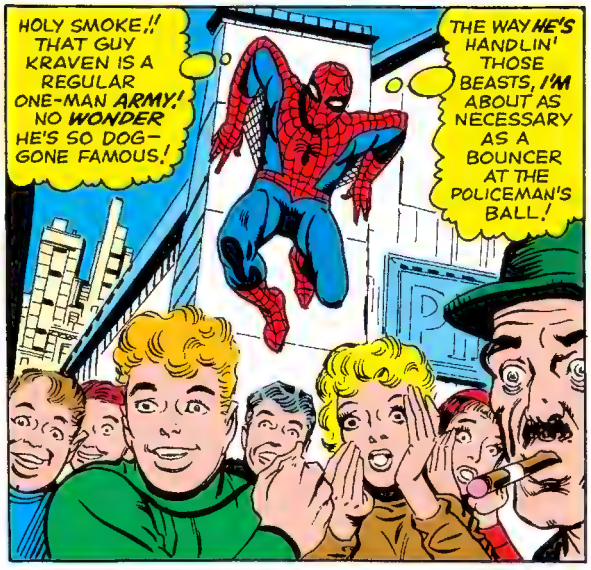

WHILE THE CROWD FLEES IN CONFUSION, ONE FIGURE DASHES BEHIND SOME CONCEALING CRATES, TO EMERGE SECONDS LATER AS--THE AMAZING SPIDER-MAN!
CAN'T LET THOSE RAMPAGING ANIMALS HURT ANY INNOCENT PEOPLE! HOPE I CAN ROUND THEM ALL UP IN TIME!!


IT'S A GOOD THING I WAS HERE! NO ONE ELSE COULD MOVE AS QUICKLY, OR AS--HEY!! HOW'D HE GET THERE FIRST??

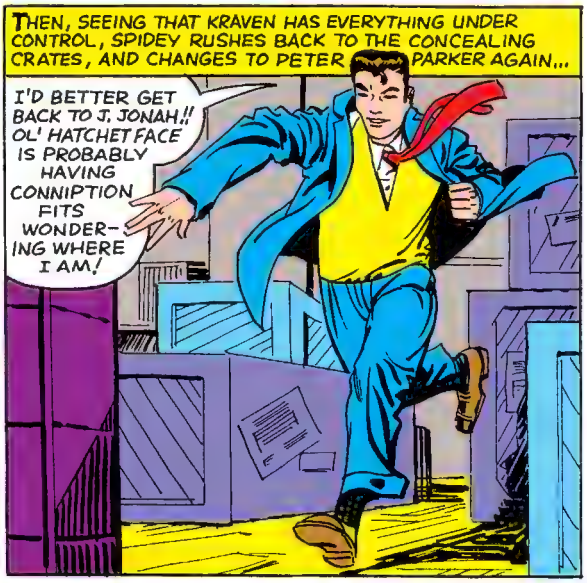
BEFORE SPIDEY CAN REACH THE SPOT, HIS INCREDULOUS EYES WITNESS THE GREATEST HUNTER OF ALL TIME AS HE LEAPS INTO ACTION--
FAST AS THE COBRAS ARE, THEIR SPEED IS NO MATCH FOR MINE!
HURRY, MR. KRAVEN! THE GORILLAS ARE RUNNIN' WILD!

I DEFEATED THEM BEFORE IN THE JUNGLE--AND I CAN DO IT AGAIN NOW! ALL IT TAKES IS JUST THE RIGHT BLOW ON JUST THE RIGHT NERVE CENTER!

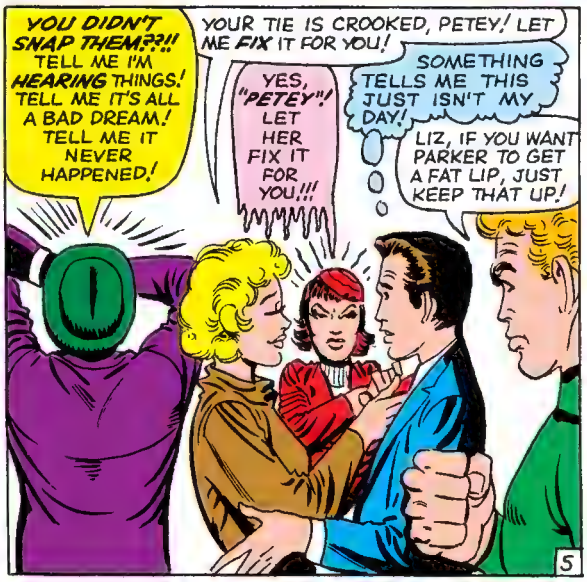
CAN'T GET CLOSE ENOUGH TO THE OTHER ONE TO THROW MY KNOCKOUT PUNCH!! I'LL HAVE TO RESORT TO SOMETHING ELSE!
I'LL USE THE TRANQUILIZING DRUG WHICH I KEEP IN ONE OF MY BELT TUSKS, TO QUIET HIM DOWN! THEN, HE'LL BE EASY TO HANDLE!


HOLY SMOKE!! THAT GUY KRAVEN IS A REGULAR ONE-MAN ARMY! NO WONDER HE'S SO DOG-GONE FAMOUS!
THE WAY HE'S HANDLIN' THOSE BEASTS, I'M ABOUT AS NECESSARY AS A BOUNCER AT THE POLICEMAN'S BALL!

WOW! BESIDES EVERYTHING ELSE, HE'S A MASS OF MUSCLES! LOOK AT THE WAY HE'S LIFTING THAT GORILLA!! HE MUSTA PLAYED MARBLES WITH BARBELLS WHEN HE WAS A KID!


THEN, SEEING THAT KRAVEN HAS EVERYTHING UNDER CONTROL, SPIDEY RUSHES BACK TO THE CONCEALING CRATES, AND CHANGES TO PETER PARKER AGAIN...
I'D BETTER GET BACK TO J. JONAH!! OL' HATCHET FACE IS PROBABLY HAVING CONNIPTION FITS WONDERING WHERE I AM!

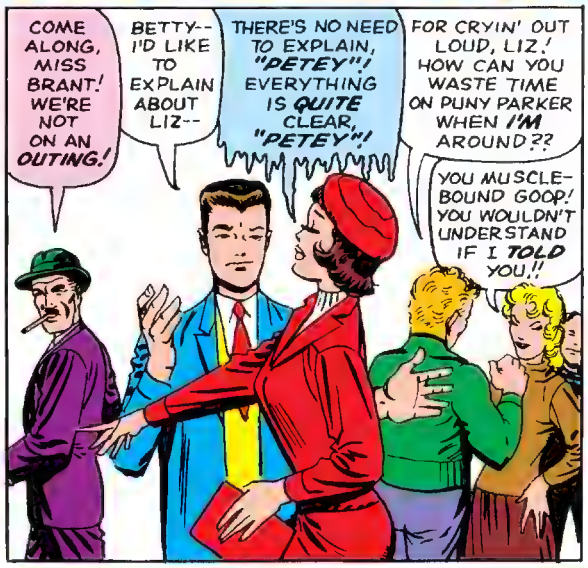
THIS WAS OUR LUCKY DAY, PARKER! I'LL PLASTER YOUR PICTURES OF KRAVEN BATTLING THOSE ESCAPED ANIMALS ALL OVER THE FRONT PAGE! LET'S GO BACK AND GET THEM DEVELOPED NOW!
P-PICTURES!! OH NO!! IN ALL THE EXCITEMENT--I CLEAN FORGOT TO SNAP ANY!!

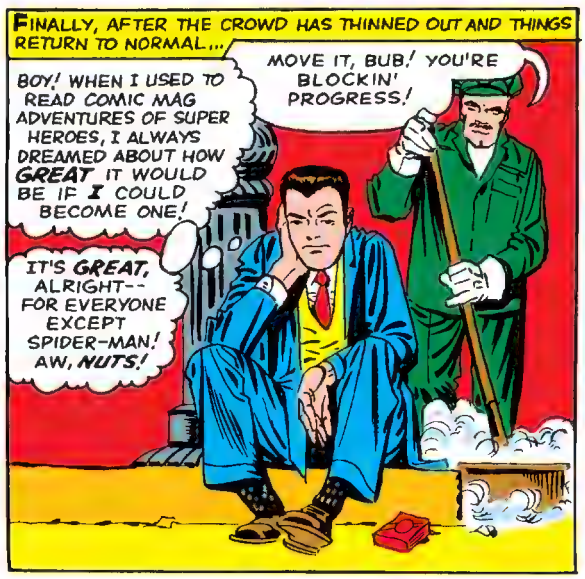

YOU DIDN'T SNAP THEM??!! TELL ME I'M HEARING THINGS! TELL ME IT'S ALL A BAD DREAM! TELL ME IT NEVER HAPPENED!
YOUR TIE IS CROOKED, PETEY! LET ME FIX IT FOR YOU!
YES, "PETEY"! LET HER FIX IT FOR YOU!!!
SOMETHING TELLS ME THIS JUST ISN'T MY DAY!
LIZ, IF YOU WANT PARKER TO GET A FAT LIP, JUST KEEP THAT UP!

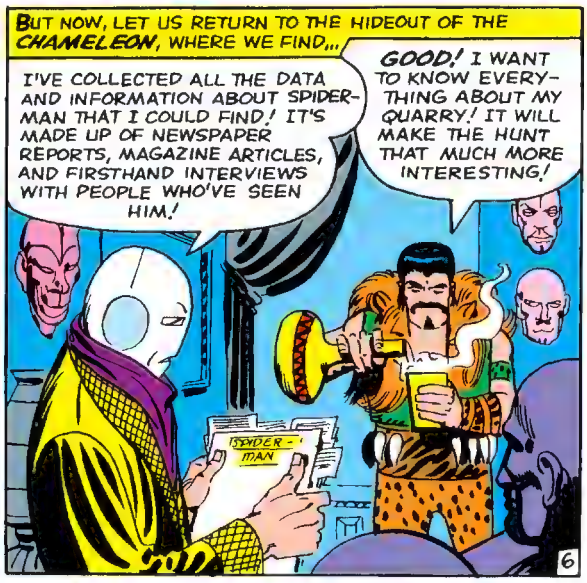
LOOK, MR. JAMESON --I'M AWFULLY SORRY! I GUESS I MUST HAVE--
GET LOST, USELESS! I'LL HAVE A TALK WITH YOU LATER!
MR. KRAVEN, I'D LIKE TO ASK YOU WHAT YOU'RE GOING TO HUNT HERE?? THERE AREN'T ANY WILD BEASTS RUNNING LOOSE THAT I KNOW OF!
YOU'RE WRONG! THERE IS ONE WHO SEEMS TO BE MORE BEAST THAN HUMAN-- HE WILL BE MY GREATEST CONQUEST--

THE MOST DANGEROUS GAME IN THE WORLD IS--MAN!! AND I SHALL HUNT THE MOST DANGEROUS MAN OF ALL--THE ONE WHO CALLS HIMSELF--SPIDER-MAN!
HE'S GONNA HUNT ME!!?? OH BROTHER!! I HAD A FEELING I SHOULDA STAYED IN BED TODAY!

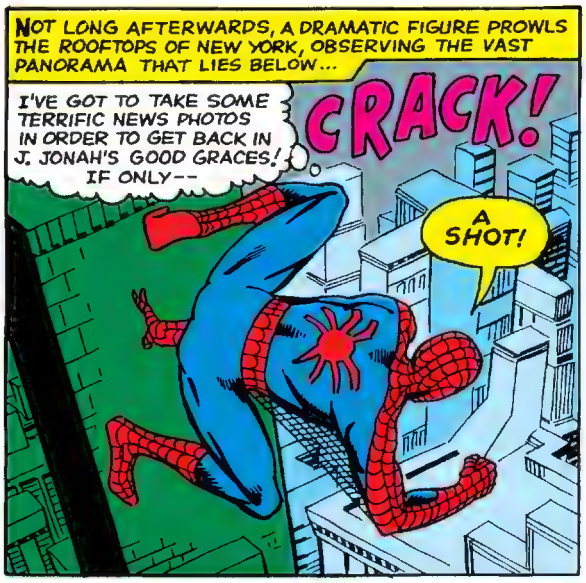
I CAN'T SAY IT ISN'T AN INTRIGUING IDEA, MR. KRAVEN! BUT YOU KNOW THERE ARE LAWS AGAINST THINGS LIKE THAT! YOU CAN'T JUST TRACK DOWN A HUMAN BEING IN THIS COUNTRY...
WE SHALL SEE ABOUT THAT, MR. JAMESON-- WE SHALL SEE!
THAT CHARACTER ISN'T KIDDIN'! SOMETHING TELLS ME THERE'S MORE TO ALL THIS THAN WOULD APPEAR ON THE SURFACE! BUT WHAT? WHAT'S HIS REAL REASON FOR WANTING TO HUNT ME?


COME ALONG, MISS BRANT! WE'RE NOT ON AN OUTING!
BETTY-- I'D LIKE TO EXPLAIN ABOUT LIZ--
THERE'S NO NEED TO EXPLAIN, "PETEY"! EVERYTHING IS QUITE CLEAR, "PETEY"!
FOR CRYIN' OUT LOUD, LIZ! HOW CAN YOU WASTE TIME ON PUNY PARKER WHEN I'M AROUND??
YOU MUSCLE-BOUND GOOP! YOU WOULDN'T UNDERSTAND IF I TOLD YOU!!


FINALLY, AFTER THE CROWD HAS THINNED OUT AND THINGS RETURN TO NORMAL...
BOY! WHEN I USED TO READ COMIC MAG ADVENTURES OF SUPER HEROES, I ALWAYS DREAMED ABOUT HOW GREAT IT WOULD BE IF I COULD BECOME ONE!
MOVE IT, BUB! YOU'RE BLOCKIN' PROGRESS!
IT'S GREAT, ALRIGHT-- FOR EVERYONE EXCEPT SPIDER-MAN! AW, NUTS!


BUT NOW, LET US RETURN TO THE HIDEOUT OF THE CHAMELEON, WHERE WE FIND...
I'VE COLLECTED ALL THE DATA AND INFORMATION ABOUT SPIDER-MAN THAT I COULD FIND! IT'S MADE UP OF NEWSPAPER REPORTS, MAGAZINE ARTICLES, AND FIRSTHAND INTERVIEWS WITH PEOPLE WHO'VE SEEN HIM!
GOOD! I WANT TO KNOW EVERYTHING ABOUT MY QUARRY! IT WILL MAKE THE HUNT THAT MUCH MORE INTERESTING!
SPIDER-MAN

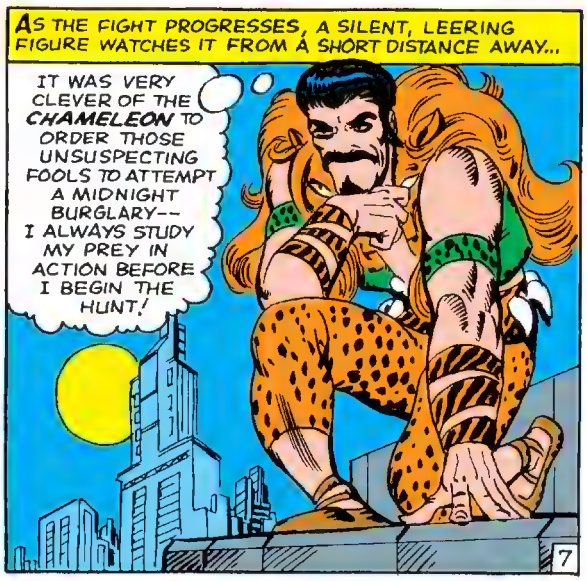
DON'T UNDER-ESTIMATE HIM, KRAVEN! REMEMBER, HE'S NO SIMPLE JUNGLE BEAST...
AND YOU REMEMBER, MY FRIEND, THAT I AM NO ORDINARY HUNTER! I POSSESS UNDREAMED-OF STRENGTH AND SPEED, WHICH I OBTAINED BY DRINKING A SECRET POTION, STOLEN FROM THE WITCH-DOCTOR OF A HIDDEN AFRICAN TRIBE! WITH BUT ONE PUNCH, I CAN STOP THE CHARGE OF A BULL ELEPHANT!


NOT LONG AFTERWARDS, A DRAMATIC FIGURE PROWLS THE ROOFTOPS OF NEW YORK, OBSERVING THE VAST PANORAMA THAT LIES BELOW...
I'VE GOT TO TAKE SOME TERRIFIC NEWS PHOTOS IN ORDER TO GET BACK IN J. JONAH'S GOOD GRACES! IF ONLY--
CRACK!
A SHOT!

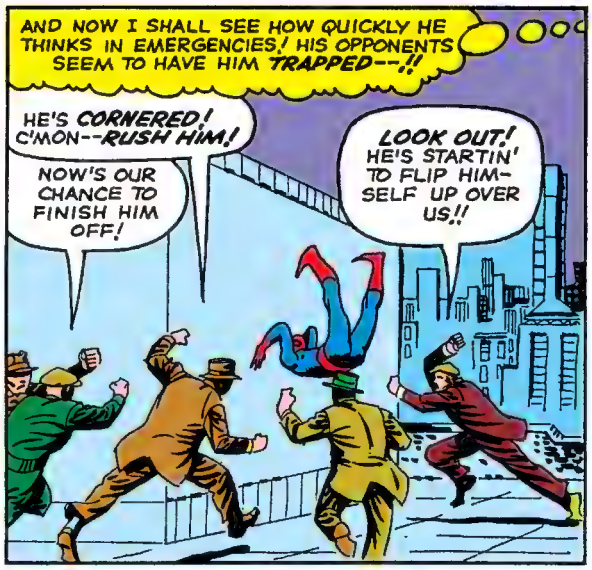
THERE'S A WATCHMAN TIED UP ON THE FLOOR BELOW! IT MUST HAVE BEEN HIS WARNING SHOT I HEARD!
HOLD IT, BOYS! YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN WANTS TO TALK TO YOU!

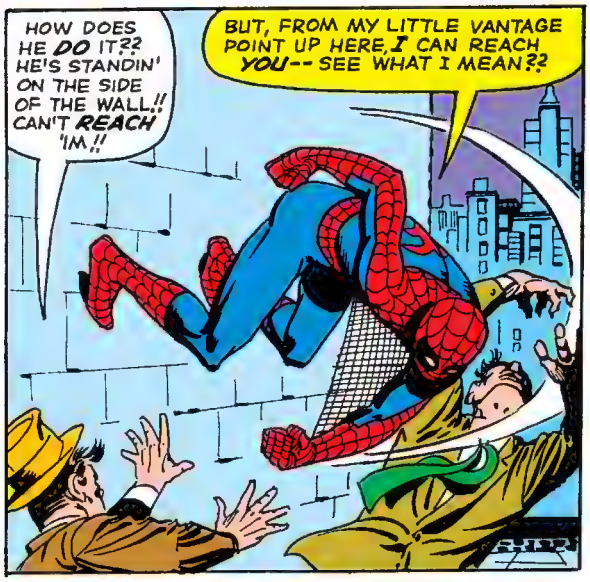
HE CAN'T STOP US ALL!! GET 'IM! HE'S ONLY ONE GUY!! HE-- UGHH!
CORRECTION! I'M ONLY ONE SPIDER-MAN-- THAT MAKES A BIG DIFFERENCE!
ROCKY! NAILS! PEE-WEE! DON'T JUST STAND THERE!! RUSH 'IM!! IF WE ALL TACKLE 'IM, WE'LL-- UGNNNHH!!

NICE TRY, FELLAS! TOO BAD YOUR SKILL DOESN'T MATCH YOUR ENTHUSIASM!!
WHERE'D HE GO??
WATCH WHO YOU'RE SWINGIN' AT, YOU NUT!


AS THE FIGHT PROGRESSES, A SILENT, LEERING FIGURE WATCHES IT FROM A SHORT DISTANCE AWAY...
IT WAS VERY CLEVER OF THE CHAMELEON TO ORDER THOSE UNSUSPECTING FOOLS TO ATTEMPT A MIDNIGHT BURGLARY-- I ALWAYS STUDY MY PREY IN ACTION BEFORE I BEGIN THE HUNT!

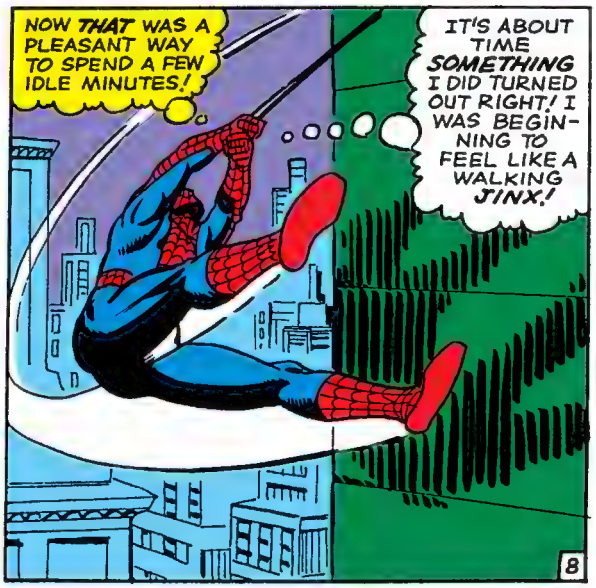
I NEED HAVE NO FEAR-- HE WILL BE A WORTHY FOE! HE HAS SPEED-- SKILL-- AND DARING!

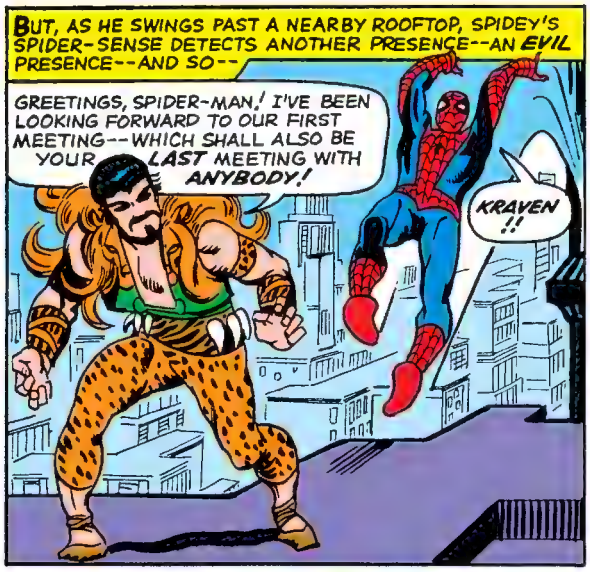

AND NOW I SHALL SEE HOW QUICKLY HE THINKS IN EMERGENCIES! HIS OPPONENTS SEEM TO HAVE HIM TRAPPED--!!
HE'S CORNERED! C'MON--RUSH HIM!
NOW'S OUR CHANCE TO FINISH HIM OFF!
LOOK OUT! HE'S STARTIN' TO FLIP HIMSELF UP OVER US!!

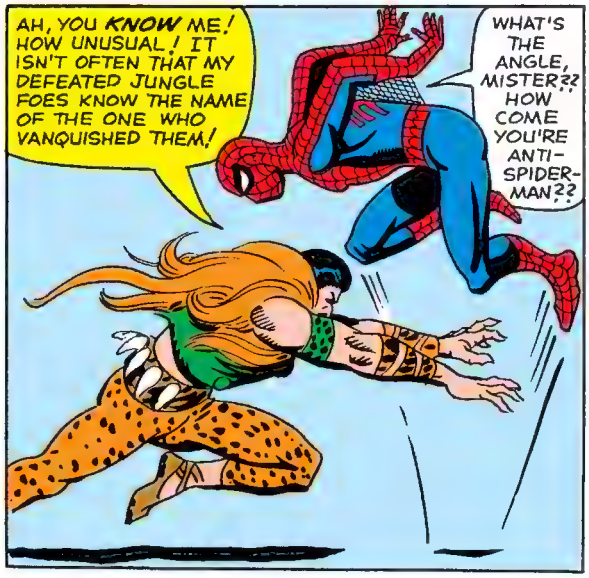

HOW DOES HE DO IT?? HE'S STANDIN' ON THE SIDE OF THE WALL!! CAN'T REACH 'IM!!
BUT, FROM MY LITTLE VANTAGE POINT UP HERE, I CAN REACH YOU-- SEE WHAT I MEAN??

NOW LOOK! AFTER ALL MY TROUBLE, DO YOU THINK I'M GONNA LET YOU RUN AWAY SO EASILY??
QUICK! WE'LL DUCK AROUND THIS CEMENT BLOCK, AND--
HEY!! HOW'D HE GET OVER HERE???

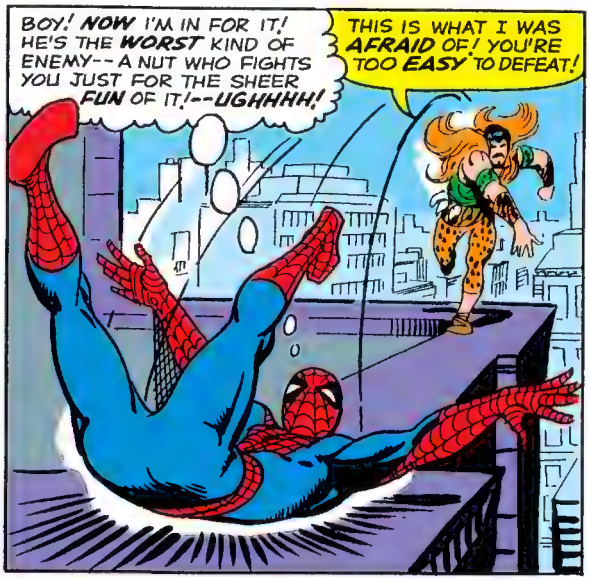
MIGHT AS WELL WRAP IT UP NOW! MY AUTOMATIC CAMERA HAS TAKEN ALL THE PIX I NEED!
OKAY, KIDDIES! YOU MUST ALL BE GETTIN' TIRED AFTER SUCH A STRENUOUS PLAYTIME, SO YOU'D BETTER TAKE A LITTLE NAP UNTIL THE POLICE GET HERE!


NOW THAT WAS A PLEASANT WAY TO SPEND A FEW IDLE MINUTES!
IT'S ABOUT TIME SOMETHING I DID TURNED OUT RIGHT! I WAS BEGINNING TO FEEL LIKE A WALKING JINX!


BUT, AS HE SWINGS PAST A NEARBY ROOFTOP, SPIDEY'S SPIDER-SENSE DETECTS ANOTHER PRESENCE--AN EVIL PRESENCE--AND SO--
GREETINGS, SPIDER-MAN! I'VE BEEN LOOKING FORWARD TO OUR FIRST MEETING--WHICH SHALL ALSO BE YOUR LAST MEETING WITH ANYBODY!
KRAVEN !!


AH, YOU KNOW ME! HOW UNUSUAL! IT ISN'T OFTEN THAT MY DEFEATED JUNGLE FOES KNOW THE NAME OF THE ONE WHO VANQUISHED THEM!
WHAT'S THE ANGLE, MISTER?? HOW COME YOU'RE ANTI-SPIDER-MAN??

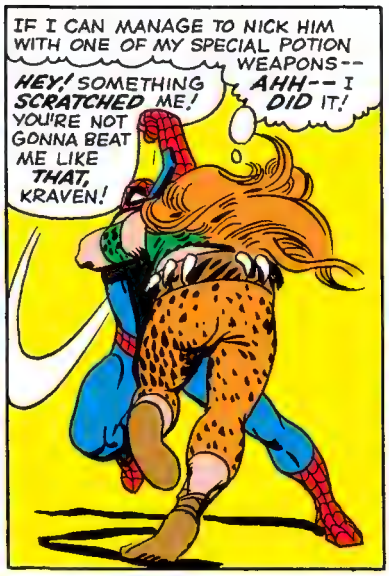
I AM A HUNTER!! HUNTING IS MY ENTIRE LIFE! BUT, THERE WERE NO MORE GOALS FOR ME TO STRIVE FOR--UNTIL I LEARNED OF YOU! YOU SHALL BE MY GREATEST TRIUMPH!!
YOU DIDN'T EXPECT ME TO BE SO FAST!

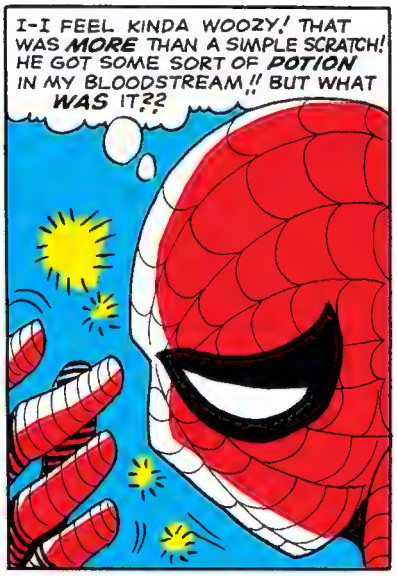

BOY! NOW I'M IN FOR IT! HE'S THE WORST KIND OF ENEMY--A NUT WHO FIGHTS YOU JUST FOR THE SHEER FUN OF IT!--UGHHHH!
THIS IS WHAT I WAS AFRAID OF! YOU'RE TOO EASY TO DEFEAT!

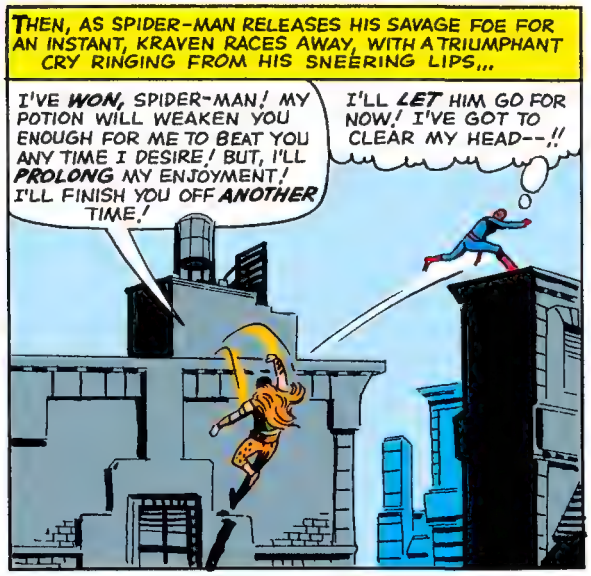
AND NOW I'LL END YOUR CAREER FOREVER WITH MY SMASHING NERVE PUNCH--THE SAME PUNCH THAT CAN DOWN A FULL-GROWN CHARGING RHINO!
I'VE GOT TO TURN--BLOCK IT WITH MY SHOULDER--OHHHH!

GOOD! YOU SAVED YOURSELF! BUT, ONLY FOR A MINUTE! NOW I'LL--WHA--?!!!
MY SHOULDER WENT NUMB! CAN'T AFFORD TO GIVE HIM A SECOND CHANCE!
OKAY, BUSTER--IF IT'S A REAL FIGHT YOU WANT--!

HE'S STRONGER THAN I THOUGHT! EVEN WITH ONE HAND HE'S BEATING ME! I CAN'T DEFEAT HIM FAIRLY, BUT--

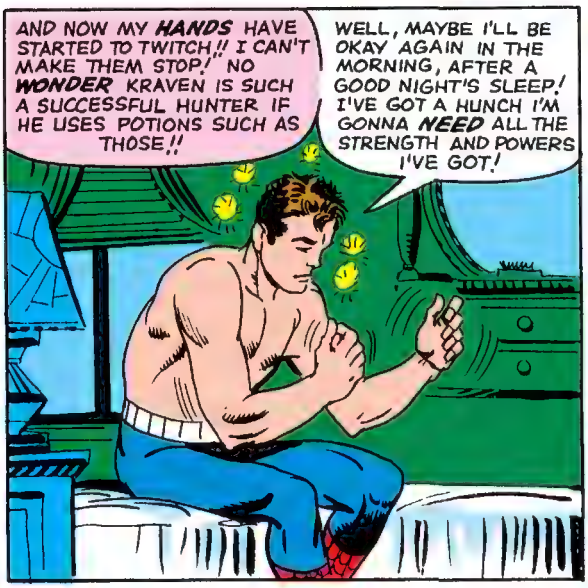

IF I CAN MANAGE TO NICK HIM WITH ONE OF MY SPECIAL POTION WEAPONS--
HEY! SOMETHING SCRATCHED ME! YOU'RE NOT GONNA BEAT ME LIKE THAT, KRAVEN!
AHH-- I DID IT!


I-I FEEL KINDA WOOZY! THAT WAS MORE THAN A SIMPLE SCRATCH! HE GOT SOME SORT OF POTION IN MY BLOODSTREAM!! BUT WHAT WAS IT??

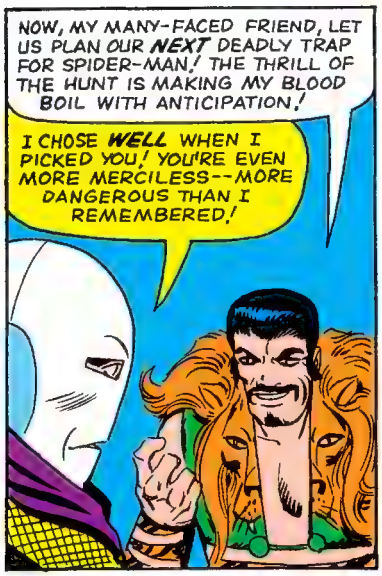

THEN, AS SPIDER-MAN RELEASES HIS SAVAGE FOE FOR AN INSTANT, KRAVEN RACES AWAY, WITH A TRIUMPHANT CRY RINGING FROM HIS SNEERING LIPS...
I'VE WON, SPIDER-MAN! MY POTION WILL WEAKEN YOU ENOUGH FOR ME TO BEAT YOU ANY TIME I DESIRE! BUT, I'LL PROLONG MY ENJOYMENT! I'LL FINISH YOU OFF ANOTHER TIME!
I'LL LET HIM GO FOR NOW! I'VE GOT TO CLEAR MY HEAD--!!

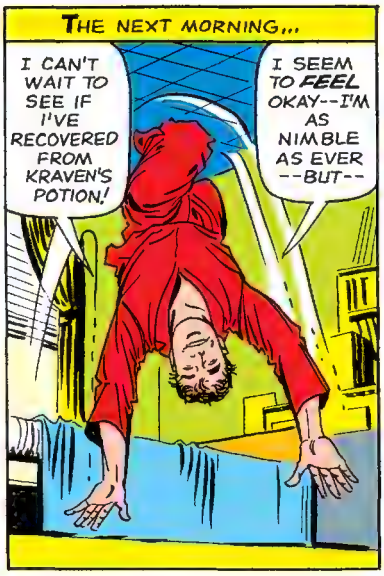
I'M GETTING DIZZIER BY THE MINUTE! I'LL JUST GRAB MY CAMERA FROM WHERE I LEFT IT, AND TRY TO MAKE IT HOME!

FOR THE NEXT FEW MINUTES, THE AMAZING TEEN-AGER SLOWLY AND CAUTIOUSLY HUGS THE ROOF-TOPS ON HIS JOURNEY HOME, AND THEN FINALLY...
WHEW! MY SHOULDER IS GETTING BACK TO NORMAL NOW, BUT I CAN'T LOSE THIS DIZZINESS!

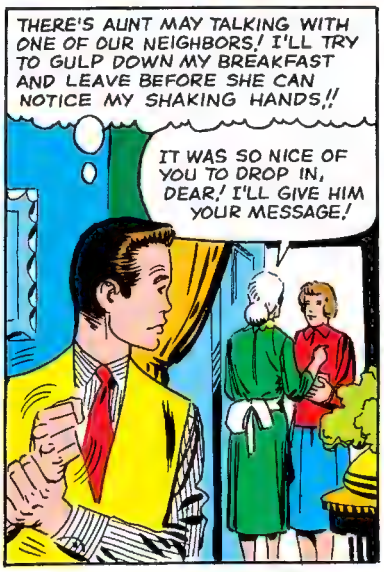

AND NOW MY HANDS HAVE STARTED TO TWITCH!! I CAN'T MAKE THEM STOP! NO WONDER KRAVEN IS SUCH A SUCCESSFUL HUNTER IF HE USES POTIONS SUCH AS THOSE!!
WELL, MAYBE I'LL BE OKAY AGAIN IN THE MORNING, AFTER A GOOD NIGHT'S SLEEP! I'VE GOT A HUNCH I'M GONNA NEED ALL THE STRENGTH AND POWERS I'VE GOT!

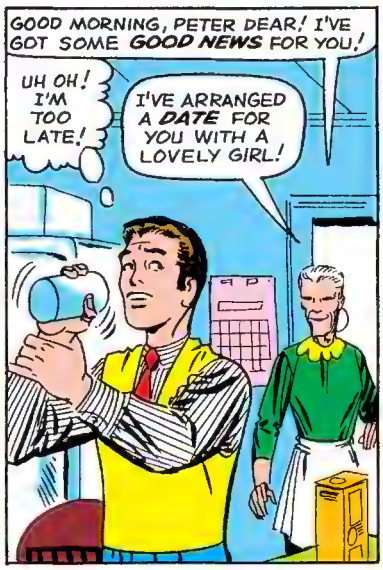
AND, IN ANOTHER PART OF TOWN...
I DON'T GET IT, KRAVEN! YOU SAY HE'S FAR STRONGER, FAR MORE DANGEROUS THAN YOU THOUGHT--AND YET YOU'RE HAPPY ABOUT IT!
OF COURSE I AM! HE'S THE KIND OF FOE I'VE ALWAYS WANTED --ONE TO TEST MY METTLE TO ITS FULLEST! WHAT A TRIUMPH THIS WILL BE FOR ME! HOW SWEET WILL BE THE FRUITS OF MY VICTORY!

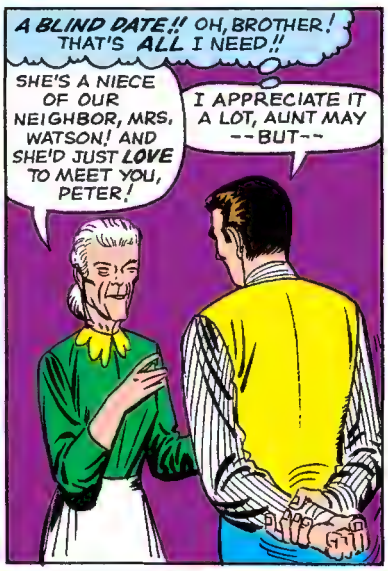

NOW, MY MANY-FACED FRIEND, LET US PLAN OUR NEXT DEADLY TRAP FOR SPIDER-MAN! THE THRILL OF THE HUNT IS MAKING MY BLOOD BOIL WITH ANTICIPATION!
I CHOSE WELL WHEN I PICKED YOU! YOU'RE EVEN MORE MERCILESS--MORE DANGEROUS THAN I REMEMBERED!

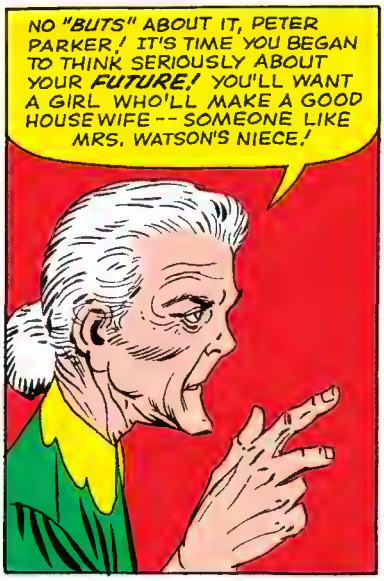

THE NEXT MORNING...
I CAN'T WAIT TO SEE IF I'VE RECOVERED FROM KRAVEN'S POTION!
I SEEM TO FEEL OKAY--I'M AS NIMBLE AS EVER --BUT--

--I HAVEN'T LOST THE SHAKES! MY HANDS ARE STILL TWITCHING!! WHAT DOES IT MEAN?? HOW LONG WILL IT LAST???


THERE'S AUNT MAY TALKING WITH ONE OF OUR NEIGHBORS! I'LL TRY TO GULP DOWN MY BREAKFAST AND LEAVE BEFORE SHE CAN NOTICE MY SHAKING HANDS!!
IT WAS SO NICE OF YOU TO DROP IN, DEAR! I'LL GIVE HIM YOUR MESSAGE!

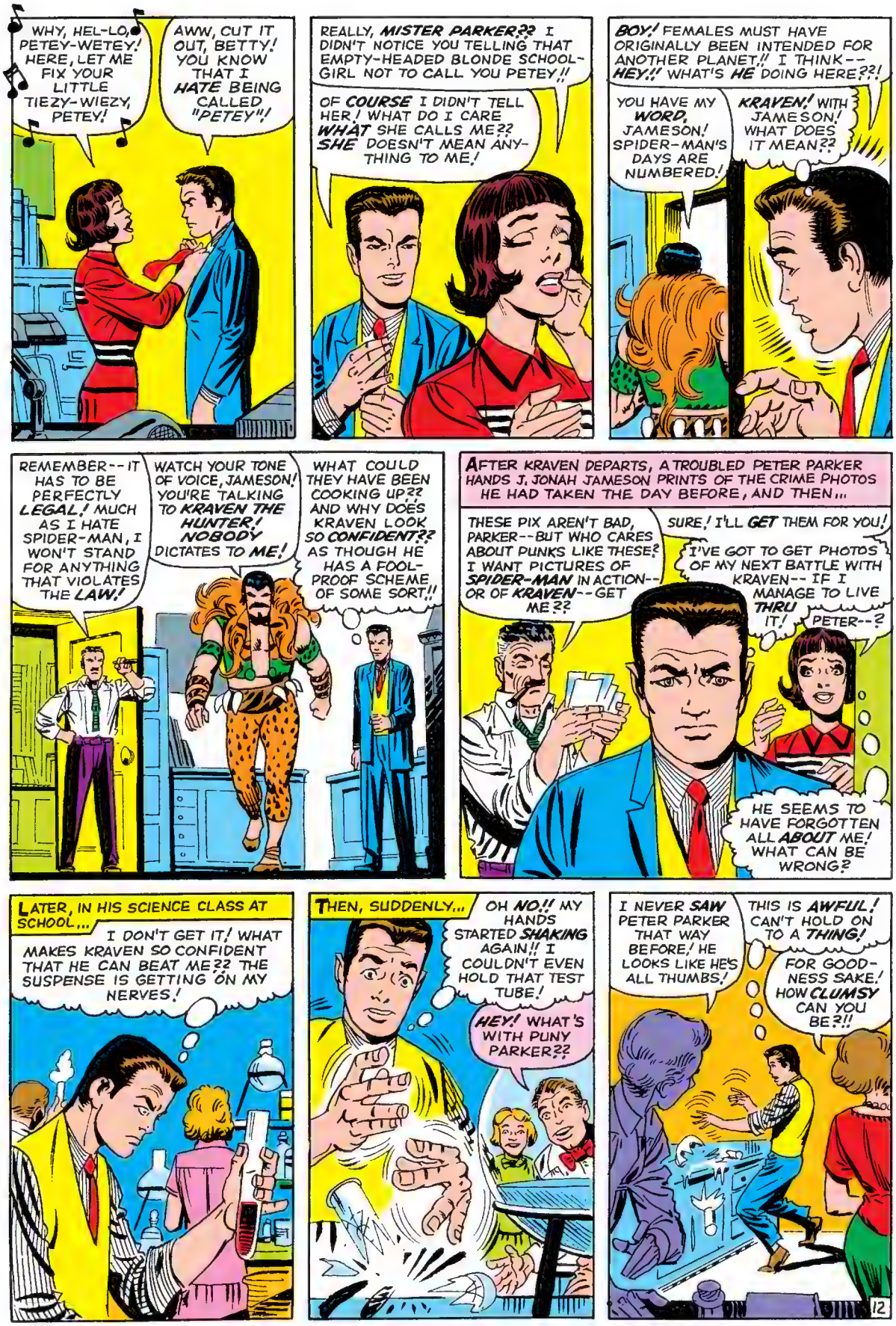

GOOD MORNING, PETER DEAR! I'VE GOT SOME GOOD NEWS FOR YOU!
UH OH! I'M TOO LATE!
I'VE ARRANGED A DATE FOR YOU WITH A LOVELY GIRL!


A BLIND DATE!! OH, BROTHER! THAT'S ALL I NEED!!
SHE'S A NIECE OF OUR NEIGHBOR, MRS. WATSON! AND SHE'D JUST LOVE TO MEET YOU, PETER!
I APPRECIATE IT A LOT, AUNT MAY --BUT--


NO "BUTS" ABOUT IT, PETER PARKER! IT'S TIME YOU BEGAN TO THINK SERIOUSLY ABOUT YOUR FUTURE! YOU'LL WANT A GIRL WHO'LL MAKE A GOOD HOUSEWIFE--SOMEONE LIKE MRS. WATSON'S NIECE!

OKAY, AUNT MAY! WE'LL TALK ABOUT IT LATER! I'VE GOT TO SEE MISTER JAMESON NOW!
I HOPE YOU'RE WEARING YOUR WINTER WEIGHT SUIT, PETER DEAR! THERE'S STILL A NIP IN THE AIR, AND YOU KNOW HOW FRAGILE YOU ARE!
THANK GOODNESS SHE DIDN'T NOTICE MY SHAKING HANDS!

A FEW MINUTES LATER, AT THE DAILY BUGLE...
THE SHAKING HAS ALMOST ALL STOPPED! MAYBE THE FRESH AIR IS GOOD FOR IT! ANYWAY, I HOPE BETTY ISN'T STILL MAD AT ME! WELL, THERE'S ONLY ONE WAY TO FIND OUT...
HI, BETTY! YOU LOOK LOVELIER THAN EVER TODAY!


WHY, HEL-LO, PETEY-WETEY! HERE, LET ME FIX YOUR LITTLE TIEZY-WIEZY, PETEY!
AWW, CUT IT OUT, BETTY! YOU KNOW THAT I HATE BEING CALLED "PETEY"!
REALLY, MISTER PARKER?? I DIDN'T NOTICE YOU TELLING THAT EMPTY-HEADED BLONDE SCHOOL-GIRL NOT TO CALL YOU PETEY!!
OF COURSE I DIDN'T TELL HER! WHAT DO I CARE WHAT SHE CALLS ME?? SHE DOESN'T MEAN ANYTHING TO ME!
BOY! FEMALES MUST HAVE ORIGINALLY BEEN INTENDED FOR ANOTHER PLANET!! I THINK-- HEY!! WHAT'S HE DOING HERE??!
YOU HAVE MY WORD, JAMESON! SPIDER-MAN'S DAYS ARE NUMBERED!
KRAVEN! WITH JAMESON! WHAT DOES IT MEAN??
REMEMBER--IT HAS TO BE PERFECTLY LEGAL! MUCH AS I HATE SPIDER-MAN, I WON'T STAND FOR ANYTHING THAT VIOLATES THE LAW!
WATCH YOUR TONE OF VOICE, JAMESON! YOU'RE TALKING TO KRAVEN THE HUNTER! NOBODY DICTATES TO ME!
WHAT COULD THEY HAVE BEEN COOKING UP?? AND WHY DOES KRAVEN LOOK SO CONFIDENT?? AS THOUGH HE HAS A FOOL-PROOF SCHEME OF SOME SORT!!
AFTER KRAVEN DEPARTS, A TROUBLED PETER PARKER HANDS J. JONAH JAMESON PRINTS OF THE CRIME PHOTOS HE HAD TAKEN THE DAY BEFORE, AND THEN...
THESE PIX AREN'T BAD, PARKER--BUT WHO CARES ABOUT PUNKS LIKE THESE? I WANT PICTURES OF SPIDER-MAN IN ACTION--OR OF KRAVEN--GET ME??
SURE! I'LL GET THEM FOR YOU!
I'VE GOT TO GET PHOTOS OF MY NEXT BATTLE WITH KRAVEN-- IF I MANAGE TO LIVE THRU IT!
PETER--?
HE SEEMS TO HAVE FORGOTTEN ALL ABOUT ME! WHAT CAN BE WRONG?
LATER, IN HIS SCIENCE CLASS AT SCHOOL...
I DON'T GET IT! WHAT MAKES KRAVEN SO CONFIDENT THAT HE CAN BEAT ME?? THE SUSPENSE IS GETTING ON MY NERVES!
THEN, SUDDENLY...
OH NO!! MY HANDS STARTED SHAKING AGAIN!! I COULDN'T EVEN HOLD THAT TEST TUBE!
HEY! WHAT'S WITH PUNY PARKER??
I NEVER SAW PETER PARKER THAT WAY BEFORE! HE LOOKS LIKE HE'S ALL THUMBS!
THIS IS AWFUL! CAN'T HOLD ON TO A THING!
FOR GOOD-NESS SAKE! HOW CLUMSY CAN YOU BE?!!
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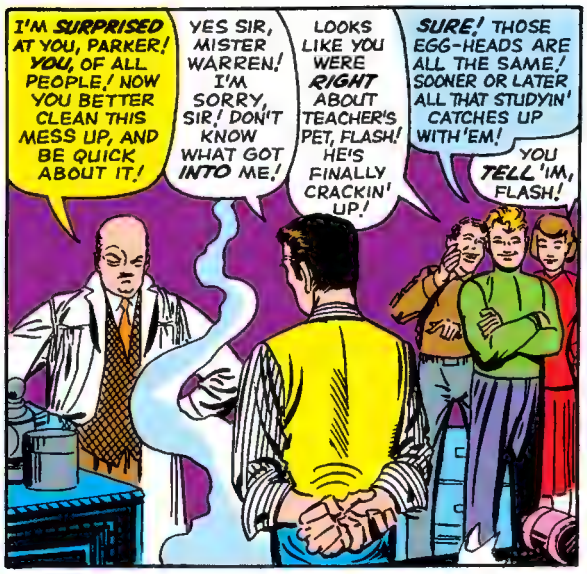
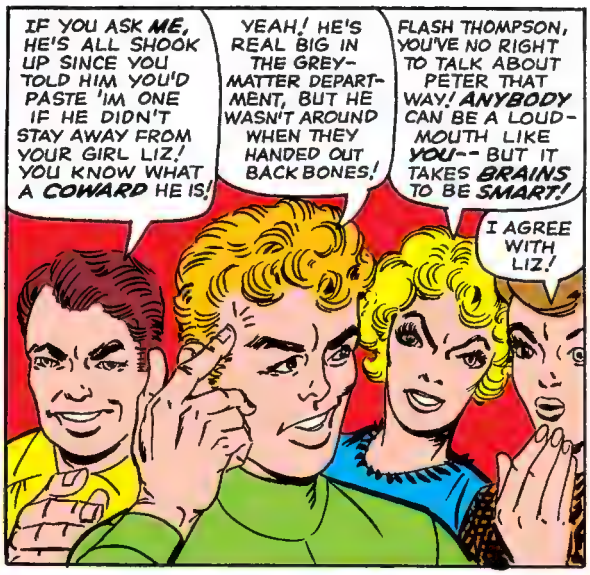
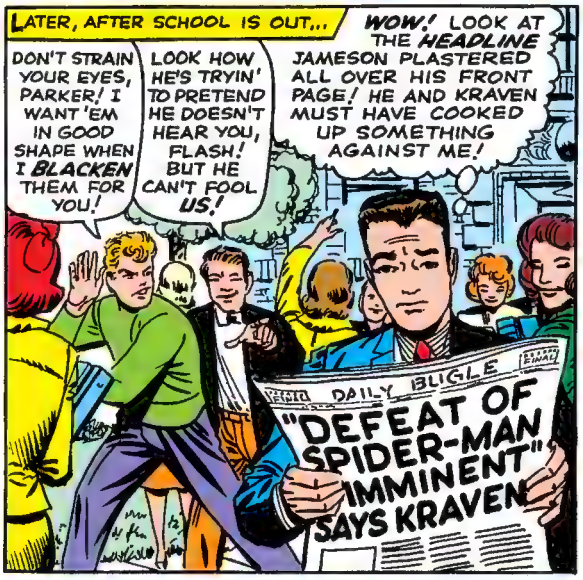
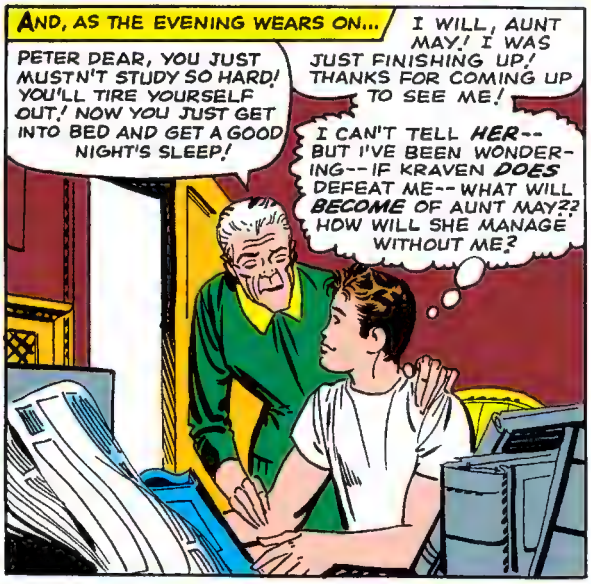

I'M SURPRISED AT YOU, PARKER! YOU, OF ALL PEOPLE! NOW YOU BETTER CLEAN THIS MESS UP, AND BE QUICK ABOUT IT!
YES SIR, MISTER WARREN! I'M SORRY, SIR! DON'T KNOW WHAT GOT INTO ME!
LOOKS LIKE YOU WERE RIGHT ABOUT TEACHER'S PET, FLASH! HE'S FINALLY CRACKIN' UP!
SURE! THOSE EGG-HEADS ARE ALL THE SAME! SOONER OR LATER ALL THAT STUDYIN' CATCHES UP WITH 'EM!
YOU TELL 'IM, FLASH!


IF YOU ASK ME, HE'S ALL SHOOK UP SINCE YOU TOLD HIM YOU'D PASTE 'IM ONE IF HE DIDN'T STAY AWAY FROM YOUR GIRL LIZ! YOU KNOW WHAT A COWARD HE IS!
YEAH! HE'S REAL BIG IN THE GREY-MATTER DEPARTMENT, BUT HE WASN'T AROUND WHEN THEY HANDED OUT BACKBONES!
FLASH THOMPSON, YOU'VE NO RIGHT TO TALK ABOUT PETER THAT WAY! ANYBODY CAN BE A LOUD-MOUTH LIKE YOU-- BUT IT TAKES BRAINS TO BE SMART!
I AGREE WITH LIZ!

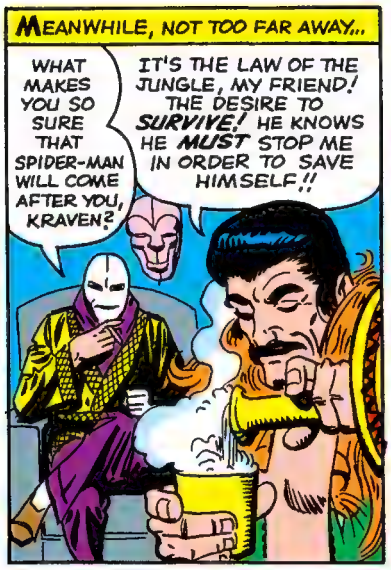

LATER, AFTER SCHOOL IS OUT...
DON'T STRAIN YOUR EYES, PARKER! I WANT 'EM IN GOOD SHAPE WHEN I BLACKEN THEM FOR YOU!
LOOK HOW HE'S TRYIN' TO PRETEND HE DOESN'T HEAR YOU, FLASH! BUT HE CAN'T FOOL US!
WOW! LOOK AT THE HEADLINE JAMESON PLASTERED ALL OVER HIS FRONT PAGE! HE AND KRAVEN MUST HAVE COOKED UP SOMETHING AGAINST ME!
DAILY BUGLE
"DEFEAT OF SPIDER-MAN IMMINENT" SAYS KRAVEN


AND, AS THE EVENING WEARS ON...
PETER DEAR, YOU JUST MUSTN'T STUDY SO HARD! YOU'LL TIRE YOURSELF OUT! NOW YOU JUST GET INTO BED AND GET A GOOD NIGHT'S SLEEP!
I WILL, AUNT MAY! I WAS JUST FINISHING UP! THANKS FOR COMING UP TO SEE ME!
I CAN'T TELL HER-- BUT I'VE BEEN WONDERING-- IF KRAVEN DOES DEFEAT ME-- WHAT WILL BECOME OF AUNT MAY?? HOW WILL SHE MANAGE WITHOUT ME?

BUT, NO SOONER DOES HIS DOTING AUNT LEAVE THE ROOM, THEN THE BRILLIANT TEEN-AGER GETS AN IDEA...
I'VE GOT IT! I'LL FIND A WAY TO PUT MY SPIDER-TRACER* ON KRAVEN! THEN I'LL ALWAYS KNOW JUST WHERE HE IS-- IF HE'S ABOUT TO ATTACK ME!
*SPIDER-TRACER FIRST USED IN SPIDER-MAN#11--EDITOR.

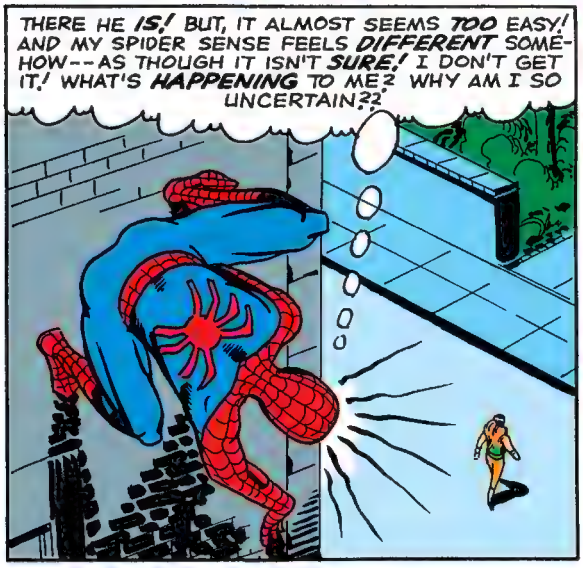
BUT, AFTER CHANGING TO SPIDER-MAN, THE AMAZING ADVENTURER LEARNS THAT HIS PLAN WILL NOT BE SO EASY TO CARRY OUT...
DARN THESE SHAKING HANDS OF MINE!! I CAN'T KEEP STEADY ENOUGH TO USE MY WEB ACCURATELY!

THE ONLY THING TO DO IS LEAP FROM BUILDING TO BUILDING!
GOOD THING MY SPIDER AGILITY IS STILL AS GOOD AS EVER!

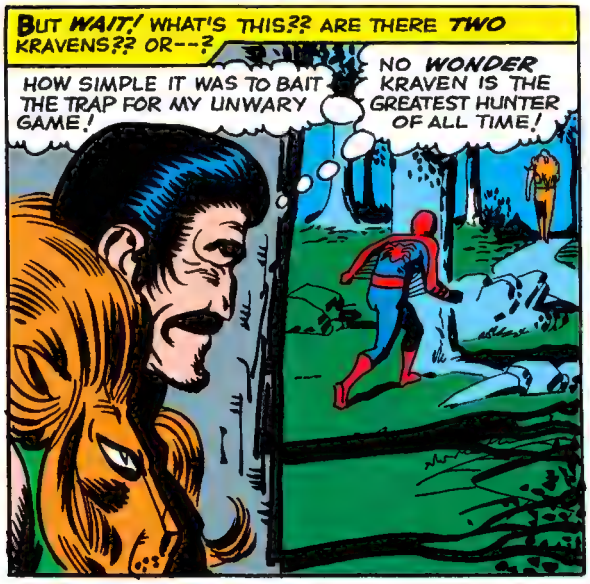

MEANWHILE, NOT TOO FAR AWAY...
WHAT MAKES YOU SO SURE THAT SPIDER-MAN WILL COME AFTER YOU, KRAVEN?
IT'S THE LAW OF THE JUNGLE, MY FRIEND! THE DESIRE TO SURVIVE! HE KNOWS HE MUST STOP ME IN ORDER TO SAVE HIMSELF!!

DON'T FORGET, I HAVE STUDIED HIM THE WAY A SKILLED HUNTER STUDIES ANY INTENDED PREY! I KNOW HIS NATURE, HIS INSTINCTS! IT IS I WHO CONTROL THE HUNT!
AND NOW, IT IS TIME FOR HIM TO FIND ME! HERE'S WHAT WE'LL DO...

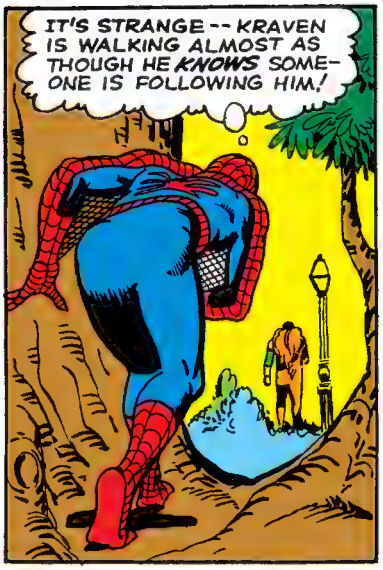
IF I GET ANYWHERE NEAR KRAVEN, MY SPIDER SENSE OUGHT TO TIP ME OFF!
IN FACT, IT'S STARTING TO TINGLE NOW! HE MUST BE IN THIS NEIGHBORHOOD!

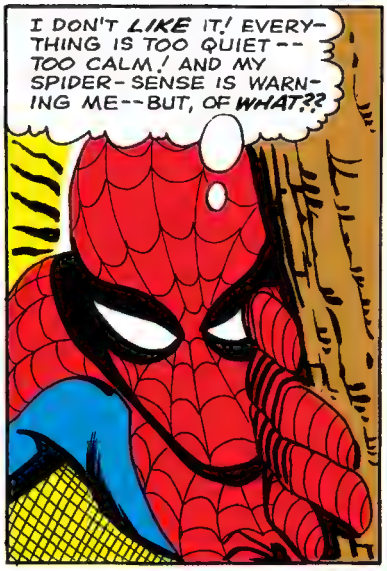

THERE HE IS! BUT, IT ALMOST SEEMS TOO EASY! AND MY SPIDER SENSE FEELS DIFFERENT SOMEHOW--AS THOUGH IT ISN'T SURE! I DON'T GET IT! WHAT'S HAPPENING TO ME? WHY AM I SO UNCERTAIN??

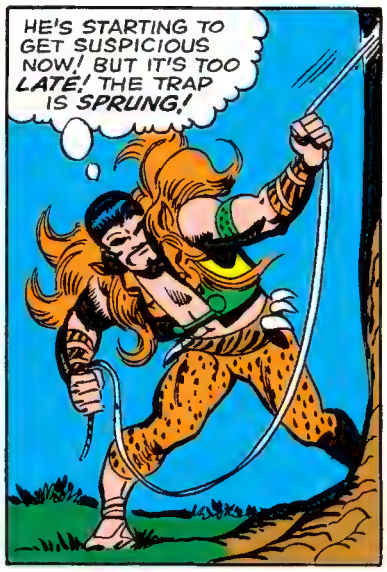
WELL, I'LL WORRY ABOUT THOSE THINGS LATER! MY MAIN PROBLEM NOW IS HOW TO PLANT MY SPIDER-TRACER ON KRAVEN WITHOUT HIM KNOWING IT!

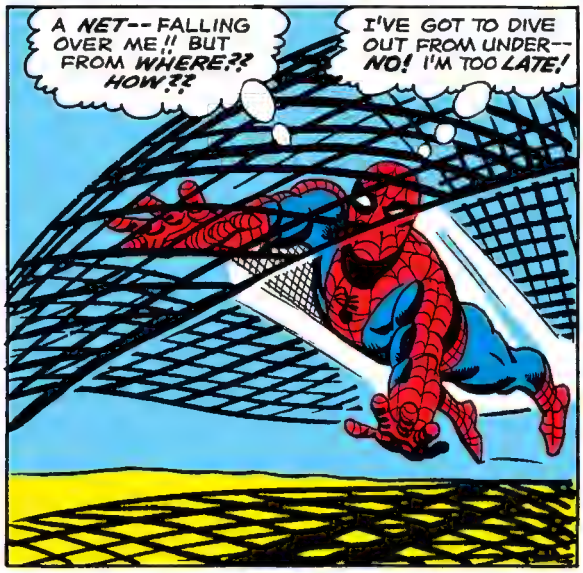

BUT WAIT! WHAT'S THIS?? ARE THERE TWO KRAVENS?? OR--?
HOW SIMPLE IT WAS TO BAIT THE TRAP FOR MY UNWARY GAME!
NO WONDER KRAVEN IS THE GREATEST HUNTER OF ALL TIME!

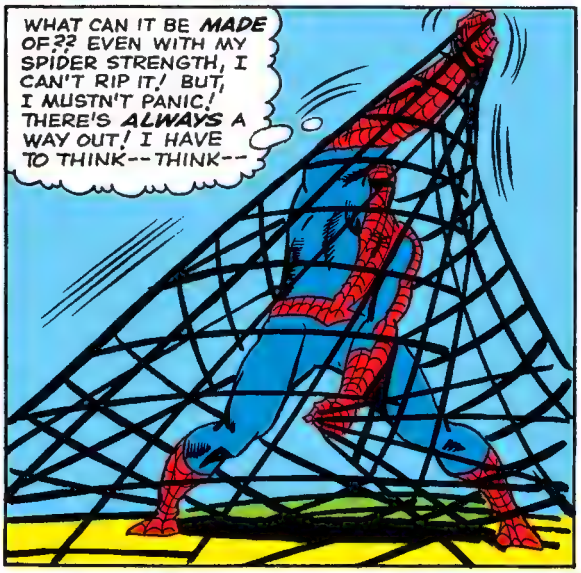
AND NOW THE QUARRY HAS MADE HIS LAST FATAL MISTAKE! THE STAGE IS SET! THE MOMENT HAS ARRIVED! IT IS TIME FOR THE ATTACK! NOW THE HUNTER TAKES OVER THE HUNT!

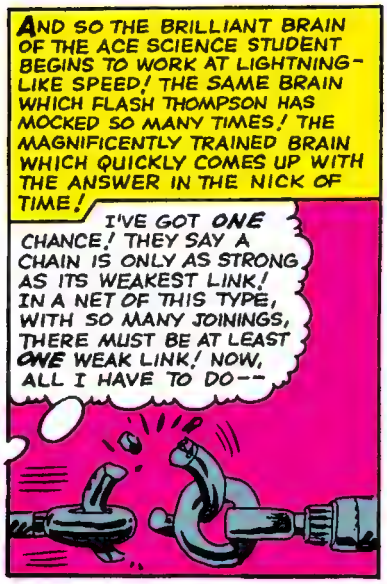


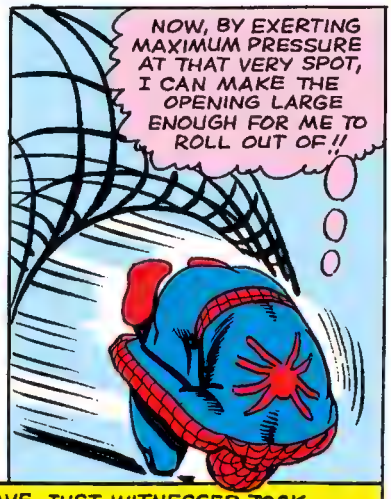




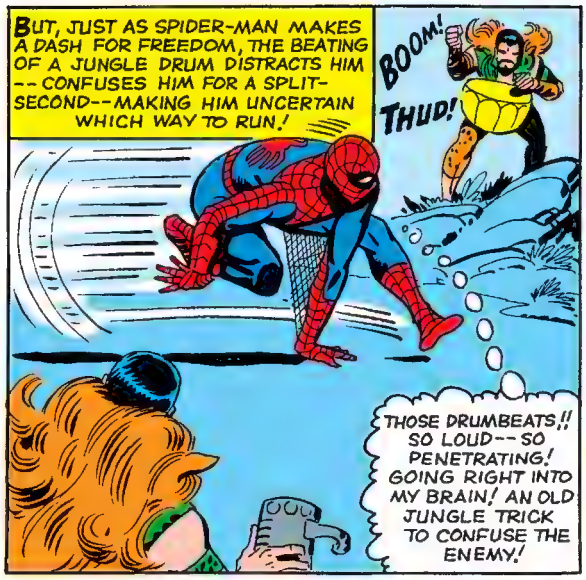




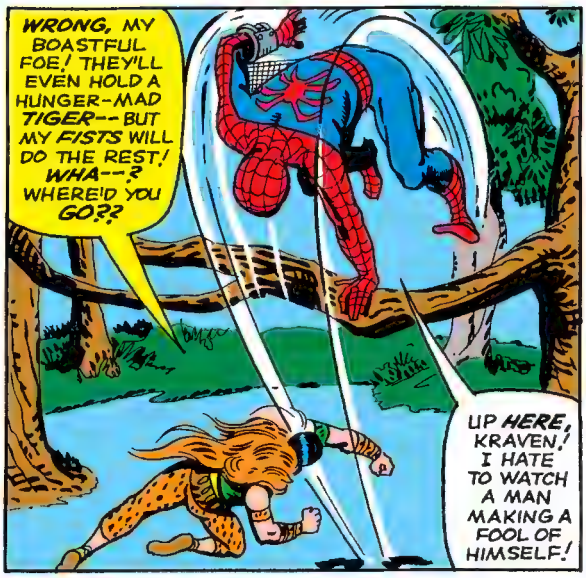


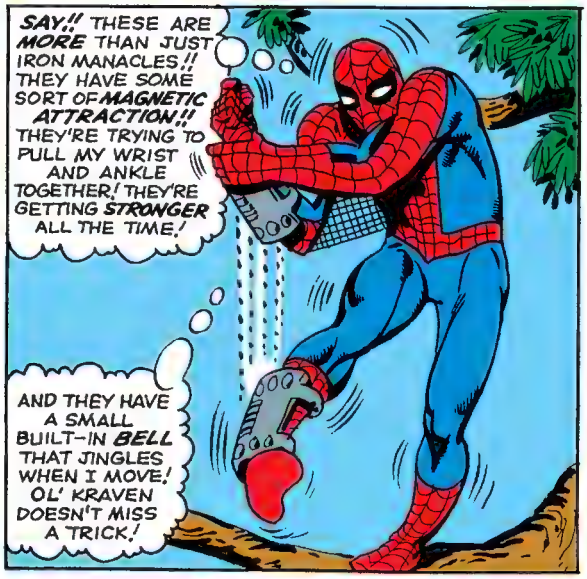


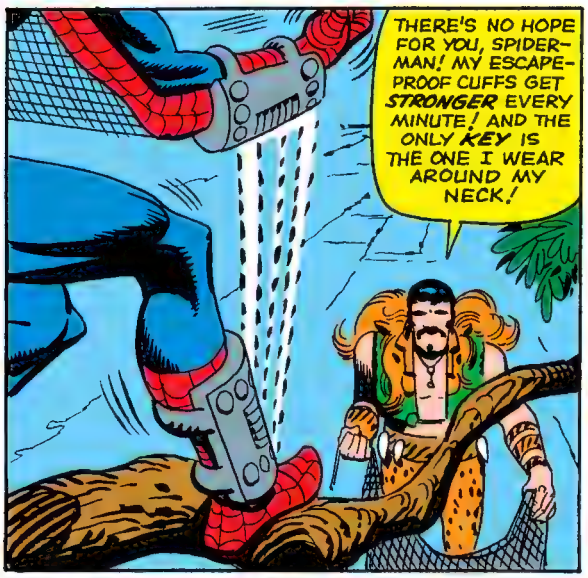
NOTE: THE SEQUENCE YOU HAVE JUST WITNESSED TOOK PLACE IN ITS ENTIRETY WITHIN THE INCREDIBLY SHORT SPACE OF THREE AND ONE HALF SECONDS, DUE TO SPIDER-MAN'S COMBINED POWERS OF QUICK-THINKING AND RAPID ACTION!

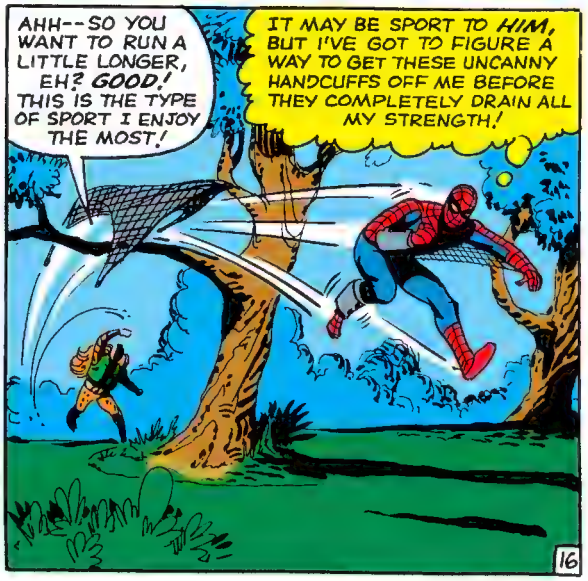

BUT, JUST AS SPIDER-MAN MAKES A DASH FOR FREEDOM, THE BEATING OF A JUNGLE DRUM DISTRACTS HIM -- CONFUSES HIM FOR A SPLIT-SECOND--MAKING HIM UNCERTAIN WHICH WAY TO RUN!
BOOM!
THUD!
THOSE DRUMBEATS!! SO LOUD-- SO PENETRATING! GOING RIGHT INTO MY BRAIN! AN OLD JUNGLE TRICK TO CONFUSE THE ENEMY!

TAKING ADVANTAGE OF SPIDER-MAN'S BRIEF PAUSE, KRAVEN ATTACKS WITH THE SPEED OF A SAVAGE PANTHER!
HAH! THE MOST DANGEROUS GAME OF ALL--AND I, KRAVEN, HAVE CAUGHT YOU!
DON'T KID YOURSELF, MISTER! THOSE METAL CHARM BRACELETS WON'T BE ABLE TO HOLD SPIDER-MAN!

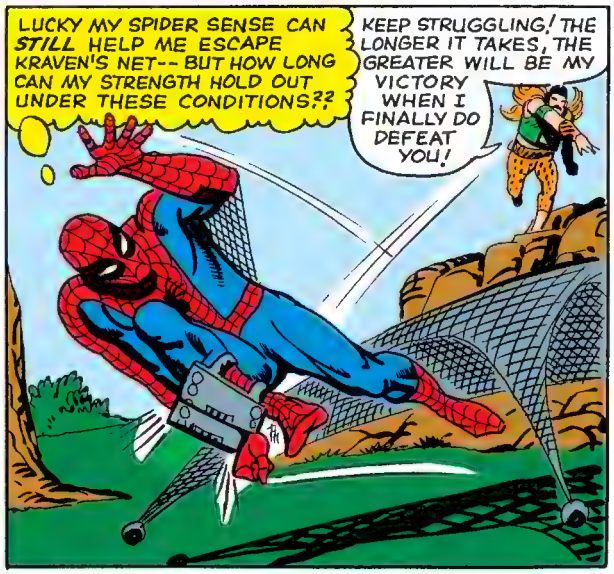

WRONG, MY BOASTFUL FOE! THEY'LL EVEN HOLD A HUNGER-MAD TIGER-- BUT MY FISTS WILL DO THE REST! WHA--? WHERE'D YOU GO??
UP HERE, KRAVEN! I HATE TO WATCH A MAN MAKING A FOOL OF HIMSELF!

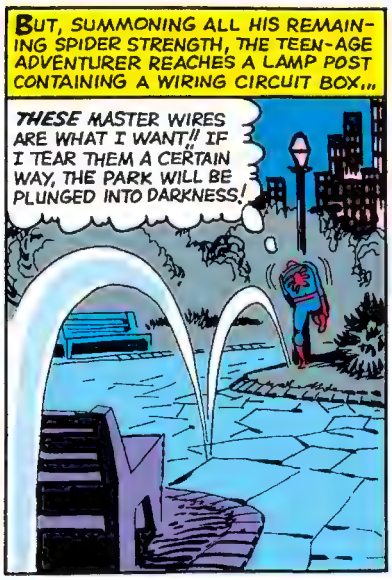

SAY!! THESE ARE MORE THAN JUST IRON MANACLES!! THEY HAVE SOME SORT OF MAGNETIC ATTRACTION!! THEY'RE TRYING TO PULL MY WRIST AND ANKLE TOGETHER! THEY'RE GETTING STRONGER ALL THE TIME!
AND THEY HAVE A SMALL BUILT-IN BELL THAT JINGLES WHEN I MOVE! OL' KRAVEN DOESN'T MISS A TRICK!

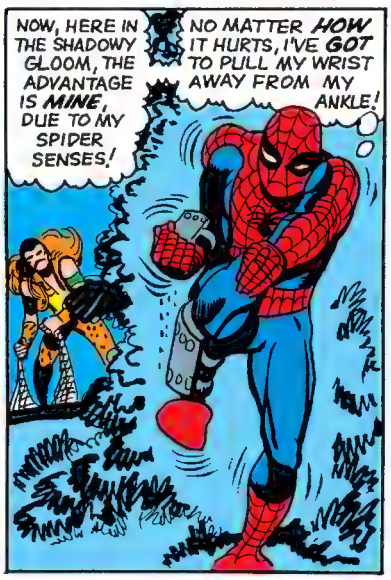

THERE'S NO HOPE FOR YOU, SPIDER-MAN! MY ESCAPE-PROOF CUFFS GET STRONGER EVERY MINUTE! AND THE ONLY KEY IS THE ONE I WEAR AROUND MY NECK!


AHH--SO YOU WANT TO RUN A LITTLE LONGER, EH? GOOD! THIS IS THE TYPE OF SPORT I ENJOY THE MOST!
IT MAY BE SPORT TO HIM, BUT I'VE GOT TO FIGURE A WAY TO GET THESE UNCANNY HANDCUFFS OFF ME BEFORE THEY COMPLETELY DRAIN ALL MY STRENGTH!

YOU CAN'T HIDE FROM ME, SPIDER-MAN!! NOT WHEN I HEAR THAT BELL JANGLE EVERY TIME YOU MOVE!
CAN'T SEPARATE MY ARM AND LEG!! CAN'T FIGHT KRAVEN WITH ONE ARM! THERE MUST BE A WAY OUT!

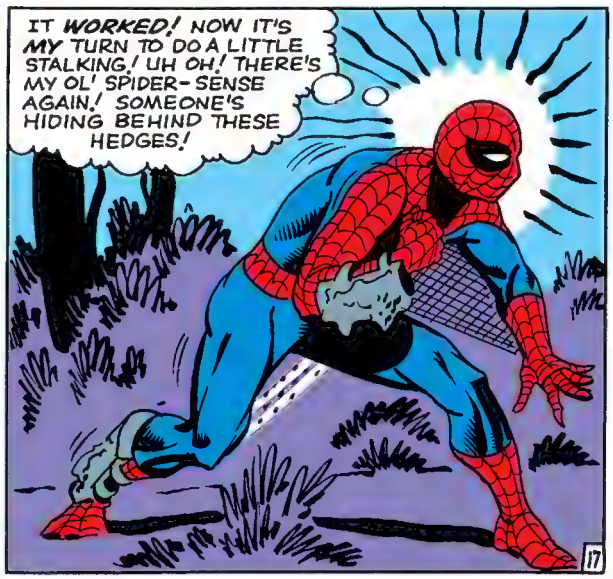

LUCKY MY SPIDER SENSE CAN STILL HELP ME ESCAPE KRAVEN'S NET-- BUT HOW LONG CAN MY STRENGTH HOLD OUT UNDER THESE CONDITIONS??
KEEP STRUGGLING! THE LONGER IT TAKES, THE GREATER WILL BE MY VICTORY WHEN I FINALLY DO DEFEAT YOU!

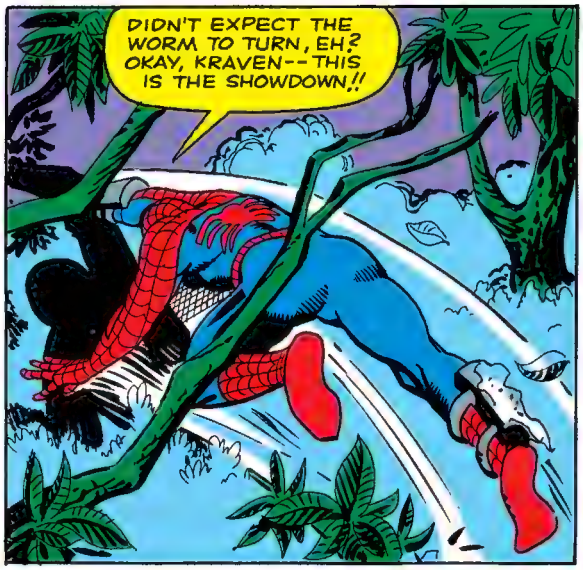

BUT, SUMMONING ALL HIS REMAINING SPIDER STRENGTH, THE TEEN-AGE ADVENTURER REACHES A LAMP POST CONTAINING A WIRING CIRCUIT BOX...
THESE MASTER WIRES ARE WHAT I WANT!! IF I TEAR THEM A CERTAIN WAY, THE PARK WILL BE PLUNGED INTO DARKNESS!

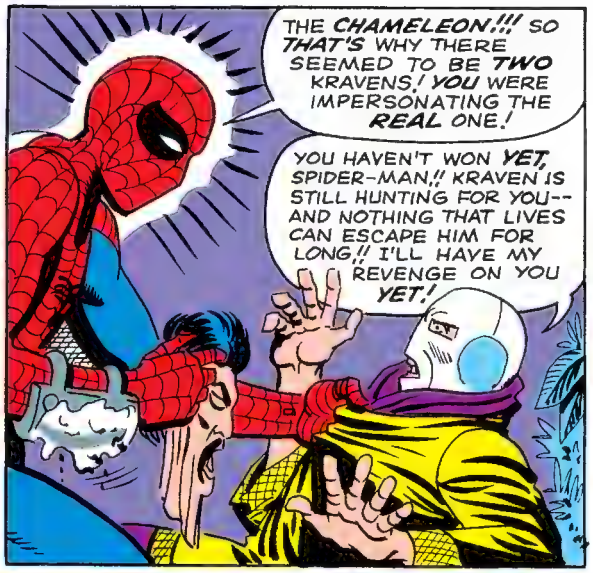

NOW, HERE IN THE SHADOWY GLOOM, THE ADVANTAGE IS MINE, DUE TO MY SPIDER SENSES!
NO MATTER HOW IT HURTS, I'VE GOT TO PULL MY WRIST AWAY FROM MY ANKLE!

WHEW! I DODGED KRAVEN'S NET JUST IN TIME! THESE BLAMED BELLS KEEP GIVING ME AWAY! I'VE GOT TO SILENCE THEM SOMEHOW!

WAIT! I'VE GOT IT! WHAT A NUT I AM! IF I CAN'T TEAR THEM OFF, I CAN AT LEAST SHUT THEM UP! ALL I NEED DO IS SPILL MY LIQUID WEB FLUID OVER THEM...


IT WORKED! NOW IT'S MY TURN TO DO A LITTLE STALKING! UH OH! THERE'S MY OL' SPIDER-SENSE AGAIN! SOMEONE'S HIDING BEHIND THESE HEDGES!

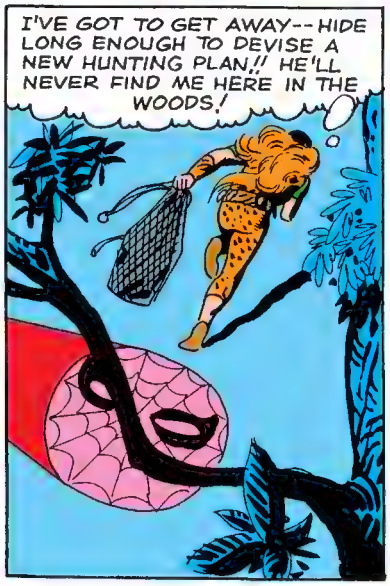

DIDN'T EXPECT THE WORM TO TURN, EH? OKAY, KRAVEN--THIS IS THE SHOWDOWN!!


THE CHAMELEON!!! SO THAT'S WHY THERE SEEMED TO BE TWO KRAVENS! YOU WERE IMPERSONATING THE REAL ONE!
YOU HAVEN'T WON YET, SPIDER-MAN!! KRAVEN IS STILL HUNTING FOR YOU--AND NOTHING THAT LIVES CAN ESCAPE HIM FOR LONG!! I'LL HAVE MY REVENGE ON YOU YET!

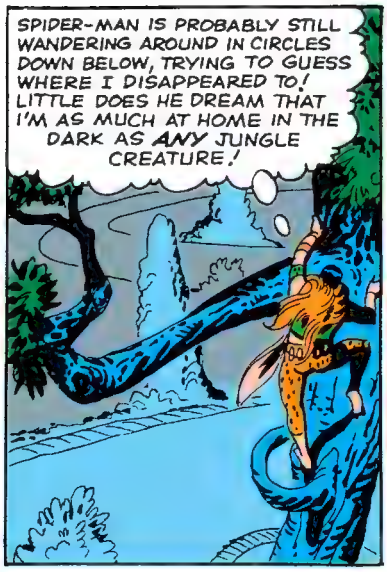
AND, NOT FAR AWAY FROM THAT VERY SPOT...
I DON'T HEAR ANY BELLS! SPIDER-MAN THINKS HE CAN TRICK ME BY NOT MOVING! BUT ALL I HAVE TO DO IS KEEP SEARCHING THIS AREA...

THEN SUDDENLY...
IF YOU'RE LOOKING FOR ME, PAL--I'M RIGHT BEHIND YOU!
SPIDER-MAN!! BUT HOW--???

RECOGNIZE THIS, KRAVEN? IT BELONGED TO A FRIEND OF YOURS!
HE GOT THE CHAMELEON!!

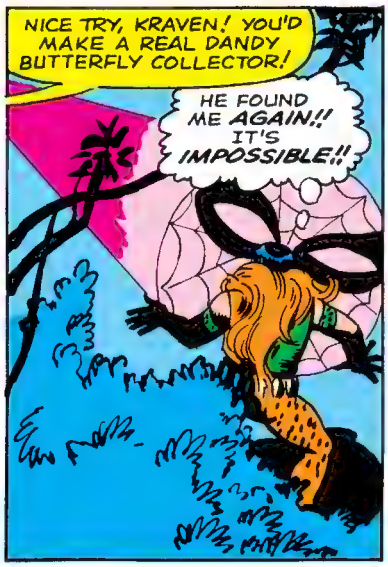

I'VE GOT TO GET AWAY--HIDE LONG ENOUGH TO DEVISE A NEW HUNTING PLAN!! HE'LL NEVER FIND ME HERE IN THE WOODS!

THERE IS NO JUNGLE TRICK I HAVEN'T MASTERED! KRAVEN THE HUNTER STILL CAN'T BE BEATEN!

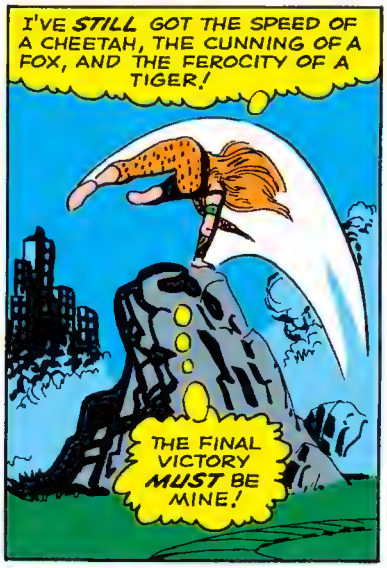

SPIDER-MAN IS PROBABLY STILL WANDERING AROUND IN CIRCLES DOWN BELOW, TRYING TO GUESS WHERE I DISAPPEARED TO! LITTLE DOES HE DREAM THAT I'M AS MUCH AT HOME IN THE DARK AS ANY JUNGLE CREATURE!

SOON HE'LL REALIZE HE HAS NO CHANCE OF FINDING ME, AND THEN--
HIS SPIDER-BEAM!! SHINING RIGHT ON ME! HOW DID HE DO IT??

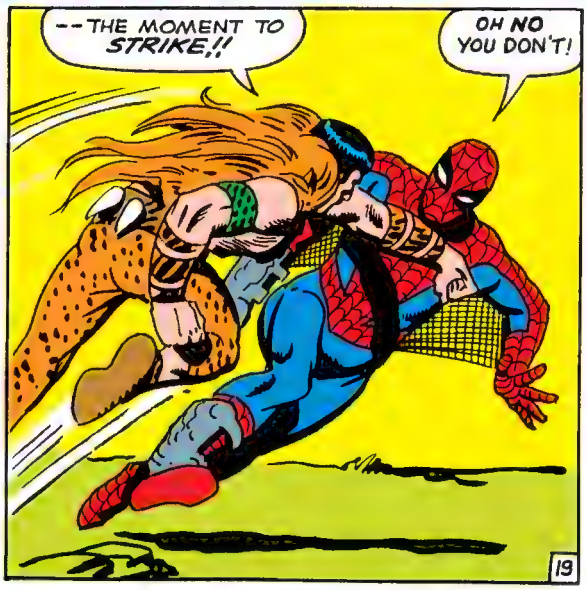
IT WAS JUST A LUCKY BREAK! BUT I'LL LOSE HIM FOR GOOD NOW AS I DASH AT BREAKNECK SPEED THRU THIS SHRUBBERY IN THE SHADOWS!


NICE TRY, KRAVEN! YOU'D MAKE A REAL DANDY BUTTERFLY COLLECTOR!
HE FOUND ME AGAIN!! IT'S IMPOSSIBLE!!

I'VE BEEN A FOOL! I UNDER-ESTIMATED THAT ACCURSED SPIDER INSTINCT OF HIS! BUT NOW I'LL OUT-MANEUVER HIM!

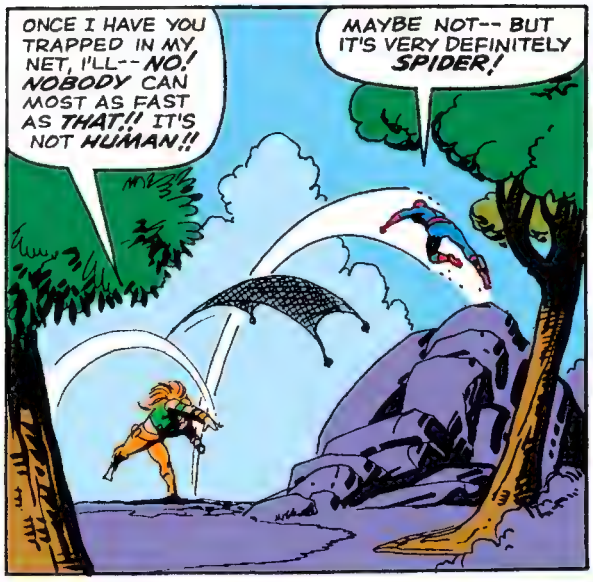

I'VE STILL GOT THE SPEED OF A CHEETAH, THE CUNNING OF A FOX, AND THE FEROCITY OF A TIGER!
THE FINAL VICTORY MUST BE MINE!

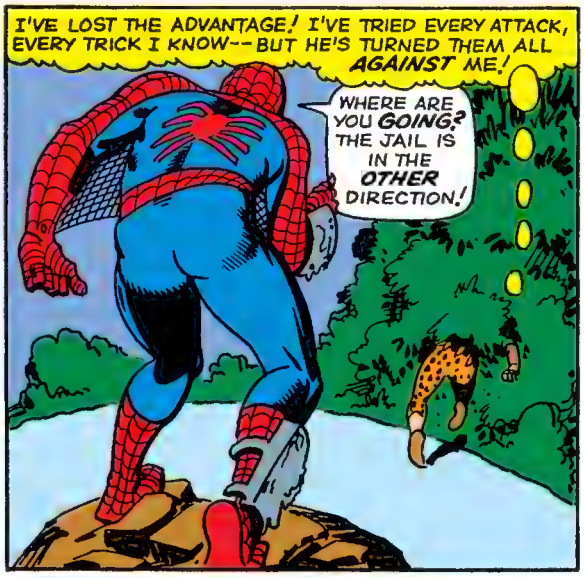
HE'S COMING! NOW FOR THE OLDEST JUNGLE TRICK OF ALL--NO MOVING, NO BREATHING! I'LL BE LIKE PART OF THE ROCK, PLAYING DEAD, UNTIL--


--THE MOMENT TO STRIKE!!
OH NO YOU DON'T!

STAY STILL BLAST YOU! MY "NERVE PUNCH" WILL FINISH YOU OFF!
I HATE TO BE A PARTY POOP, BUT THIS TIME I'M CALLING THE SIGNALS, KRAVEN!

HOW DOES IT FEEL TO BE ON THE RECEIVING END FOR A CHANGE, OH GREAT WHITE HUNTER??
YOU'RE MOCKING ME! NO ONE CAN DO THAT AND LIVE!

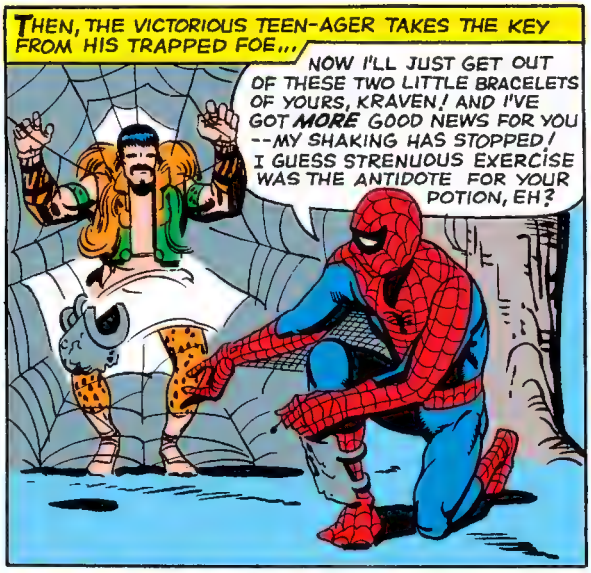

ONCE I HAVE YOU TRAPPED IN MY NET, I'LL--NO! NOBODY CAN MOST AS FAST AS THAT!! IT'S NOT HUMAN!!
MAYBE NOT-- BUT IT'S VERY DEFINITELY SPIDER!

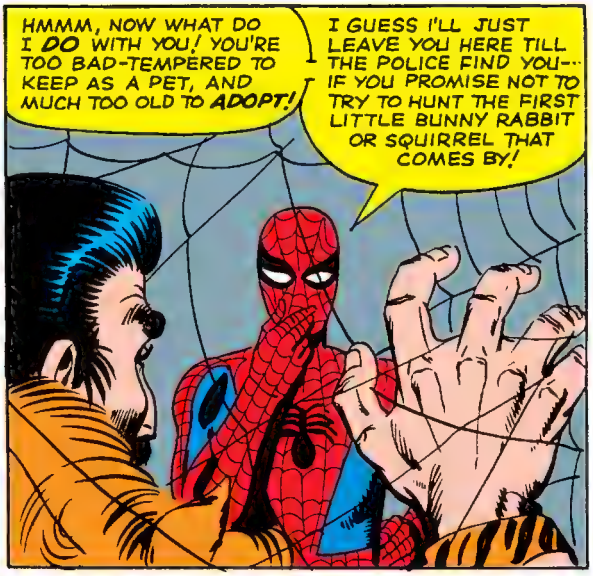

I'VE LOST THE ADVANTAGE! I'VE TRIED EVERY ATTACK, EVERY TRICK I KNOW--BUT HE'S TURNED THEM ALL AGAINST ME!
WHERE ARE YOU GOING? THE JAIL IS IN THE OTHER DIRECTION!

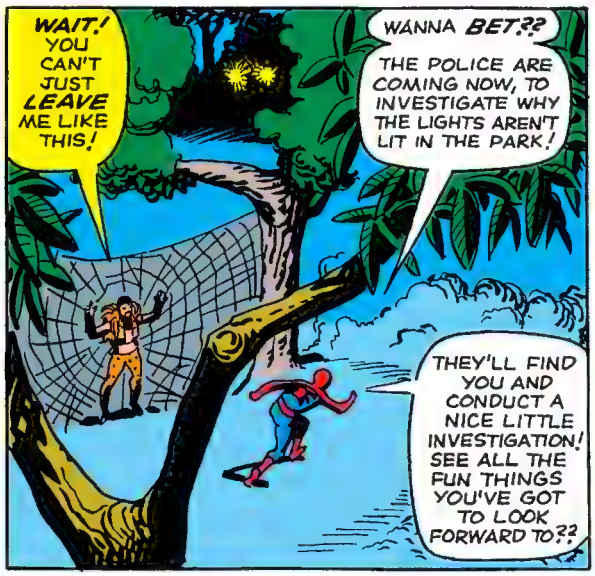
I'VE GOT TO RUN-- GOT TO ESCAPE!! MUSTN'T LET HIM GET ME!! I DON'T WANT TO BE CAUGHT--NOT BY HIM!!

AND SO THE HUNTER BECOMES THE HUNTED, EH, KRAVEN??
ANOTHER WEB!! THIS ONE STRUNG BETWEEN TWO TREES!! I CAN'T PUSH THRU IT!

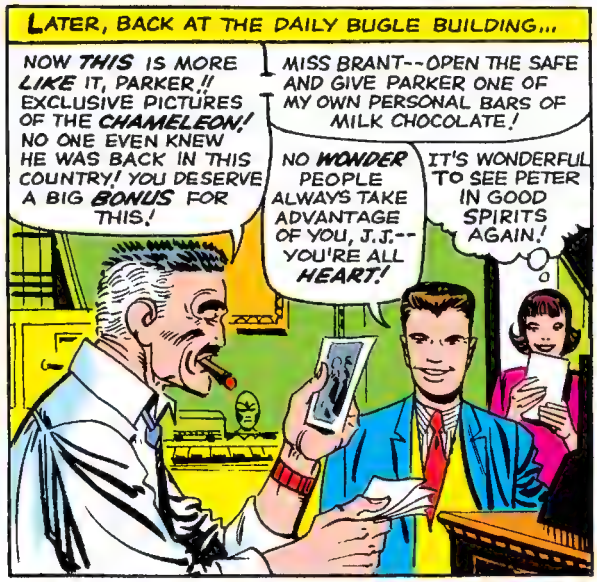
AND, LIKE ALL THOSE WHO FLEE IN BLIND PANIC--IN UNREASONING FEAR AND COWARDICE, THE HUNTER AT LAST IS--CAUGHT!!

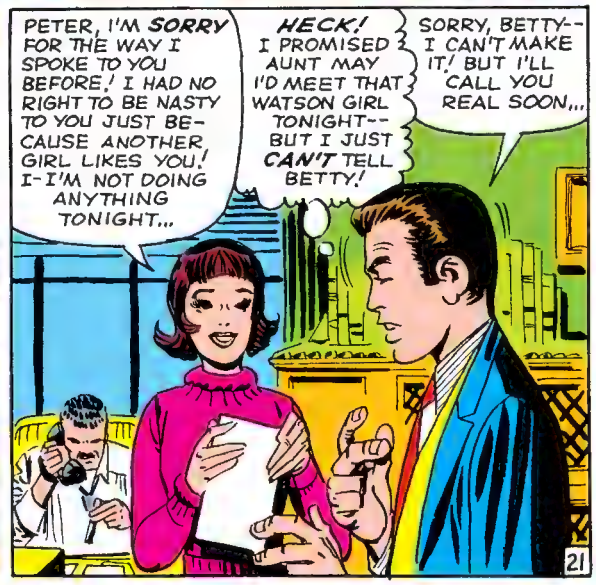

THEN, THE VICTORIOUS TEEN-AGER TAKES THE KEY FROM HIS TRAPPED FOE...
NOW I'LL JUST GET OUT OF THESE TWO LITTLE BRACELETS OF YOURS, KRAVEN! AND I'VE GOT MORE GOOD NEWS FOR YOU --MY SHAKING HAS STOPPED! I GUESS STRENUOUS EXERCISE WAS THE ANTIDOTE FOR YOUR POTION, EH?

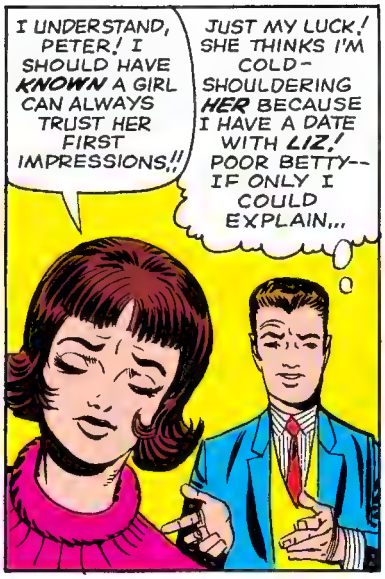

HMMM, NOW WHAT DO I DO WITH YOU! YOU'RE TOO BAD-TEMPERED TO KEEP AS A PET, AND MUCH TOO OLD TO ADOPT!
I GUESS I'LL JUST LEAVE YOU HERE TILL THE POLICE FIND YOU--- IF YOU PROMISE NOT TO TRY TO HUNT THE FIRST LITTLE BUNNY RABBIT OR SQUIRREL THAT COMES BY!

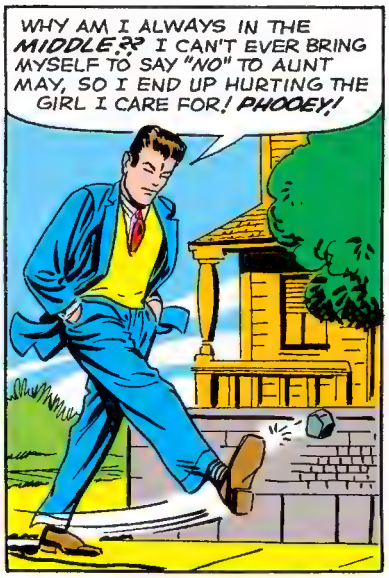

WAIT! YOU CAN'T JUST LEAVE ME LIKE THIS!
WANNA BET??
THE POLICE ARE COMING NOW, TO INVESTIGATE WHY THE LIGHTS AREN'T LIT IN THE PARK!
THEY'LL FIND YOU AND CONDUCT A NICE LITTLE INVESTIGATION! SEE ALL THE FUN THINGS YOU'VE GOT TO LOOK FORWARD TO??

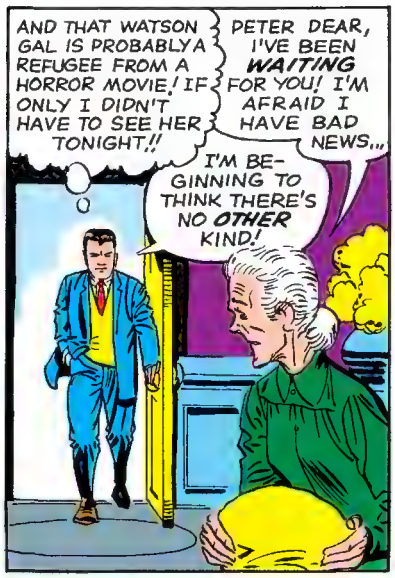
THEY'VE ALREADY PICKED UP THE CHAMELEON! THIS SHOULD MAKE A GREAT FRONT PAGE PIC FOR J. JONAH--NOT THAT HE DESERVES IT!
I HAVEN'T DONE ANYTHING! KRAVEN IS THE ONE YOU WANT! HE'S BEEN TRYING TO HUNT HUMAN BEINGS!
WE'LL TAKE HIM WITH US TOO, MISTER! WE'LL MAKE SURE YOU DON'T GET LONELY!

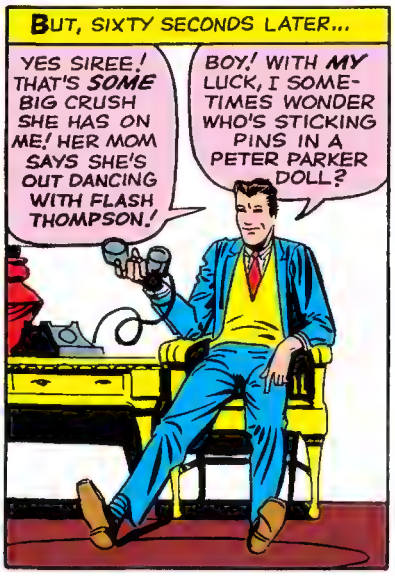

LATER, BACK AT THE DAILY BUGLE BUILDING...
NOW THIS IS MORE LIKE IT, PARKER!! EXCLUSIVE PICTURES OF THE CHAMELEON! NO ONE EVEN KNEW HE WAS BACK IN THIS COUNTRY! YOU DESERVE A BIG BONUS FOR THIS!
MISS BRANT--OPEN THE SAFE AND GIVE PARKER ONE OF MY OWN PERSONAL BARS OF MILK CHOCOLATE!
NO WONDER PEOPLE ALWAYS TAKE ADVANTAGE OF YOU, J.J.-- YOU'RE ALL HEART!
IT'S WONDERFUL TO SEE PETER IN GOOD SPIRITS AGAIN!

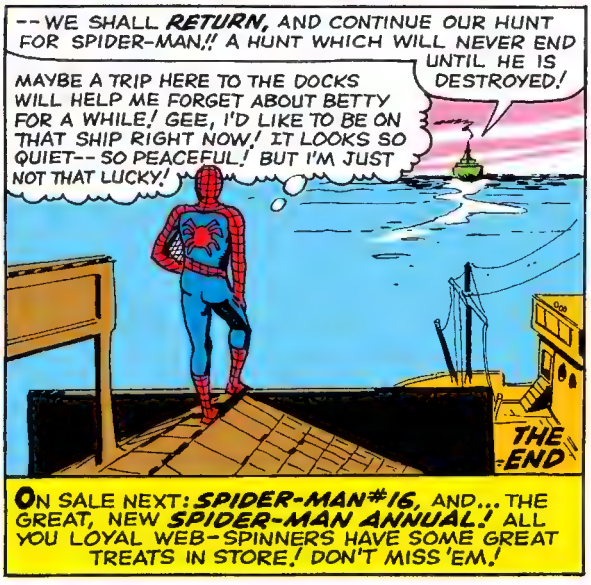

PETER, I'M SORRY FOR THE WAY I SPOKE TO YOU BEFORE! I HAD NO RIGHT TO BE NASTY TO YOU JUST BECAUSE ANOTHER GIRL LIKES YOU! I-I'M NOT DOING ANYTHING TONIGHT...
HECK! I PROMISED AUNT MAY I'D MEET THAT WATSON GIRL TONIGHT-- BUT I JUST CAN'T TELL BETTY!
SORRY, BETTY-- I CAN'T MAKE IT! BUT I'LL CALL YOU REAL SOON...











ON SALE NEXT: SPIDER-MAN #16, AND... THE GREAT, NEW SPIDER-MAN ANNUAL! ALL YOU LOYAL WEB-SPINNERS HAVE SOME GREAT TREATS IN STORE! DON'T MISS 'EM!

SPIDER'S WEB

Dear Stan and Steve,

In your latest issue of Fantastic Four you have a letter from someone who did a book report on that comic book in school. I thought you might be interested in seeing the impact that Spider-Man has had on higher education. My friends and I have decided that Spider-Man is far ahead of any other super-hero in the field. In an article published in the school newspaper, I tried to sum up the reasons why. Everyone who has read Spider-Man identifies with him, and if Peter Parker ever wants to go to college we'll try to get him a scholarship here—and a fraternity bid, too. We'll be reading your comic books as long as you put them out!

John Butterworth, COLGATE MAROON
Colgate University, Hamilton, N. Y.

John sent us a clipping of the article he mentions from the Colgate U. school newspaper. It's clever as all get-out. It's entitled "Spider-Man Strives For Status In Competitive Comic Book World Of Insecure Super-heroes." Wish we had room to reprint it here. Thanks a heap, J.B.

Dear Stan and Steve,

Lots of kids whose dads are stationed here in Greece buy your "classy" mags (as many people call them). I also find great enjoyment reading SPIDER-MAN. At the Air Base the comics cost 12¢ as usual but people that can't buy things on the base have to pay 7 drachma elsewhere, which is about 20¢! So you'd better think up some super-doopers, Stan, and you'd better start your flashy drawing, Steve, because I don't give 20¢ to a super-mag for nothing!

Ricky Cocorelis, 30 Prigipos Konstantinou
Palio Psyico, Athens, Greece

Thanks, Rick! And after we read your letter a few more times, perhaps we'll be able to figure out if it's a knock or a boost!

Dear Stan and Steve,

Gosharootie! Issue #11 of SPIDER-MAN just hit the stands. I was delighted that this episode took place in Pennsylvania (I live in that state, you know!). The script was stupendous and the artwork was colossal. Spider-Man was fantastic and Dock Ock was marvelous. I flipped over the fight scenes, especially the part where Peter meets two of the mobsters (page 15—panel 5) and contemptuously bashes them aside like troublesome insects—boy, he must lift weights! I am mildly disappointed over the fact that Betty Brant, and not Liz Allen, is Spider-Man's girlfriend—don't you fellows know that gentlemen prefer blondes and that Peter should have chosen Liz instead of Betty? Naturally, I was shocked over the death of Bennett Brant; however, you didn't make the customary mistake which you usually include to see if we readers are on our toes—what happened??! John F. Lebar, 305 N. Jordan
Allentown, Pa.

A fine thing! We even get yelled at when we DON'T make mistakes! Actually, Johnny, we probably make as many as ever, but you fans are getting so brain-washed you don't notice 'em as much!

Dear Stan and Steve,

Well, you did it again! I just finished reading SPIDER-MAN #11—the plot was great and Ditko's art is better than ever. You fellas at Marvel have a very unique fashion of writing and drawing your mag that has made me a fan for life! Spider-Man, next to F.F., is the most exciting and wonderful magazine yet. But don't team him up with anyone except maybe Daredevil. I think it would ruin the color and excitement which is Spider-Man. This is my first, but not last, letter and I could praise you all day, but I'm sure you hear a lot of it anyway!

Dennis Willits, 900 Ave. B, Valley View
Great Falls, Montana.

Praise is like vitamins, Denny ol' boy—we never get enough! Thanks for the kind words.

Dear Stan and Steve,

When I first saw Spider-Man in the Strange Tales Annual I said to myself, "Oh, here we go again with another silly super-hero." Then I got hold of him in his own mag. Then I saw another and another and so on—and wow! This super-hero is really good! I really like the way he moves around, and uses his power and abilities. I also like the idea of his being a bookworm, amateur scientist, and a photographer for J.J.J. (who I think gives extra flavor to the mag). In general, I really love this comic. It's practically the only one I read besides a few others in your group. But this is my one and only grief—can we or can we not get subscriptions? Every night since the Enforcers came out I have gone downtown for the next issue. Please answer. (If yes, save first subscription for me!)

Richard Kent, 6 Charles St.
Seldon, N. Y.

Why, bless your extravagant little heart, Dickie boy! Of COURSE you may buy a subscription to ANY Marvel mag! We're turning your letter over to our subscription department immediately! (SOME department! One overworked gal with a squeaky addressing machine! Take a bow, nice Nancy Murphy!)

Dear Stan and Steve,

Before I start, let me say that I'm on your side entirely. In issue #11 Joseph Shea wrote that he didn't like SPIDER-MAN #8. Well, I think it was great, and the art and plot lived up to their name of being a Marvel because they were. He also said that he didn't like continuous stories or Tales of Asgard. Well, I think they're both great and both deserve medals for being the outstanding features of the Marvel Group of the year. He also said (are you listening, Joe?) that he could read the continued stories in the funnies for free—I suggest he does. If he doesn't like Spider-Man, then why does he read them? Listen Joe, if you write another letter like the last one, you'll get a nasty letter from my Congressman. Remember, I'm still carrying a "Torch" for you.

Nick Blackwell, Route #2
Kennesaw, Ga.

Don't be mad at Joe, Nick. He's really one of our best fans. As for our continued stories, we'll be using less and less of them—mainly because we keep forgetting where we left off the issue before!

Dear Stan and Steve,

I have been looking for a letter in the Spider's Web which would take inventory on all the Spider-Man stories, but I haven't seen one yet so I've decided to write one. When Spider-Man appeared in "Amazing Adult Fantasy" the whole conception of Spider-Man was really what made the story which lacked in art somewhat. When compared to the more recent stories this one was quite poor, but when compared to others of that time, this was a pleasant

CONTINUED

radical change of pace which introduced new concepts to the comic world. I might add that I think this story was the turning point of the Marvel idea and ushered in the Marvel Age of Comics. Thanks for the good job and the enjoyment you have brought me through Spider-Man.

Ken Dixon, 674 Buttonwood Drive
Springfield, Pa.

Ken also included a detailed critique on each ish of SPIDER-MAN since it started! However, we'll save that for some future time when colleges offer courses on "Spider-Mania"!

Dear Stan and Steve,

Allow me to introduce myself—I am Spider-Man's costume. Sure he's a great guy, but that crawling around on floors and ceilings is wearing out my knees. Oh-h-h—that sickening, gooey web-fluid he shoots out all the time makes me look messy. But one thing is the utmost end—that was when Spider-Man fought Electro and actually touched him. I don't think I've fully recovered yet. I'm still shaking! After putting me through all this, you'd think I'd be well paid. Well, you're wrong! All I get is dry-cleaning expenses. I think I deserve a little more than this. After all, he would look kind of drab without a costume. Well, at least there's one good thing about being Spider-Man's costume—I get to take part in all his dandy adventures . . . and that's something I wouldn't trade with any other costume.

Peter Bieger, 305 Hampshire Dr.
DeWitt 14, N. Y.

Very cute, Pete—but now we'll probably have to grant equal time to Daredevil's costume—not to mention the Human Torch and Ice-Man!

Dear Stan and Steve,

I never did consider Dr. Octopus as a good villain, so when I saw the cover of SPIDER-MAN #11 I was disappointed. My anger was soon dispelled while reading the story, for it surpassed my expectations by leaps and bounds. What made the story so effective was the use of subplots and minor details such as linking Betty Brant in Dr. Octopus' plans, the fact that Betty turned against Spider-Man, and the electrified spider. I was really shocked by the death of Betty's brother. What other magazine would have the nerve to do this? But then, it's this type of unpredictable action that makes Marvel so famous! As for Steve's art—well, I could rave on and on but he knows how great he is! The best picture of Betty was the third last panel—it didn't look like Ditko's usual work, but I'm not complaining. You have the uncanny knack of producing the most touching, stirring conclusions to your stories. Much as I hate to say it, for Pete's sake (that was unintentional, honest!), I like this type of ending. It's really effective in a sentimental sort of way. A thought just struck me—what with Peter's problems of being an outcast of society, harassed continuously by J. J. Jameson, and his mixed-up love affairs, he'd make a wonderful soap opera! You could call it "The Heart of Peter Parker!" or "The Perplexing Problems of Peter Parker and his Pickled Peppers!". Maybe you could give him his own "Doctor" show and he could do appendectomies on spiders!

Bob Malisani, 1338 Dupont St.
Toronto 4, Ont., Canada

And can't you just picture him guest-starring on "What's My Line?"

Dear Stan and Steve,

Unlike so many others, I don't try to find things wrong with your mag. I hand over my 12¢, find a chair, and sit down to enjoy one of the greatest Marvel mags ever published. Steve's art is the greatest and ditto for Stan with his stories. Personally, I think you've got something with the Avengers and the X-Men!

Gary Polk, 1521 Highway 80
Weatherford, Texas

Sure we have, Gary! Impossible deadlines, THAT'S what we've got!

SPECIAL ANNOUNCEMENTS SECTION:

—Okay, we've read all YOUR letters, now the least you can do is read what WE have to say! And as usual, we've got PLENTY to say! So let's go!

—Judging by the mail we've received so far for our new superhero, DAREDEVIL, he's the greatest thing since frozen custard! You've probably read DAREDEVIL #2 by now, featuring Spidey's old arch-enemy, Electro! Wasn't Joe Orlando's art as great as we promised? And just wait till #3 goes on sale! It features The Owl, Overlord of Crime! Our mags may be from hunger, but how about those TITLES?!!

—Well, let's see what's doing with our other Marvel mags which are now on sale . . .

—The FANTASTIC FOUR has a real kookie yarn for you this month! It's entitled "It Started On Yancy Street," and it's really a different type tale. It has four former arch-foes of the F.F. battling them at once, plus a great guest star who has already won a series for himself. Drawn as usual by Jack (King) Kirby, it's inked by Chic Stone who seems to have become everybody's favorite almost overnight!

—Just when you think there are no new ideas left, THE AVENGERS have come up with a new team of villains called "The Masters of Evil"! Three of them are old friendly foes of yours, but the fourth is a newie! You'll like this one!

—As for the X-MEN, we don't know how Stan and Jack do it! Not only do they feature Magneto and his Evil Mutants, co-starring Quicksilver and The Scarlet Witch, but they've built the story around comicdom's greatest roving guest star—the sensational Sub-Mariner! You've got to read this one to believe it!

—Do you know who Carl Burgos is? He's an old pal of Stan's who drew the Human Torch years ago in the Golden Age of Comics. Well, we talked him into doing a Torch story for us in the current ish of STRANGE TALES, just for old times sake! You'll really enjoy seeing Carl's great artwork after all these years. And, although he's busy with advertising art these days, we're trying to talk him into doing additional stories for us. Perhaps a few letters from you would help—!

—Villains! Villains! Villains! Have we got villains for you!! The new IRON MAN has another Don Heck goodie called The Unicorn! There's a lot of human interest in this one—and Pepper was never prettier. But don't take OUR word for it!

—And, as if Giant-Man isn't big enough, the new ish of TALES TO ASTONISH has him battling a big bad villain named Colossus who's TWICE as big as handsome Hank! You'll see Captain America in this one, too—but only for a couple of panels. However, you'll be pleasantly surprised at how well darlin' Dick Ayers drew Cap!

—THOR really finishes off Mr. Hyde and The Cobra in this month's ish, and there's not a dull panel anywhere! We originally introduced Thor just for the few fans who enjoy imaginative, heroic drama on the grand scale, but your response has been overwhelming! Thor has actually become one of our top heroes! If you haven't been following his adventures, get the new ish and see what you've been missing!

—We're running out of room, so all we can say about the latest SGT. FURY AND HIS HOWLING COMMANDOES is—it's loaded with surprises! Entitled "The Death Ray of Dr. Zemo," it introduces a brand new Howler; a villain who is ALSO seen in THE AVENGERS #6 (YOU figure out how!); and the exciting art work of Dick Ayers (while Jack works frantically on the F.F. Annual). Sounds terrific?? It IS!

—And now, the big news! The SPIDER-MAN ANNUAL #1 goes on sale in June! It features Spidey battling The Sinister Six (and just guess who THEY are!) and has more doggone feature pages and Spider-Man surprises than you'd dare to hope for!! Be sure to reserve your copy at your newsdealers NOW! And of course our *regular* SPIDER-MAN mag also goes on sale in June, so you Spidey fans have it made! So, 'till we meet again (real SOON, hear?) remember: Be gentle to spiders—one of them may be Petey's nephew!

ANNUAL
72 BIG PAGES
ANNUAL
APPROVED BY THE COMICS CODE AUTHORITY
IND.
the AMAZING SPIDER-MAN
#1
1964
MARVEL COMICS GROUP
25¢
FEATURING: SPIDEY'S BIGGEST LONGEST, GREATEST BATTLE, AS HE ATTACKS:
"THE SINISTER SIX!"
WITH A GALAXY OF THE MOST GOL-DARNED GUEST-STARS THAT YOU CAN SHAKE A WEB AT!
JAM-PACKED WITH SPECIAL SURPRISE FEATURES

SPIDER-MAN
"The SINISTER SIX!"
CAN SPIDER-MAN SAVE THE TWO PEOPLE HE LOVES MOST IN THE WHOLE WORLD FROM THE DEADLY SINISTER SIX?!
IN ORDER TO RESCUE BETTY BRANT AND AUNT MAY, SPIDEY MUST FIND A WAY TO DEFEAT THE UNDEFEATABLE SINISTER SIX!!
What Happens NOW? JUST WHEN HE NEEDS THEM MOST, PETER PARKER SEEMS TO HAVE MYSTERIOUSLY LOST HIS AMAZING SPIDER POWERS!!
41 Pages
Of Indescribable Excitement
Written By: STAN LEE
Drawn By: STEVE DITKO
POSSIBLY THE MOST TALKED-ABOUT TEAM IN COMICS TODAY!
LETTERED BY: S. ROSEN
IT'S TAKEN A YEAR TO PRODUCE THIS DOUBLE-LENGTH EPIC, SO LET'S NOT WASTE ANOTHER MINUTE! AWAY WE GO!!

IN STATE PRISON, A TEAM OF SPECIALISTS HAVE FINALLY FOUND A WAY TO REMOVE THE FOUR EXTRA MECHANICAL ARMS WHICH HAD BECOME ATTACHED TO *DR. OCTOPUS* AFTER A FREAK ACCIDENT...*

NOW THAT WE'VE TAKEN YOUR GREATEST POWER FROM YOU, YOU'RE JUST PLAIN DR. OTTO OCTAVIOUS, PRISONER #4756689!

THAT'S WHAT *HE* THINKS! THEY DON'T SUSPECT THAT I CAN CONTROL MY "ARMS" MENTALLY, EVEN THOUGH THEY'RE A DISTANCE AWAY FROM ME!

*SEE SPIDER-MAN #3...EDITOR.

AN HOUR LATER, AFTER DR. OCTOPUS HAS BEEN RETURNED TO HIS CELL...

IF MY ARTIFICIAL ARMS ARE SENT TO ANOTHER PRISON, THEY WILL BE TOO FAR FOR MY THOUGHT CONTROL! THAT MEANS I MUST GET THEM BACK... *NOW*... AND PLAN MY ESCAPE RIGHT AWAY, WHILE I STILL HAVE THE POWER!

AND SO, THE EVIL ARCH-VILLAIN SENDS A THOUGHT IMPULSE OUT FROM HIS BRAIN... A SUMMONS WHICH IS RECEIVED, AND *OBEYED* BY HIS MIGHTY MECHANICAL ARMS!

RETURN TO YOUR MASTER! RETURN TO YOUR MASTER!

SO POWERFUL ARE THEY, THAT NOTHING SEEMS ABLE TO STOP THEM AS THEY SLOWLY MAKE THEIR WAY ALONG THE WALLS AND CEILING UNTIL...

I *KNEW* I HAD THE POWER TO DO IT!!

AND NOW TO ATTACH THEM TO MYSELF AGAIN, AND BREAK OUT OF HERE BEFORE THE GUARDS CAN MUSTER ENOUGH REINFORCEMENTS TO STOP ME!

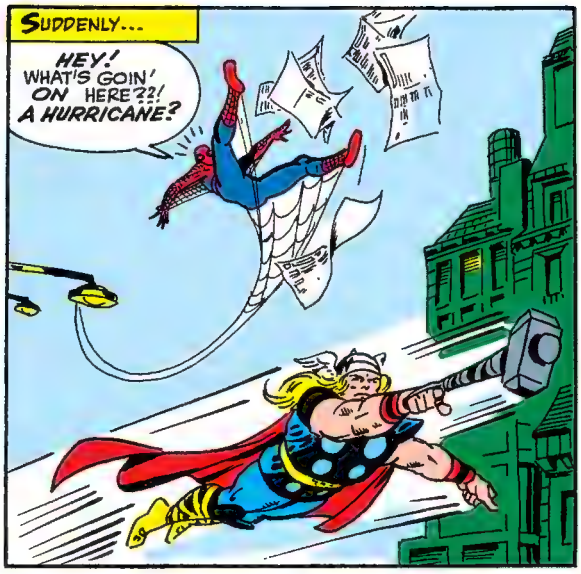
THE NEXT DAY, J. JONAH JAMESON, PUBLISHER OF THE INFLUENTIAL *DAILY BUGLE*, GETS AN UNEXPECTED VISITOR...

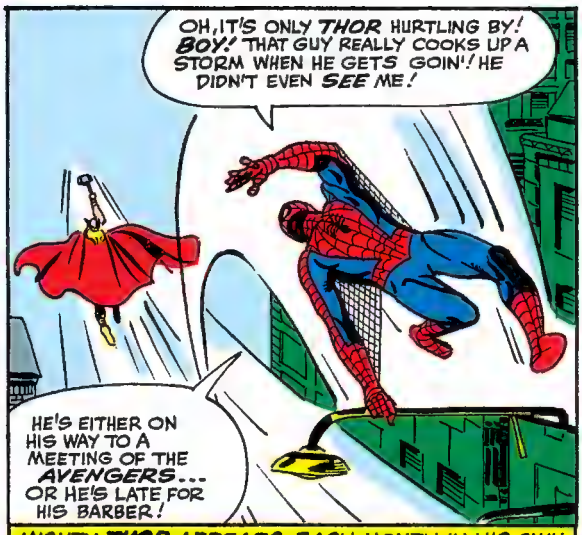
HI, J.J.! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN AND BORROW A PAPER! I LOVE TO READ YOUR EDITORIALS... THEY'RE FUNNIER THAN THE COMIC STRIPS!

SPIDER-MAN! YOU INSOLENT BUFFOON! HAVEN'T THE POLICE CAUGHT UP WITH YOU *YET*??!

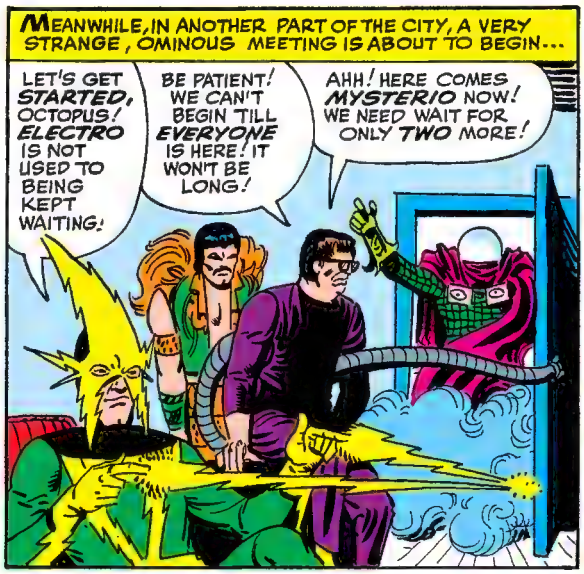
IF ONLY THAT BLASTED *PETER PARKER* WAS HERE TO SNAP SOME *PHOTOS* OF HIM!!

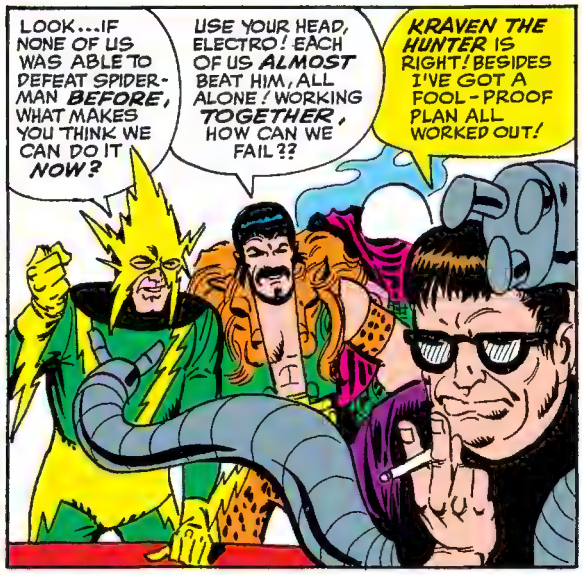
WELL, WELL! SO DOC OCK HAS ESCAPED FROM PRISON AGAIN! I SURE HOPE HE GOES INTO HIDING FOR THE NEXT HUNDRED YEARS OR SO! I'D SURE HATE TO HAVE TO TACKLE *HIM* AGAIN!!

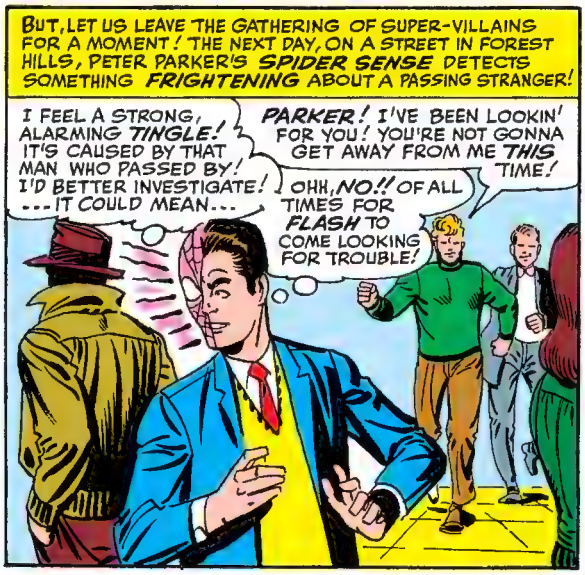


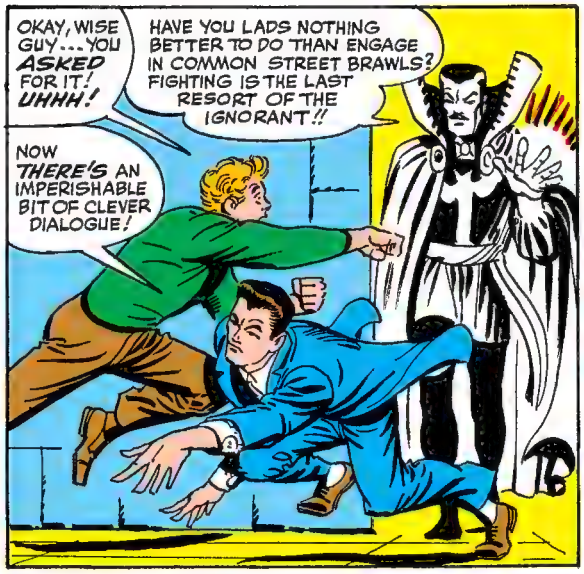


MIGHTY THOR APPEARS EACH MONTH IN HIS OWN MAGAZINE, AS WELL AS IN THE AVENGERS!



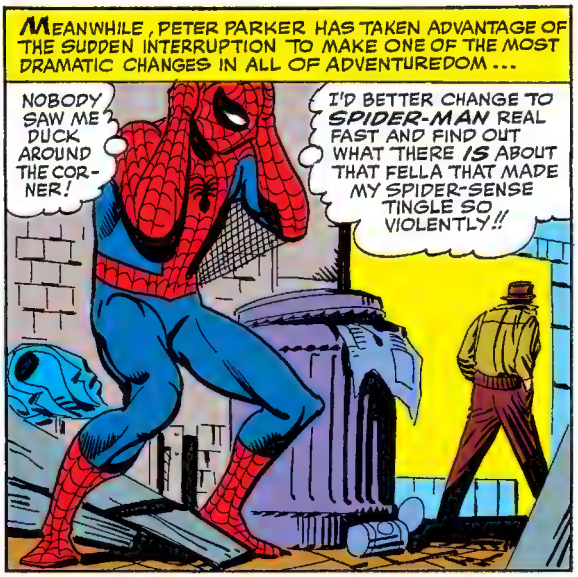





OKAY, WISE GUY... YOU ASKED FOR IT! UHHH!
HAVE YOU LADS NOTHING BETTER TO DO THAN ENGAGE IN COMMON STREET BRAWLS? FIGHTING IS THE LAST RESORT OF THE IGNORANT!!
NOW THERE'S AN IMPERISHABLE BIT OF CLEVER DIALOGUE!

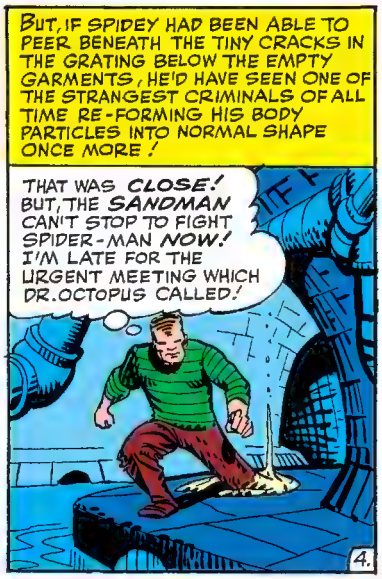
LOOK OUT, MISTER! I CAN'T STOP MY PUNCH IN TIME...!! YIIII!! I-I WENT RIGHT THROUGH HIM!!
DO NOT BE ALARMED! THIS IS ONLY MY ECTOPLASMIC SPIRIT FORM YOU SEE BEFORE YOU! MY PHYSICAL SELF IS SAFELY AT HOME, IN MY STUDY!!

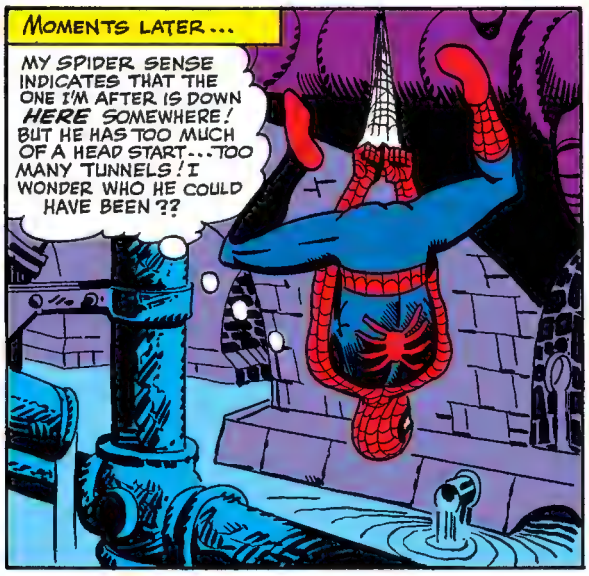
WOW! I NEVER THOUGHT I'D SEE HIM FOR REAL! DO YOU KNOW WHO THAT WAS?
I THINK SO! B-BUT I ALWAYS THOUGHT HE WAS JUST SOME PHONY MAGAZINE HERO!
THERE'S NOTHING PHONY ABOUT THAT CHARACTER! THAT WAS DR. STRANGE, IN THE FLESH! OR... I GUESS WE SHOULD SAY, NOT IN THE FLESH!!
DR. STRANGE APPEARS EACH MONTH IN STRANGE TALES.


MEANWHILE, PETER PARKER HAS TAKEN ADVANTAGE OF THE SUDDEN INTERRUPTION TO MAKE ONE OF THE MOST DRAMATIC CHANGES IN ALL OF ADVENTUREDOM...
NOBODY SAW ME DUCK AROUND THE CORNER!
I'D BETTER CHANGE TO SPIDER-MAN REAL FAST AND FIND OUT WHAT THERE IS ABOUT THAT FELLA THAT MADE MY SPIDER-SENSE TINGLE SO VIOLENTLY!!

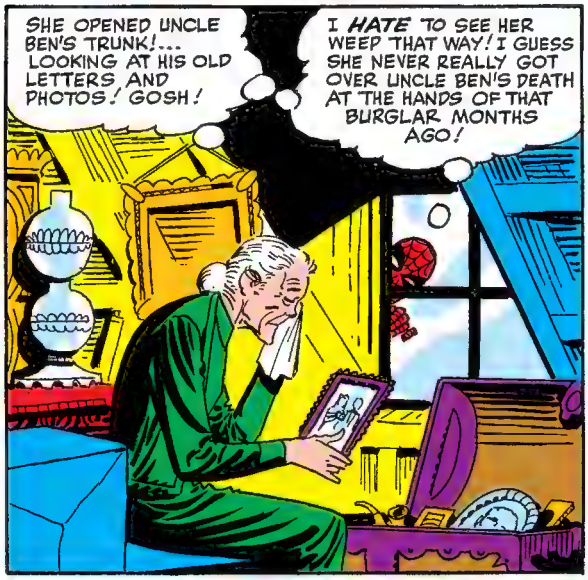
THE AURA OF VILLAINY WHICH HE EXUDES IS ALMOST TOO STRONG TO BEAR! WHOEVER HE IS, HE REPRESENTS A GRAVE DANGER! I'D BETTER TACKLE HIM NOW!

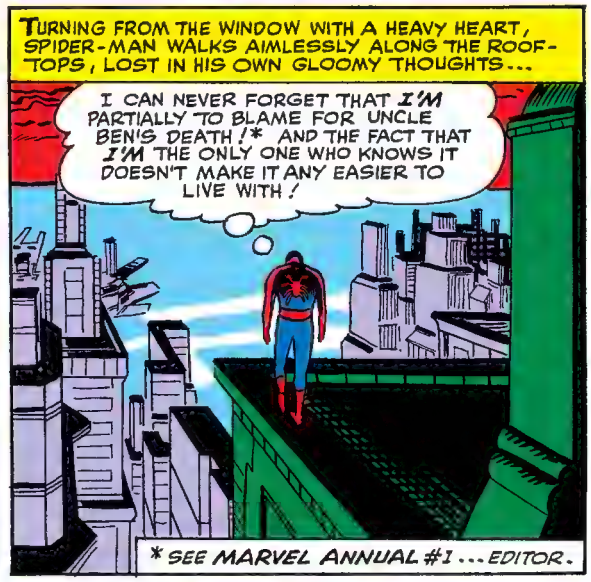
HOLD IT, MISTER! I WANT TO TALK WITH... HUH??!
THERE'S NOTHING HERE!! JUST AN EMPTY SUIT OF CLOTHES!! BUT... HOW??!


BUT, IF SPIDEY HAD BEEN ABLE TO PEER BENEATH THE TINY CRACKS IN THE GRATING BELOW THE EMPTY GARMENTS, HE'D HAVE SEEN ONE OF THE STRANGEST CRIMINALS OF ALL TIME RE-FORMING HIS BODY PARTICLES INTO NORMAL SHAPE ONCE MORE!
THAT WAS CLOSE! BUT, THE SANDMAN CAN'T STOP TO FIGHT SPIDER-MAN NOW! I'M LATE FOR THE URGENT MEETING WHICH DR. OCTOPUS CALLED!


MOMENTS LATER...
MY SPIDER SENSE INDICATES THAT THE ONE I'M AFTER IS DOWN HERE SOMEWHERE! BUT HE HAS TOO MUCH OF A HEAD START...TOO MANY TUNNELS! I WONDER WHO HE COULD HAVE BEEN??

I'D BETTER GET HOME NOW! IT'S ALMOST DINNER TIME, AND I DON'T WANT TO WORRY AUNT MAY!
SAY, THAT'S STRANGE! THERE'S A LIGHT ON IN THE ATTIC! WHY WOULD SHE BE UP THERE?

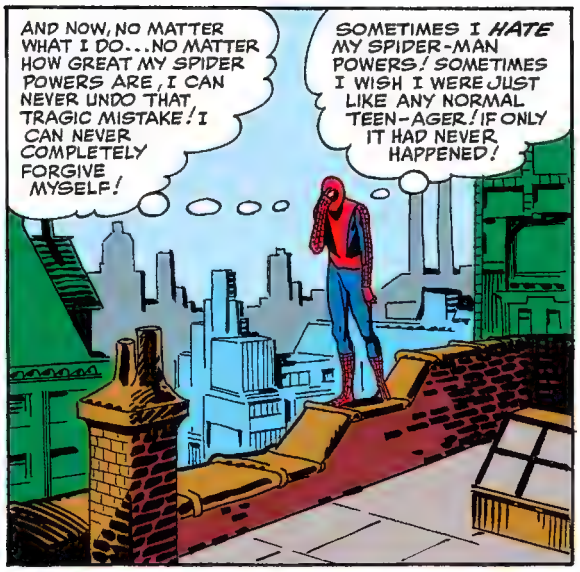

SHE OPENED UNCLE BEN'S TRUNK!... LOOKING AT HIS OLD LETTERS AND PHOTOS! GOSH!
I HATE TO SEE HER WEEP THAT WAY! I GUESS SHE NEVER REALLY GOT OVER UNCLE BEN'S DEATH AT THE HANDS OF THAT BURGLAR MONTHS AGO!


TURNING FROM THE WINDOW WITH A HEAVY HEART, SPIDER-MAN WALKS AIMLESSLY ALONG THE ROOF-TOPS, LOST IN HIS OWN GLOOMY THOUGHTS...
I CAN NEVER FORGET THAT I'M PARTIALLY TO BLAME FOR UNCLE BEN'S DEATH!* AND THE FACT THAT I'M THE ONLY ONE WHO KNOWS IT DOESN'T MAKE IT ANY EASIER TO LIVE WITH!
* SEE MARVEL ANNUAL #1 ... EDITOR.

HE WAS ALWAYS SO GOOD TO ME... SUCH A REAL PAL! WE WENT EVERYWHERE! HE LOVED ME LIKE HIS OWN SON! HE WANTED ME TO BE SOMEONE!

"I STILL REMEMBER THAT TERRIBLE DAY! I HADN'T BEEN SPIDER-MAN FOR VERY LONG, AND I DIDN'T WANT TO WASTE MY POWERS! I REMEMBER HOW I STOOD CALMLY BY WHEN I MIGHT HAVE HELPED TO CATCH AN ESCAPING CRIMINAL!"
STOP HIM! IF HE MAKES IT TO THE ELEVATOR, HE'LL GET AWAY!
WHY SHOULD I BUTT IN?

IF ONLY I HAD KNOWN... IF I COULD SOMEHOW HAVE GUESSED THAT THE VERY MAN WHOM I ALLOWED TO PASS ME WOULD BE THE BURGLAR WHO WAS LATER TO MURDER UNCLE BEN!! WHY HADN'T I STOPPED HIM?? WHY? WHY??


AND NOW, NO MATTER WHAT I DO... NO MATTER HOW GREAT MY SPIDER POWERS ARE, I CAN NEVER UNDO THAT TRAGIC MISTAKE! I CAN NEVER COMPLETELY FORGIVE MYSELF!
SOMETIMES I HATE MY SPIDER-MAN POWERS! SOMETIMES I WISH I WERE JUST LIKE ANY NORMAL TEEN-AGER! IF ONLY IT HAD NEVER HAPPENED!

BUT THEN, SUDDENLY, SURPRISINGLY, THE SURE-FOOTED ADVENTURER LOSES HIS BALANCE, AND...
WHA...?? I TRIPPED!!

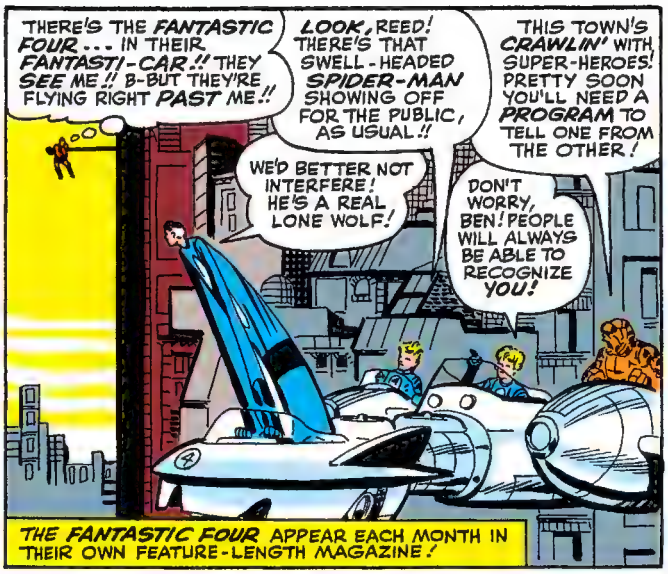
IT'S IMPOSSIBLE! IT NEVER HAPPENED BEFORE!! I CAN'T TRIP!! I CAN'T...!!

PERHAPS I WAS JUST TOO CARE-LESS! SO WRAPPED IN THOUGHT THAT I FOR-GOT I WAS AT THE ROOF'S EDGE!!

BUT THEN, HE RECEIVES ANOTHER SHOCK...
OH, NO! I CAN HARDLY HOLD ON TO THE FLAGPOLE!! WHAT HAPPENED TO MY STRENGTH... TO MY AGILITY??

I NEVER BELIEVED IT COULD HAPPEN... BUT IT HAS! SOME-HOW, WITHOUT WARNING... I'VE LOST MY SPIDER POWERS!!

PERHAPS IT'S ALL FOR THE BEST! NOW I CAN NEVER HURT ANYONE AGAIN! I WON'T HAVE A SECRET I MUST ALWAYS PROTECT! I'LL BE ABLE TO LIVE A NORMAL LIFE!
BUT I CAN'T HOLD ON TO THIS POLE FOREVER! HOW WILL I GET DOWN FROM HERE??


THERE'S THE FANTASTIC FOUR... IN THEIR FANTASTI-CAR!! THEY SEE ME!! B-BUT THEY'RE FLYING RIGHT PAST ME!!
LOOK, REED! THERE'S THAT SWELL-HEADED SPIDER-MAN SHOWING OFF FOR THE PUBLIC, AS USUAL!!
THIS TOWN'S CRAWLIN' WITH SUPER-HEROES! PRETTY SOON YOU'LL NEED A PROGRAM TO TELL ONE FROM THE OTHER!
WE'D BETTER NOT INTERFERE! HE'S A REAL LONE WOLF!
DON'T WORRY, BEN! PEOPLE WILL ALWAYS BE ABLE TO RECOGNIZE YOU!
THE FANTASTIC FOUR APPEAR EACH MONTH IN THEIR OWN FEATURE-LENGTH MAGAZINE!

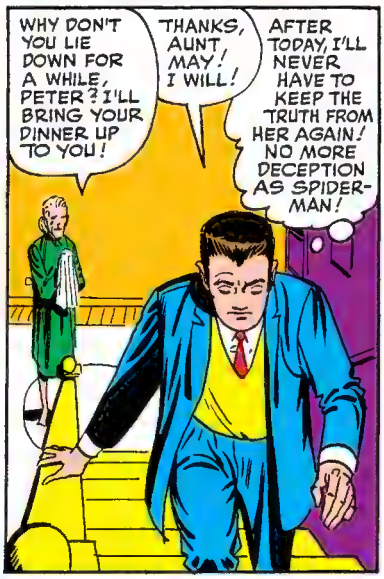
THEY MUST HAVE THOUGHT I WAS CLOWNING OUT HERE, AS USUAL!
WELL, I'VE GOT TO TRY TO MAKE IT...TO THE LEDGE! MUSTN'T LET GO! ONE SLIP WILL BE CURTAINS! JUST A LITTLE FURTHER.. ALMOST THERE...

MADE IT! NOW TO FIND AN OPEN WINDOW!! MUSTN'T LOOK DOWN...I'LL HUG THE WALL AND KEEP INCHING FORWARD!

FINALLY, AFTER A SUSPENSEFUL FEW MINUTES, THE COSTUMED TEEN-AGER REACHES AN OPEN WINDOW, AND THEN...
I'VE GOT TO GET HOME NOW, AS FAST AS I CAN!

BUT I MUSTN'T BE SEEN! WITHOUT MY SPIDER POWERS IT WOULD BE TOO EASY FOR SOMEONE TO TRAP ME AND SUCCEED IN UNMASKING ME!!
RE

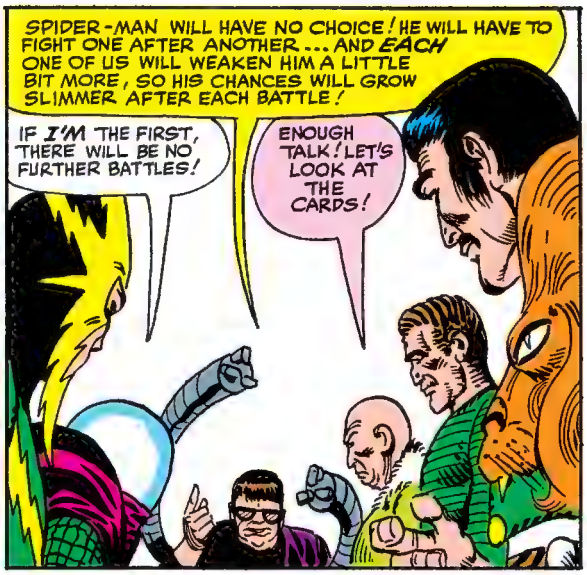
AND SO, IT TAKES THE ONCE-MIGHTY SPIDER-MAN ALMOST AN HOUR TO MAKE A JOURNEY WHICH, JUST A SHORT TIME EARLIER, HE WOULD HAVE COMPLETED IN LESS THAN THREE MINUTES BY EFFORTLESS ROOFTOP TRAVEL! THEN, AFTER CHANGING CLOTHES...
YOU LOOK PALE, DEAR! IS ANYTHING WRONG?
NO, AUNT MAY! I GUESS I'VE JUST BEEN STUDYING TOO HARD!

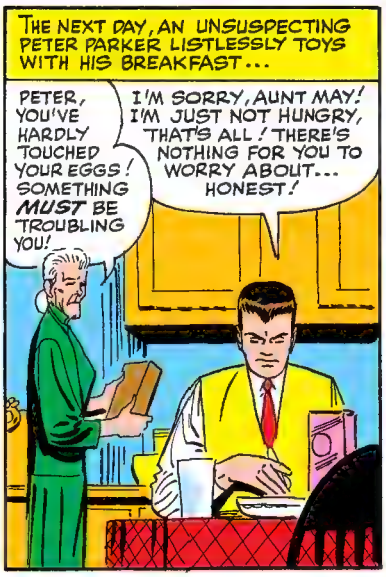

WHY DON'T YOU LIE DOWN FOR A WHILE, PETER? I'LL BRING YOUR DINNER UP TO YOU!
THANKS, AUNT MAY! I WILL!
AFTER TODAY, I'LL NEVER HAVE TO KEEP THE TRUTH FROM HER AGAIN! NO MORE DECEPTION AS SPIDER-MAN!

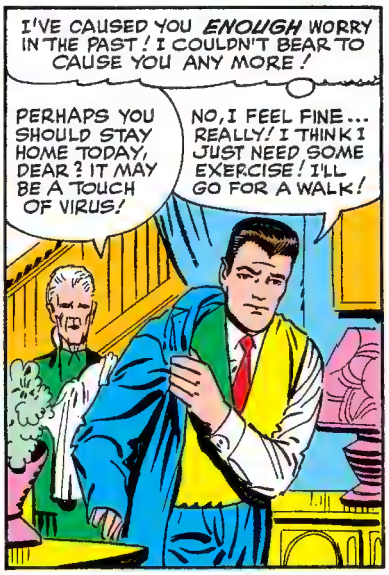
IT ALL HAPPENED SO FAST... SO UNEXPECTEDLY! I ALWAYS WISHED I WERE JUST A NORMAL TEEN-AGER AGAIN... BUT NOW, WHAT NEXT? WHAT DO I DO WITH MY LIFE??

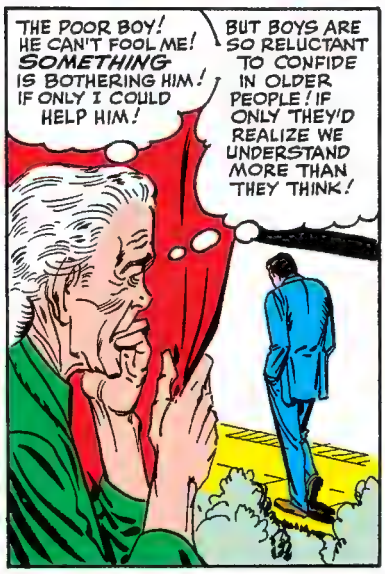
MEANWHILE, AT THE HIDEOUT OF DR. OCTOPUS, THE "GUEST LIST" IS COMPLETED WITH THE ARRIVAL OF THE WINGED VULTURE!
NOW THAT WE'RE ALL HERE, WELL GET DOWN TO BUSINESS IMMEDIATELY! THIS MEETING WILL BE A TURNING POINT OF OUR CAREERS!
SKIP THE DRAMATIC SPEECHES, OCTOPUS! JUST STATE THE PLAN!
WHATEVER THE PLAN IS, SANDMAN IS FOR IT! I CAN'T WAIT TO PAY SPIDER-MAN BACK!
WE ALL HAVE A SCORE TO SETTLE WITH THE ELUSIVE SPIDER-MAN!
HE DEFEATED ME TWICE! BUT THIS WILL BE DIFFERENT! THE THIRD VICTORY WILL BE MINE!
WE CAN'T BEAT HIM WITH WORDS! LET'S BAND TOGETHER AND ATTACK HIM! NOW!
HE'S TOO FAST! HE'D FIND SOME WAY TO ESCAPE US!
PERHAPS YOU'RE RIGHT! BUT THERE MUST BE A WAY TO FORCE HIM TO BATTLE US!
OF COURSE THERE IS! THAT'S THE PURPOSE OF THIS MEETING! NOW, BE QUIET, ALL OF YOU! I HAVE IT ALL FIGURED OUT!
I SAY WE MUST ATTACK ALL AT ONCE! HIS POWER IS NOT GREAT ENOUGH TO DEFEAT ALL SIX OF US!
BAH! I'M WISE TO HIS TRICKS BY NOW! I CAN LICK HIM ALONE NEXT TIME WE MEET!
KRAVEN DOES NOT HUNT IN A PACK! ONLY BY A SOLO VICTORY WILL I ACHIEVE THE REVENGE I SEEK!
BUT HE'S BEATEN ALL OF YOU IN THE PAST! WHY TAKE NEEDLESS CHANCES??
I DON'T CARE HOW WE DO IT! I'M JUST ITCHIN' TO TACKLE HIM!
NOW THAT YOU'VE ALL HAD YOUR SAY, I'LL TELL YOU MY PLAN! I BELIEVE IT WILL SATISFY EACH OF YOU!
WE WILL EACH DRAW A NUMBER, AND WE WILL FIGHT HIM, ONE AT A TIME, IN THE ORDER OF THE DRAWING! I HAVE WORKED OUT A DETAILED SCHEME WHICH WILL FORCE HIM TO BATTLE US! NOW DRAW!
GOOD! ACTION AT LAST!
8

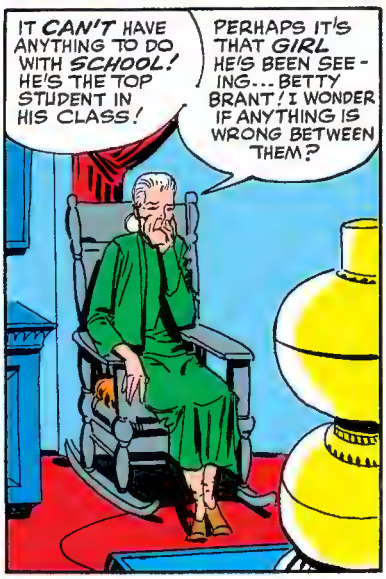
ON EACH OF YOUR CARDS I HAVE WRITTEN A LOCATION! IT IS THE PLACE WHERE YOU WILL BATTLE OUR COMMON ENEMY... AND EACH LOCATION IS BEST SUITED FOR YOUR PARTICULAR TALENTS! I HAVE LEFT NOTHING TO CHANCE, AS YOU SHALL SEE!

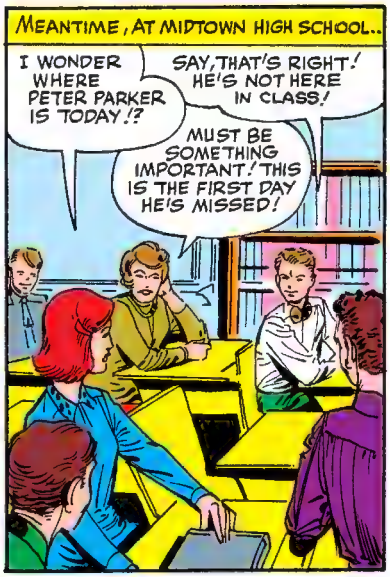

SPIDER-MAN WILL HAVE NO CHOICE! HE WILL HAVE TO FIGHT ONE AFTER ANOTHER... AND EACH ONE OF US WILL WEAKEN HIM A LITTLE BIT MORE, SO HIS CHANCES WILL GROW SLIMMER AFTER EACH BATTLE!
IF I'M THE FIRST, THERE WILL BE NO FURTHER BATTLES!
ENOUGH TALK! LET'S LOOK AT THE CARDS!

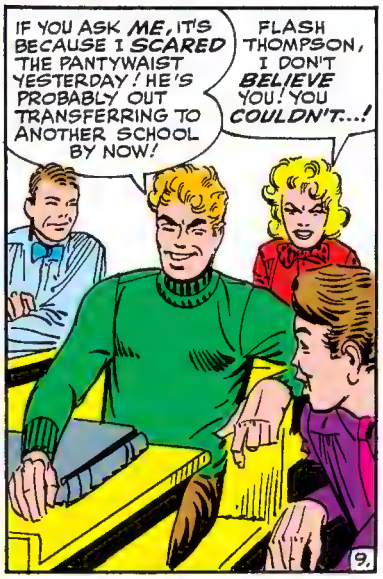

THE NEXT DAY, AN UNSUSPECTING PETER PARKER LISTLESSLY TOYS WITH HIS BREAKFAST...
PETER, YOU'VE HARDLY TOUCHED YOUR EGGS! SOMETHING MUST BE TROUBLING YOU!
I'M SORRY, AUNT MAY! I'M JUST NOT HUNGRY, THAT'S ALL! THERE'S NOTHING FOR YOU TO WORRY ABOUT... HONEST!

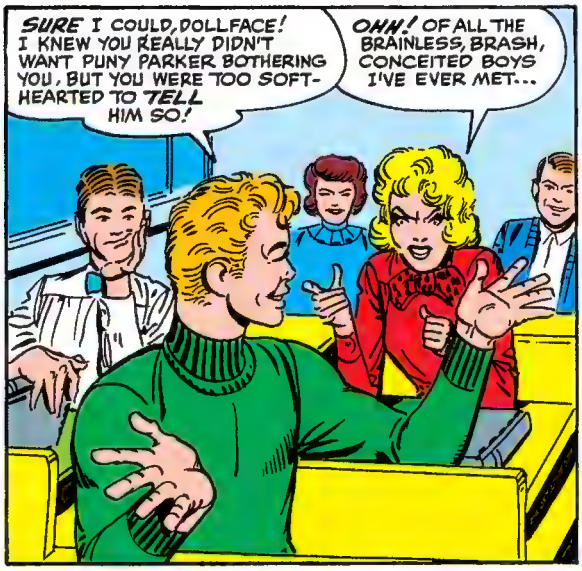

I'VE CAUSED YOU ENOUGH WORRY IN THE PAST! I COULDN'T BEAR TO CAUSE YOU ANY MORE!
PERHAPS YOU SHOULD STAY HOME TODAY, DEAR? IT MAY BE A TOUCH OF VIRUS!
NO, I FEEL FINE... REALLY! I THINK I JUST NEED SOME EXERCISE! I'LL GO FOR A WALK!

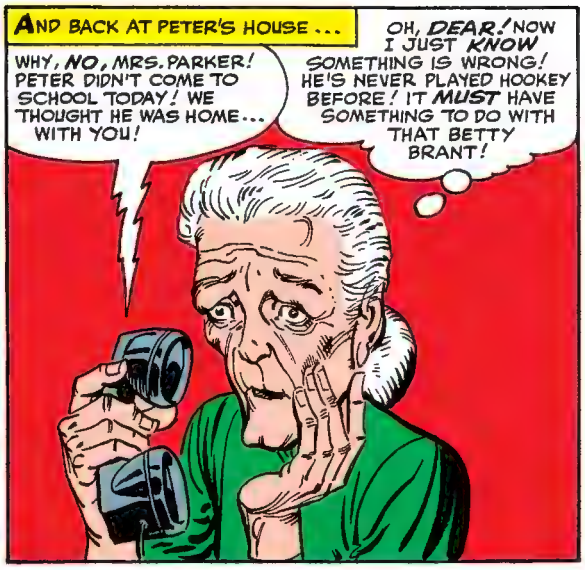

THE POOR BOY! HE CAN'T FOOL ME! SOMETHING IS BOTHERING HIM! IF ONLY I COULD HELP HIM!
BUT BOYS ARE SO RELUCTANT TO CONFIDE IN OLDER PEOPLE! IF ONLY THEY'D REALIZE WE UNDERSTAND MORE THAN THEY THINK!

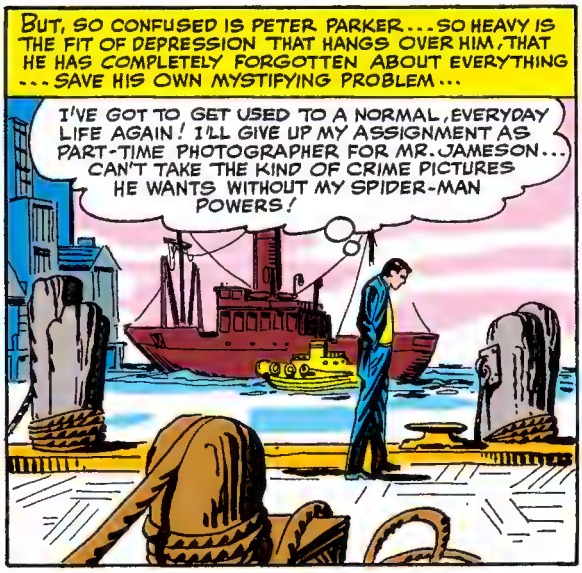

IT CAN'T HAVE ANYTHING TO DO WITH SCHOOL! HE'S THE TOP STUDENT IN HIS CLASS!
PERHAPS IT'S THAT GIRL HE'S BEEN SEEING... BETTY BRANT! I WONDER IF ANYTHING IS WRONG BETWEEN THEM?


MEANTIME, AT MIDTOWN HIGH SCHOOL..
I WONDER WHERE PETER PARKER IS TODAY!?
SAY, THAT'S RIGHT! HE'S NOT HERE IN CLASS!
MUST BE SOMETHING IMPORTANT! THIS IS THE FIRST DAY HE'S MISSED!

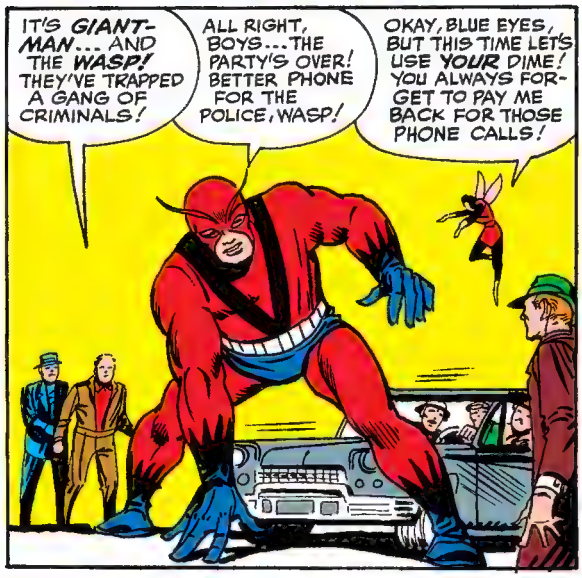

IF YOU ASK ME, IT'S BECAUSE I SCARED THE PANTYWAIST YESTERDAY! HE'S PROBABLY OUT TRANSFERRING TO ANOTHER SCHOOL BY NOW!
FLASH THOMPSON, I DON'T BELIEVE YOU! YOU COULDN'T...!


SURE I COULD, DOLLFACE! I KNEW YOU REALLY DIDN'T WANT PUNY PARKER BOTHERING YOU, BUT YOU WERE TOO SOFT-HEARTED TO TELL HIM SO!
OHH! OF ALL THE BRAINLESS, BRASH, CONCEITED BOYS I'VE EVER MET...

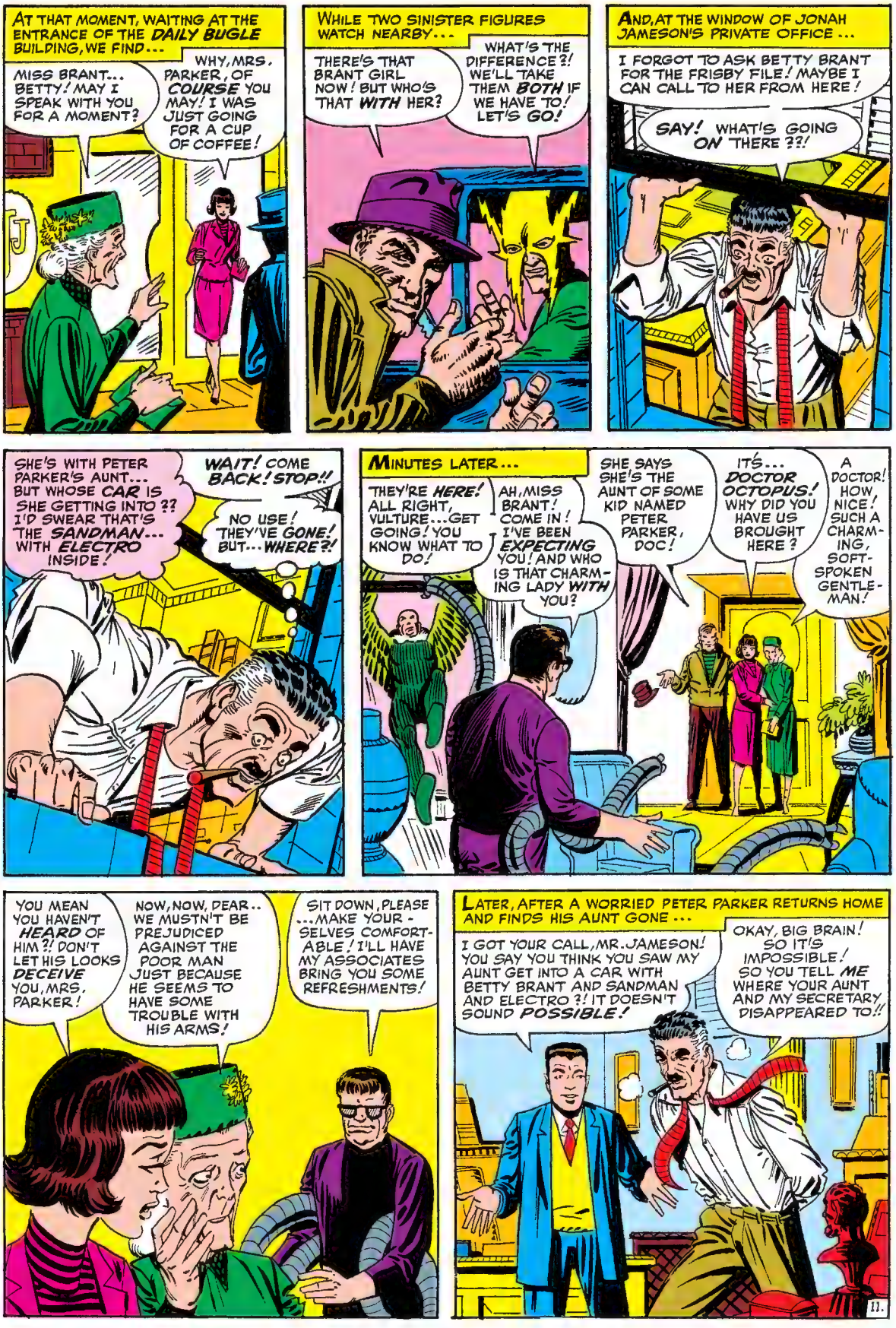

AND BACK AT PETER'S HOUSE ...
WHY, NO, MRS. PARKER! PETER DIDN'T COME TO SCHOOL TODAY! WE THOUGHT HE WAS HOME... WITH YOU!
OH, DEAR! NOW I JUST KNOW SOMETHING IS WRONG! HE'S NEVER PLAYED HOOKEY BEFORE! IT MUST HAVE SOMETHING TO DO WITH THAT BETTY BRANT!

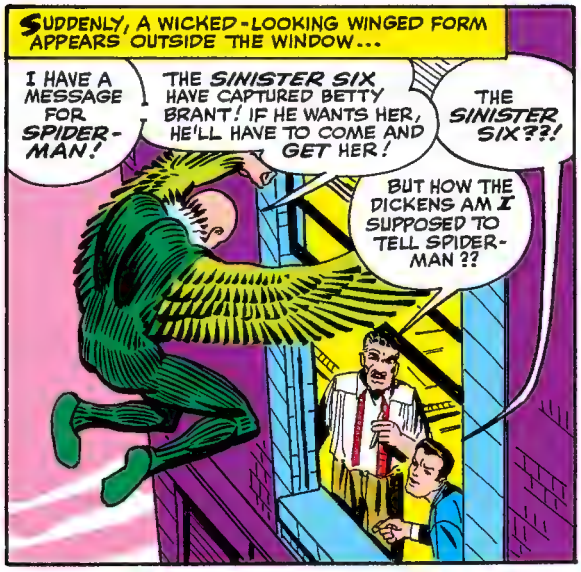

BUT, SO CONFUSED IS PETER PARKER... SO HEAVY IS THE FIT OF DEPRESSION THAT HANGS OVER HIM, THAT HE HAS COMPLETELY FORGOTTEN ABOUT EVERYTHING ... SAVE HIS OWN MYSTIFYING PROBLEM...
I'VE GOT TO GET USED TO A NORMAL, EVERYDAY LIFE AGAIN! I'LL GIVE UP MY ASSIGNMENT AS PART-TIME PHOTOGRAPHER FOR MR. JAMESON... CAN'T TAKE THE KIND OF CRIME PICTURES HE WANTS WITHOUT MY SPIDER-MAN POWERS!

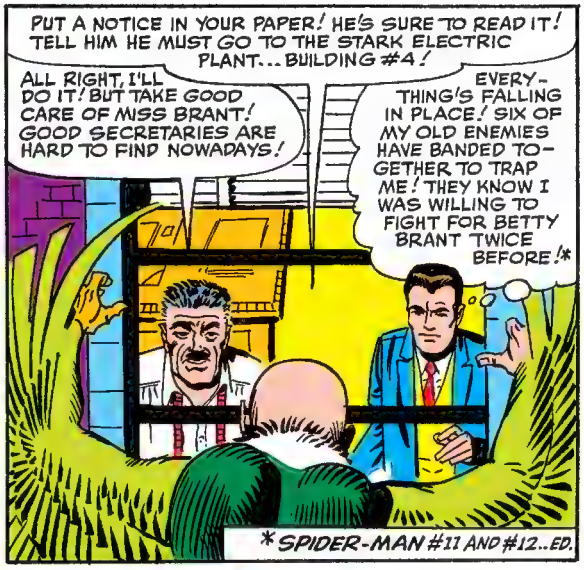
MAYBE I CAN EVEN FIND THE COURAGE TO TELL BETTY THE TRUTH ABOUT MYSELF! AFTER ALL, WHAT HARM CAN IT DO NOW?
HEY, LOOK! DO YOU SEE WHAT I SEE?
WOW! I NEVER EXPECTED TO SEE THEM IN REAL LIFE!
HURRY! LET'S GET A BETTER LOOK AT THEM!

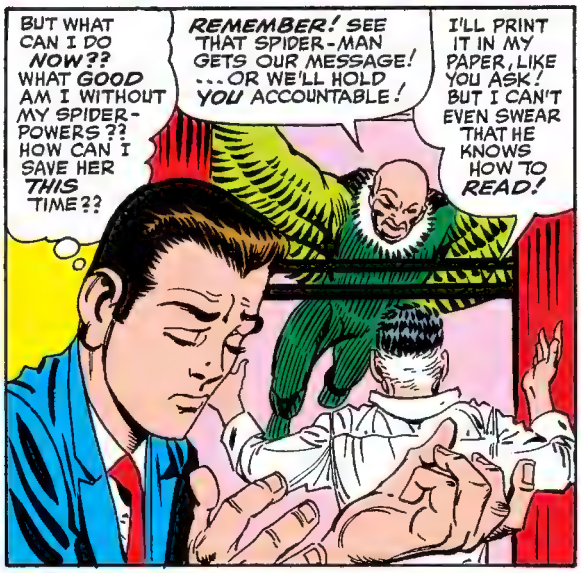

IT'S GIANT-MAN... AND THE WASP! THEY'VE TRAPPED A GANG OF CRIMINALS!
ALL RIGHT, BOYS... THE PARTY'S OVER! BETTER PHONE FOR THE POLICE, WASP!
OKAY, BLUE EYES, BUT THIS TIME LET'S USE YOUR DIME! YOU ALWAYS FORGET TO PAY ME BACK FOR THOSE PHONE CALLS!

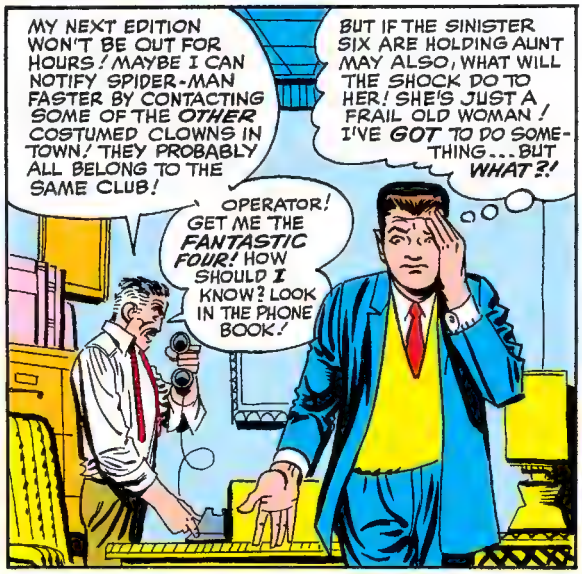
BUT, AS THE CROWD GATHERS AROUND THE TOWERING CRIME-FIGHTER...
A FEW DAYS AGO I'D HAVE BEEN RIGHT IN THE CENTER OF THINGS! BUT NOW, I DON'T EVEN WANT TO BE NEAR ANY CRIMINALS!
GIANT-MAN AND THE WASP APPEAR MONTHLY IN TALES TO ASTONISH.

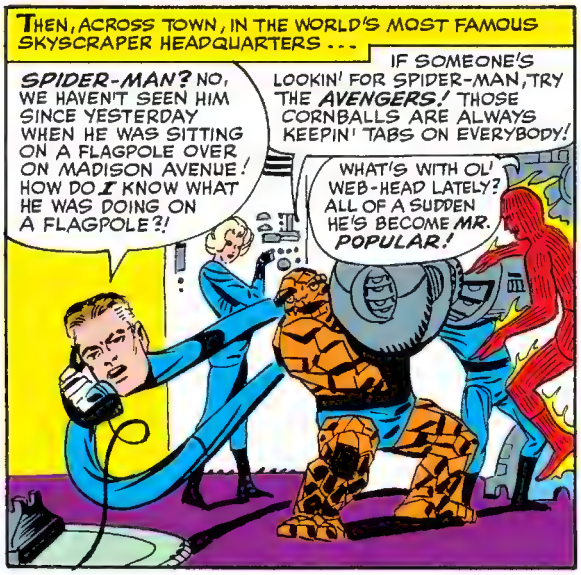

AT THAT MOMENT, WAITING AT THE ENTRANCE OF THE DAILY BUGLE BUILDING, WE FIND...
MISS BRANT... BETTY! MAY I SPEAK WITH YOU FOR A MOMENT?
WHY, MRS. PARKER, OF COURSE YOU MAY! I WAS JUST GOING FOR A CUP OF COFFEE!
WHILE TWO SINISTER FIGURES WATCH NEARBY...
THERE'S THAT BRANT GIRL NOW! BUT WHO'S THAT WITH HER?
WHAT'S THE DIFFERENCE?! WE'LL TAKE THEM BOTH IF WE HAVE TO! LET'S GO!
AND, AT THE WINDOW OF JONAH JAMESON'S PRIVATE OFFICE...
I FORGOT TO ASK BETTY BRANT FOR THE FRISBY FILE! MAYBE I CAN CALL TO HER FROM HERE!
SAY! WHAT'S GOING ON THERE ??!
SHE'S WITH PETER PARKER'S AUNT... BUT WHOSE CAR IS SHE GETTING INTO ?? I'D SWEAR THAT'S THE SANDMAN... WITH ELECTRO INSIDE!
WAIT! COME BACK! STOP!!
NO USE! THEY'VE GONE! BUT... WHERE?!
MINUTES LATER...
THEY'RE HERE! ALL RIGHT, VULTURE... GET GOING! YOU KNOW WHAT TO DO!
AH, MISS BRANT! COME IN! I'VE BEEN EXPECTING YOU! AND WHO IS THAT CHARMING LADY WITH YOU?
SHE SAYS SHE'S THE AUNT OF SOME KID NAMED PETER PARKER, DOC!
IT'S... DOCTOR OCTOPUS! WHY DID YOU HAVE US BROUGHT HERE?
A DOCTOR! HOW NICE! SUCH A CHARMING, SOFT-SPOKEN GENTLEMAN!
YOU MEAN YOU HAVEN'T HEARD OF HIM?! DON'T LET HIS LOOKS DECEIVE YOU, MRS. PARKER!
NOW, NOW, DEAR.. WE MUSTN'T BE PREJUDICED AGAINST THE POOR MAN JUST BECAUSE HE SEEMS TO HAVE SOME TROUBLE WITH HIS ARMS!
SIT DOWN, PLEASE ...MAKE YOURSELVES COMFORTABLE! I'LL HAVE MY ASSOCIATES BRING YOU SOME REFRESHMENTS!
LATER, AFTER A WORRIED PETER PARKER RETURNS HOME AND FINDS HIS AUNT GONE...
I GOT YOUR CALL, MR. JAMESON! YOU SAY YOU THINK YOU SAW MY AUNT GET INTO A CAR WITH BETTY BRANT AND SANDMAN AND ELECTRO?! IT DOESN'T SOUND POSSIBLE!
OKAY, BIG BRAIN! SO IT'S IMPOSSIBLE! SO YOU TELL ME WHERE YOUR AUNT AND MY SECRETARY DISAPPEARED TO!!

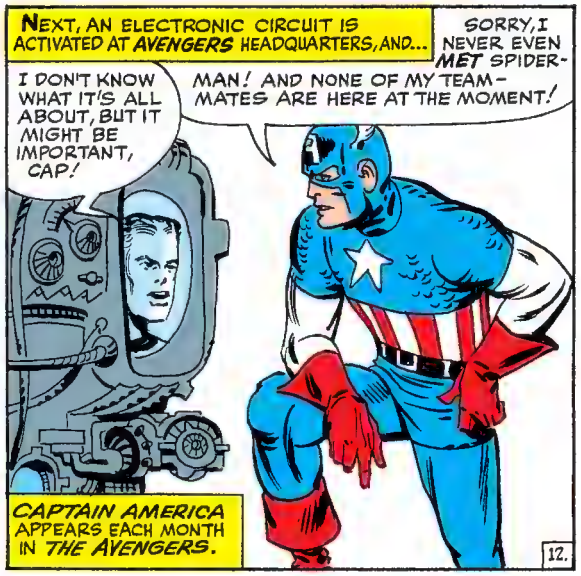

SUDDENLY, A WICKED-LOOKING WINGED FORM APPEARS OUTSIDE THE WINDOW...
I HAVE A MESSAGE FOR SPIDER-MAN!
THE SINISTER SIX HAVE CAPTURED BETTY BRANT! IF HE WANTS HER, HE'LL HAVE TO COME AND GET HER!
THE SINISTER SIX??!
BUT HOW THE DICKENS AM I SUPPOSED TO TELL SPIDER-MAN??


PUT A NOTICE IN YOUR PAPER! HE'S SURE TO READ IT! TELL HIM HE MUST GO TO THE STARK ELECTRIC PLANT... BUILDING #4!
ALL RIGHT, I'LL DO IT! BUT TAKE GOOD CARE OF MISS BRANT! GOOD SECRETARIES ARE HARD TO FIND NOWADAYS!
EVERYTHING'S FALLING IN PLACE! SIX OF MY OLD ENEMIES HAVE BANDED TOGETHER TO TRAP ME! THEY KNOW I WAS WILLING TO FIGHT FOR BETTY BRANT TWICE BEFORE!*
*SPIDER-MAN #11 AND #12..ED.


BUT WHAT CAN I DO NOW?? WHAT GOOD AM I WITHOUT MY SPIDER-POWERS?? HOW CAN I SAVE HER THIS TIME??
REMEMBER! SEE THAT SPIDER-MAN GETS OUR MESSAGE! ...OR WE'LL HOLD YOU ACCOUNTABLE!
I'LL PRINT IT IN MY PAPER, LIKE YOU ASK! BUT I CAN'T EVEN SWEAR THAT HE KNOWS HOW TO READ!


MY NEXT EDITION WON'T BE OUT FOR HOURS! MAYBE I CAN NOTIFY SPIDER-MAN FASTER BY CONTACTING SOME OF THE OTHER COSTUMED CLOWNS IN TOWN! THEY PROBABLY ALL BELONG TO THE SAME CLUB!
BUT IF THE SINISTER SIX ARE HOLDING AUNT MAY ALSO, WHAT WILL THE SHOCK DO TO HER! SHE'S JUST A FRAIL OLD WOMAN! I'VE GOT TO DO SOMETHING... BUT WHAT?!
OPERATOR! GET ME THE FANTASTIC FOUR! HOW SHOULD I KNOW? LOOK IN THE PHONE BOOK!


THEN, ACROSS TOWN, IN THE WORLD'S MOST FAMOUS SKYSCRAPER HEADQUARTERS...
SPIDER-MAN? NO, WE HAVEN'T SEEN HIM SINCE YESTERDAY WHEN HE WAS SITTING ON A FLAGPOLE OVER ON MADISON AVENUE! HOW DO I KNOW WHAT HE WAS DOING ON A FLAGPOLE?!
IF SOMEONE'S LOOKIN' FOR SPIDER-MAN, TRY THE AVENGERS! THOSE CORNBALLS ARE ALWAYS KEEPIN' TABS ON EVERYBODY!
WHAT'S WITH OL' WEB-HEAD LATELY? ALL OF A SUDDEN HE'S BECOME MR. POPULAR!


NEXT, AN ELECTRONIC CIRCUIT IS ACTIVATED AT AVENGERS HEADQUARTERS, AND...
I DON'T KNOW WHAT IT'S ALL ABOUT, BUT IT MIGHT BE IMPORTANT, CAP!
SORRY, I NEVER EVEN MET SPIDER-MAN! AND NONE OF MY TEAMMATES ARE HERE AT THE MOMENT!
CAPTAIN AMERICA APPEARS EACH MONTH IN THE AVENGERS.

SHORTLY THEREAFTER, IN THE MYSTERIOUS "DANGER ROOM" OF THE UNCANNY X-MEN...

LOOK! A FLAMING MESSAGE IN THE SKY FROM THE HUMAN TORCH! IT'S FOR SPIDER-MAN!

IGNORE IT! IT DOES NOT CONCERN US! CONTINUE WITH YOUR TRAINING PROGRAM!

THE X-MEN APPEAR BI-MONTHLY IN THEIR OWN FEATURE-LENGTH MAGAZINE.

MEANWHILE, AS OTHERS SEEK HIM ALL OVER TOWN, THE REAL SPIDER-MAN, IN THE PERSON OF PETER PARKER, DOES SOME BITTER SOUL-SEARCHING AT HOME...

HAVING LOST MY SPIDER POWERS, I WOULDN'T STAND A CHANCE AGAINST ANY OF MY OLD FOES...LET ALONE SIX OF THEM!

BUT I CAN'T SIT BACK AND DO NOTHING! NOT WITH BETTY AND AUNT MAY IN THE HANDS OF MY MOST DANGEROUS ENEMIES! I'VE GOT TO SHOW MYSELF ...FOR THEIR SAKE!

AND, IF THIS IS TO BE MY FINISH... AT LEAST I'LL FACE IT... LIKE A MAN!

LATER, AT BUILDING #4 OF THE STARK ELECTRIC PLANT, A COSTUMED FIGURE SLOWLY, NERVOUSLY MOUNTS A CATWALK...

BEFORE LOSING MY POWERS, I COULD HAVE REACHED THIS SPOT WITH ONE EFFORTLESS LEAP! BUT NOW... WHAT'S IN STORE FOR ME??

WELCOME, SPIDER-MAN! SO WE MEET AGAIN!

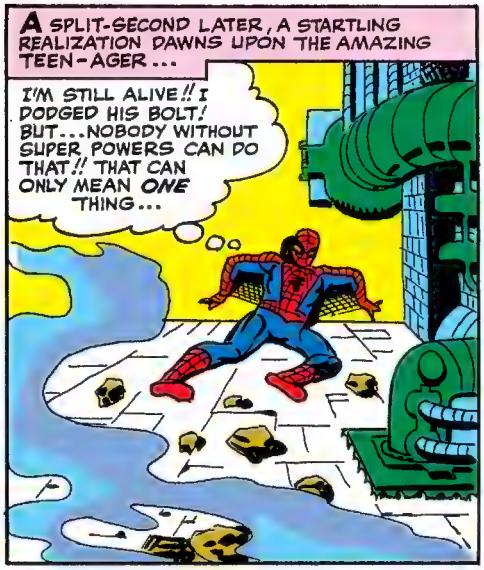
ELECTRO!!

THIS CARD I'M HOLDING TELLS YOU WHERE TO GO AS THE NEXT STEP OF YOUR TRAIL TO RESCUE BETTY BRANT! BUT...YOU'LL HAVE TO DEFEAT ME TO GET IT!!

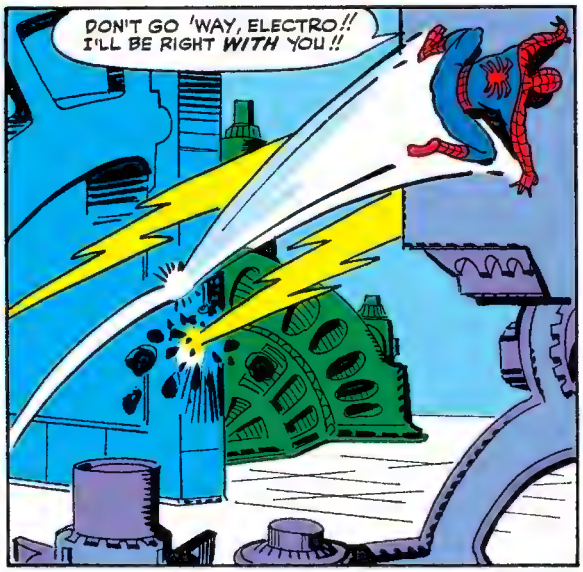
AND, AS YOU CAN SEE... I SELECTED A BATTLE SITE PERFECTLY SUITED FOR MY ELECTRIC POWERS! SO...LET THE JOUST BEGIN!!

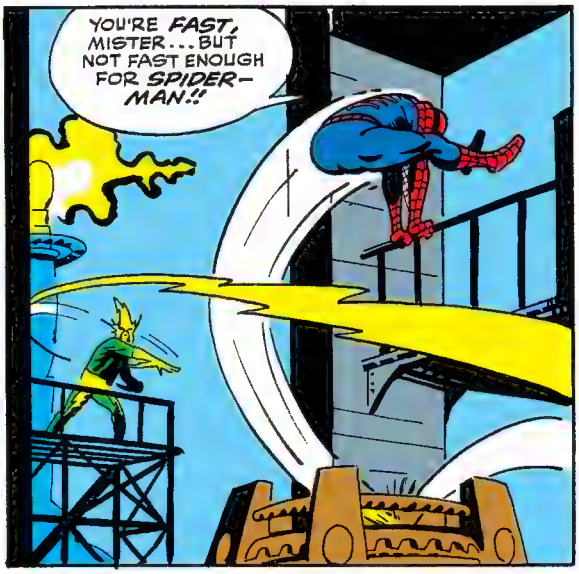
HE'S HURLING AN ELECTRIC BOLT AT ME!

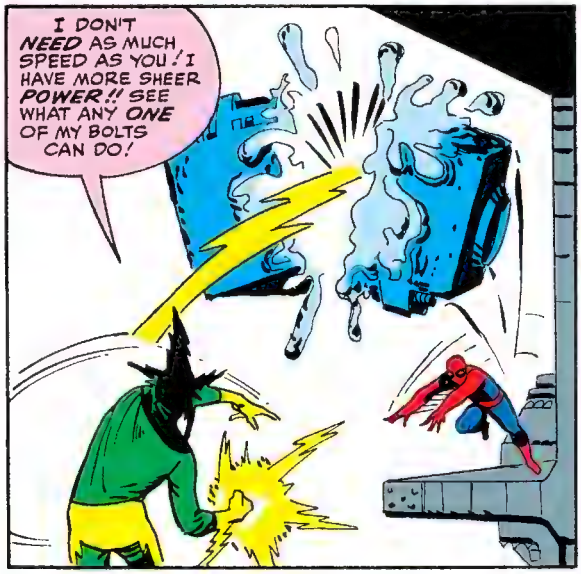
NO! NO! DON'T... STOP!!


A SPLIT-SECOND LATER, A STARTLING REALIZATION DAWNS UPON THE AMAZING TEEN-AGER...
I'M STILL ALIVE!! I DODGED HIS BOLT! BUT...NOBODY WITHOUT SUPER POWERS CAN DO THAT!! THAT CAN ONLY MEAN ONE THING...

MY POWERS HAVE RETURNED TO ME!! I HAVEN'T LOST THEM!! I'M STILL SPIDER-MAN!


DON'T GO 'WAY, ELECTRO!! I'LL BE RIGHT WITH YOU!!

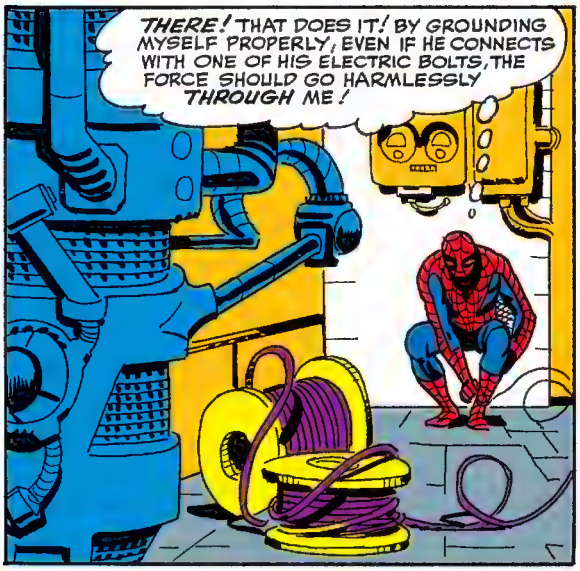

YOU'RE FAST, MISTER...BUT NOT FAST ENOUGH FOR SPIDER-MAN!!

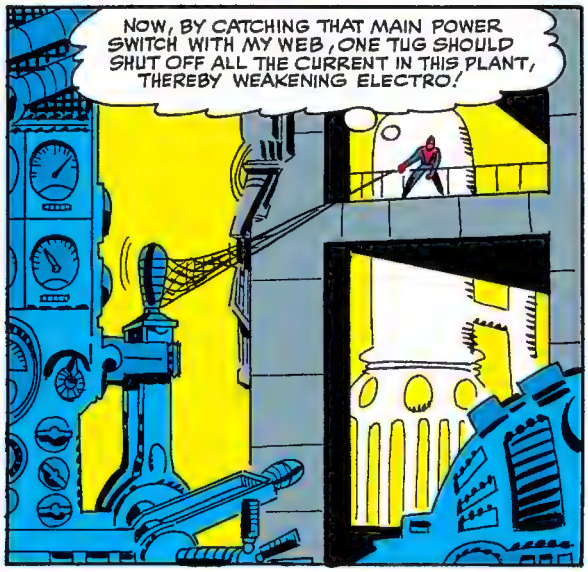

I DON'T NEED AS MUCH SPEED AS YOU! I HAVE MORE SHEER POWER!! SEE WHAT ANY ONE OF MY BOLTS CAN DO!

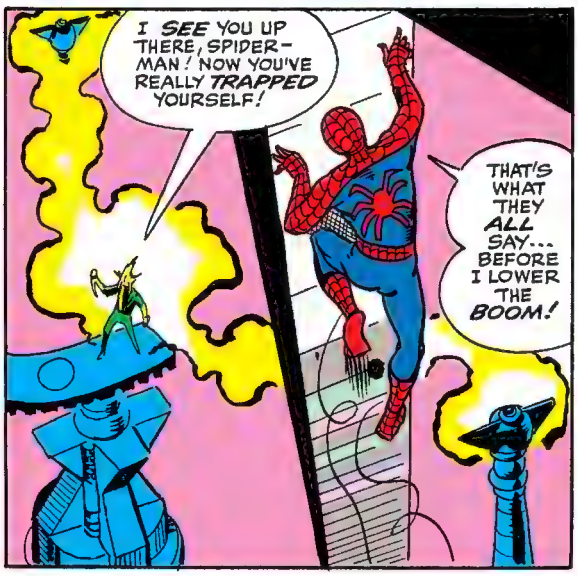
AND, IN A PLACE LIKE THIS, I CAN RECHARGE MYSELF... INCREASING MY POWER WITH EACH PASSING SECOND!!

BOY! HE'S NOT KIDDIN'!! IT'S LIKE FIGHTING A GIANT LIVING DYNAMO!!
BUT I SHOULD WORRY! SINCE I'VE GOT MY SPIDER POWERS BACK, NOTHING CAN SCARE ME!

AT LEAST I KNOW THAT I'VE NOW GOT A FIGHTING CHANCE! AND THAT'S ALL I'VE EVER ASKED OF LIFE!!
I'VE GOT TO HIDE FROM HIM FOR A SEC WHILE I TRY SOME-THING!

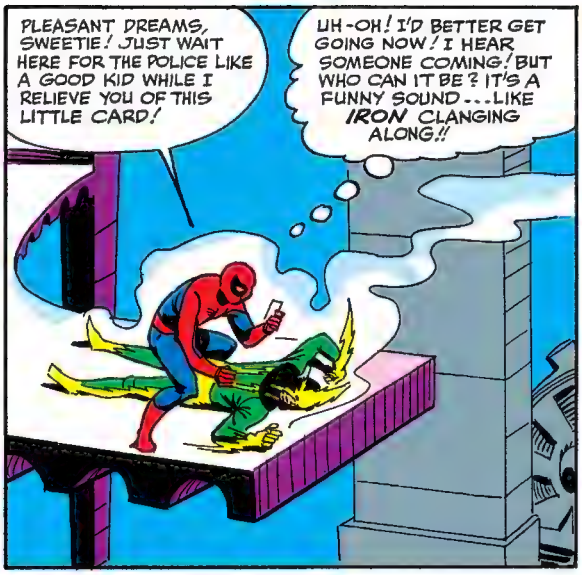

THERE! THAT DOES IT! BY GROUNDING MYSELF PROPERLY, EVEN IF HE CONNECTS WITH ONE OF HIS ELECTRIC BOLTS, THE FORCE SHOULD GO HARMLESSLY THROUGH ME!

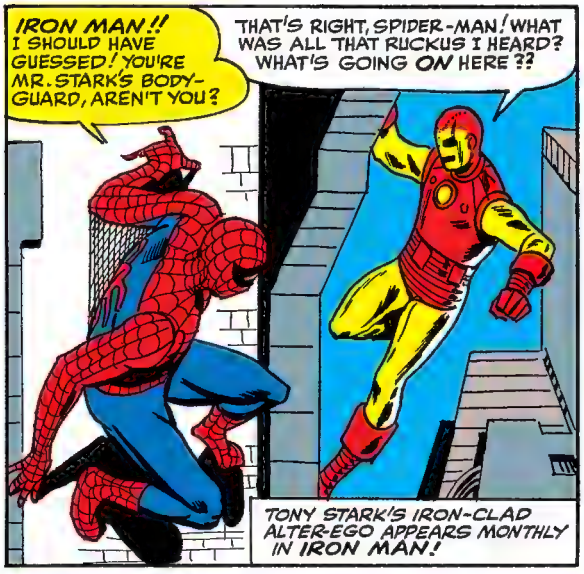

NOW, BY CATCHING THAT MAIN POWER SWITCH WITH MY WEB, ONE TUG SHOULD SHUT OFF ALL THE CURRENT IN THIS PLANT, THEREBY WEAKENING ELECTRO!


I SEE YOU UP THERE, SPIDER-MAN! NOW YOU'VE REALLY TRAPPED YOURSELF!
THAT'S WHAT THEY ALL SAY... BEFORE I LOWER THE BOOM!

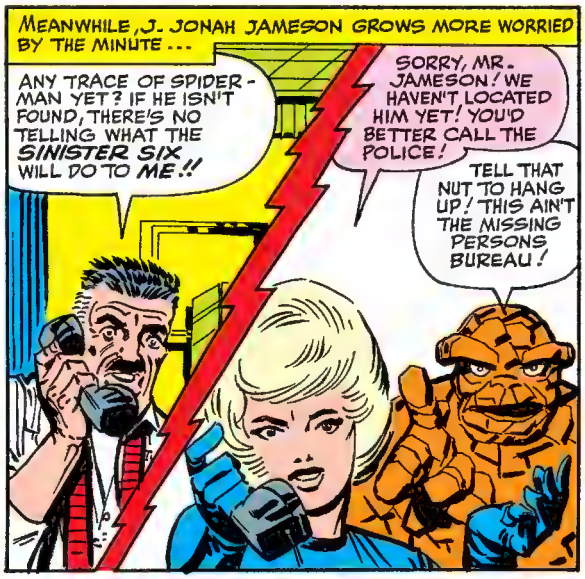
BUT THIS TIME IT'S TRUE! I'VE BEEN SAVING MY STRONGEST BOLT FOR YOU... AND HERE IT IS!
GOOD THING I GROUNDED MYSELF! I'M ABLE TO TAKE THE FULL EFFECT OF IT, THANKS TO THE ADDITION OF MY SPIDER STRENGTH!

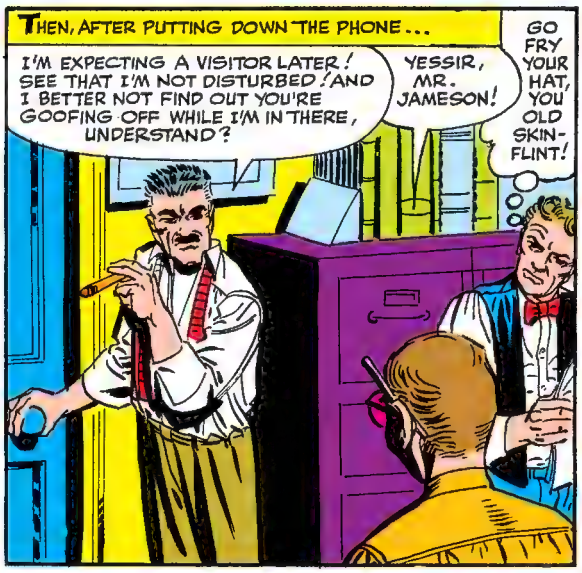
AND NOW, YOU HIGH-VOLTAGE HEEL, I'LL GIVE YOU SOMETHING TO TALK ABOUT WHEN YOU WAKE UP BACK IN YOUR CELL! YOU CAN TELL ALL THE OTHER CONS HOW IT FEELS TO BE ON THE RECEIVING END OF A KNOCKOUT PUNCH BY YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!!
WHOP!


PLEASANT DREAMS, SWEETIE! JUST WAIT HERE FOR THE POLICE LIKE A GOOD KID WHILE I RELIEVE YOU OF THIS LITTLE CARD!
UH-OH! I'D BETTER GET GOING NOW! I HEAR SOMEONE COMING! BUT WHO CAN IT BE? IT'S A FUNNY SOUND...LIKE IRON CLANGING ALONG!!

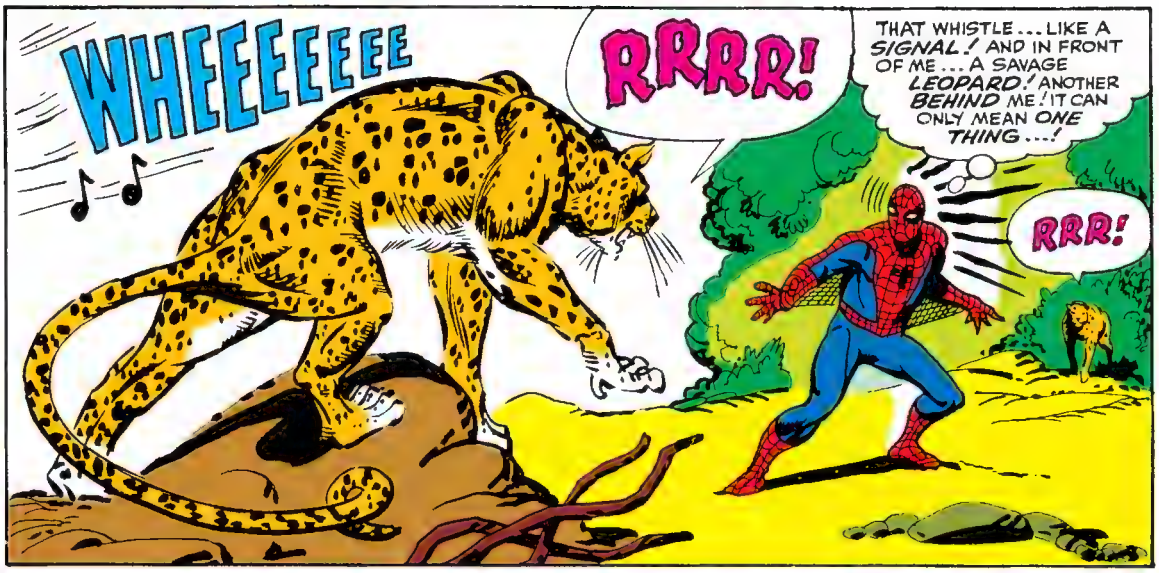

IRON MAN!! I SHOULD HAVE GUESSED! YOU'RE MR. STARK'S BODY-GUARD, AREN'T YOU?
THAT'S RIGHT, SPIDER-MAN! WHAT WAS ALL THAT RUCKUS I HEARD? WHAT'S GOING ON HERE??
TONY STARK'S IRON-CLAD ALTER-EGO APPEARS MONTHLY IN IRON MAN!

NO TIME TO EXPLAIN NOW, PAL! BUT YOU'LL FIND A RELUCTANT GUEST WAITING FOR YOU ATOP THE MAIN DYNAMO! TAKE GOOD CARE OF HIM!

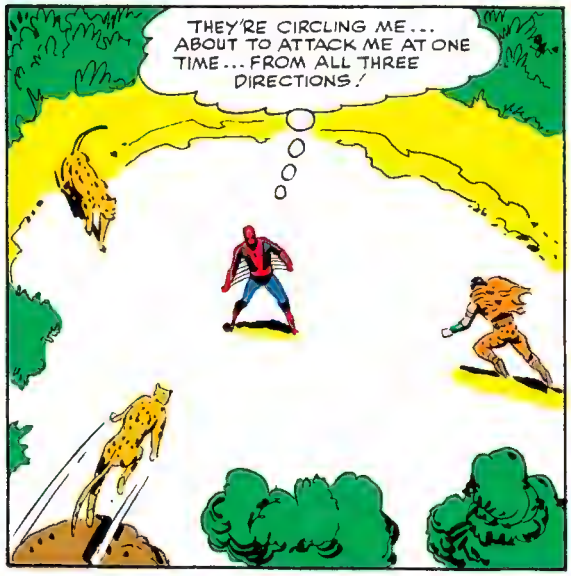

MEANWHILE, J. JONAH JAMESON GROWS MORE WORRIED BY THE MINUTE...
ANY TRACE OF SPIDER-MAN YET? IF HE ISN'T FOUND, THERE'S NO TELLING WHAT THE SINISTER SIX WILL DO TO ME!!
SORRY, MR. JAMESON! WE HAVEN'T LOCATED HIM YET! YOU'D BETTER CALL THE POLICE!
TELL THAT NUT TO HANG UP! THIS AIN'T THE MISSING PERSONS BUREAU!

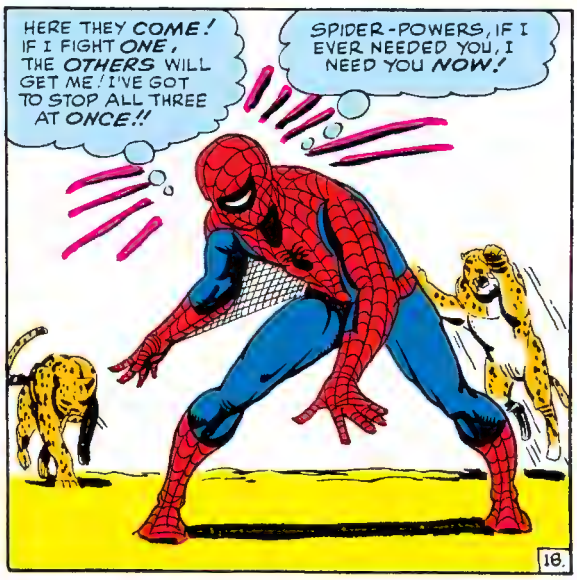

THEN, AFTER PUTTING DOWN THE PHONE...
I'M EXPECTING A VISITOR LATER! SEE THAT I'M NOT DISTURBED! AND I BETTER NOT FIND OUT YOU'RE GOOFING OFF WHILE I'M IN THERE, UNDERSTAND?
YESSIR, MR. JAMESON!
GO FRY YOUR HAT, YOU OLD SKIN-FLINT!

MEANWHILE, SPIDEY HEADS FOR HIS SECOND UNKNOWN OPPONENT...
THIS IS THE PLACE... JUST ACROSS THE BAY FROM THE WORLD'S FAIR! I WONDER WHAT I'LL FIND HERE?

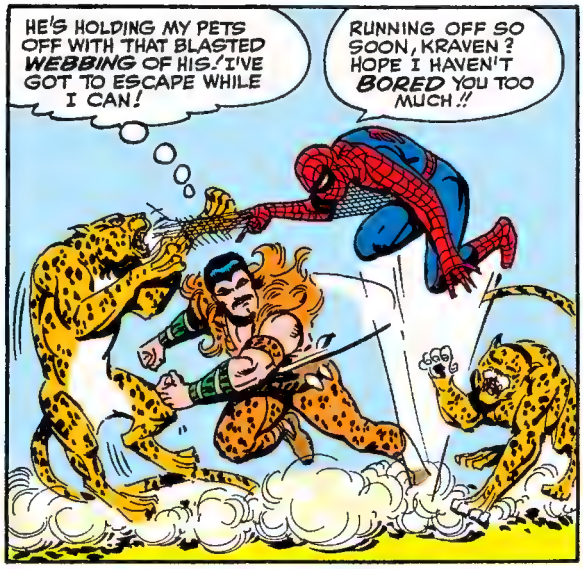

WHEEEEEEEE
RRRR!
THAT WHISTLE... LIKE A SIGNAL! AND IN FRONT OF ME... A SAVAGE LEOPARD! ANOTHER BEHIND ME! IT CAN ONLY MEAN ONE THING...!
RRR!

KRAVEN, THE HUNTER!!
SO, SPIDER-MAN... WE MEET AGAIN!
AND THIS TIME, THE HUNTER SHALL GET HIS PREY... WITH THE AID OF MY TWO LITTLE PETS!


THEY'RE CIRCLING ME... ABOUT TO ATTACK ME AT ONE TIME... FROM ALL THREE DIRECTIONS!

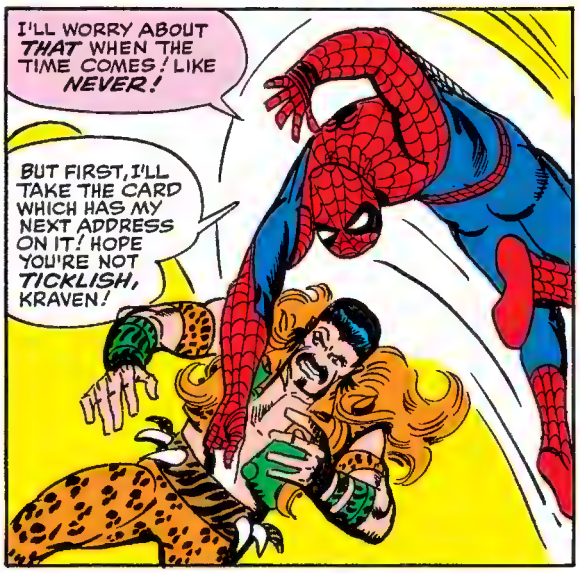

HERE THEY COME! IF I FIGHT ONE, THE OTHERS WILL GET ME! I'VE GOT TO STOP ALL THREE AT ONCE!!
SPIDER-POWERS, IF I EVER NEEDED YOU, I NEED YOU NOW!

WITH EVERY NERVE TINGLING... EVERY SENSE HONED TO A RAZOR SHARP EDGE... THE MOST AMAZING HUMAN FIGHTING MACHINE THE WORLD HAS EVER KNOWN GOES INTO ACTION WITH DAZZLING SPEED AND SURGING POWER!
MISSED ME, ALL THREE OF YOU!! THAT DOES IT, KRAVEN! YOU HAD YOUR CHANCE! WITH SPIDER-MAN, THERE AREN'T ANY SECOND TRIES!


HE'S HOLDING MY PETS OFF WITH THAT BLASTED WEBBING OF HIS! I'VE GOT TO ESCAPE WHILE I CAN!
RUNNING OFF SO SOON, KRAVEN? HOPE I HAVEN'T BORED YOU TOO MUCH!!

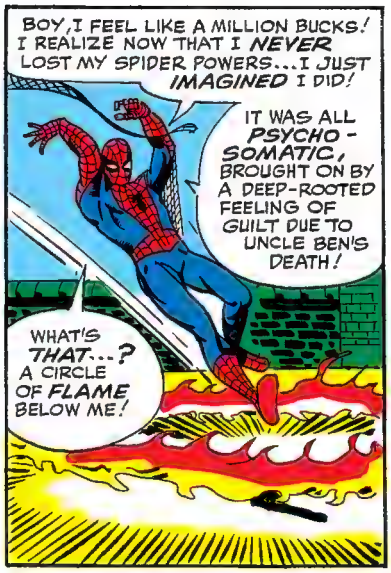
BUT, NOW THAT THE FIGHT HAS GONE OUT OF YOUR TWO LITTLE PUSSY CATS...
WHAT'S HE UP TO NOW? I'VE NEVER SEEN ANYONE MOVE SO FAST... OR FIGHT SO SAVAGELY! HE'S LIKE A WHIRLWIND UNLEASHED!

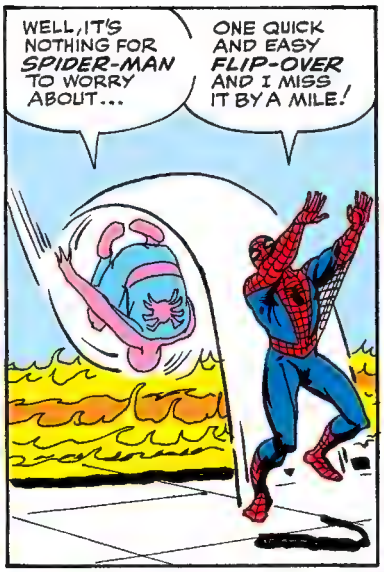
YOU CAN'T LEAVE YET, GUNGA DIN! YOU STILL HAVE SOMETHING OF MINE!
DON'T PRESS YOUR LUCK, SPIDER-MAN! IF I EVER GET MY HANDS ON YOU...!!


I'LL WORRY ABOUT THAT WHEN THE TIME COMES! LIKE NEVER!
BUT FIRST, I'LL TAKE THE CARD WHICH HAS MY NEXT ADDRESS ON IT! HOPE YOU'RE NOT TICKLISH, KRAVEN!

QUICK, MY PETS! WHILE HIS BACK IS TURNED! AFTER HIM!! WE CAN STILL SMASH HIM!
YOU NEVER GIVE UP, DO YOU?? I'LL BET YOU'RE STILL WEARIN' A VOTE-FOR-DEWEY BUTTON!

SEE YOU AROUND, KRAVEN! AND BY THE WAY... IF YOU'VE GOT A FEW MINUTES TO KILL, WHY DON'T YOU SEE A GOOD BARBER?!


BOY, I FEEL LIKE A MILLION BUCKS! I REALIZE NOW THAT I NEVER LOST MY SPIDER POWERS...I JUST IMAGINED I DID!
IT WAS ALL PSYCHO-SOMATIC, BROUGHT ON BY A DEEP-ROOTED FEELING OF GUILT DUE TO UNCLE BEN'S DEATH!
WHAT'S THAT...? A CIRCLE OF FLAME BELOW ME!


WELL, IT'S NOTHING FOR SPIDER-MAN TO WORRY ABOUT...
ONE QUICK AND EASY FLIP-OVER AND I MISS IT BY A MILE!

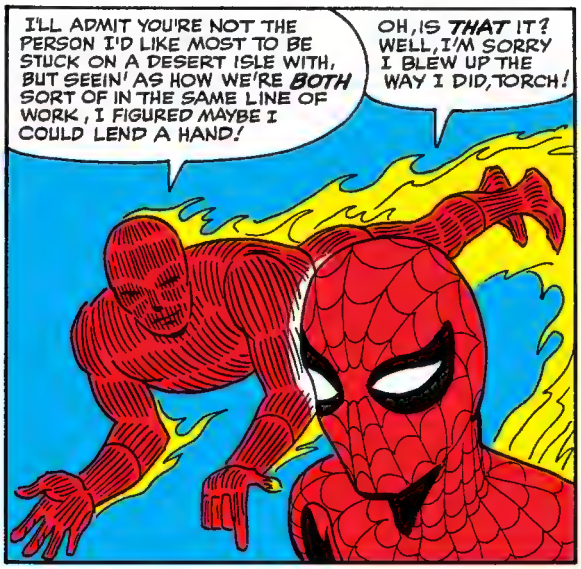
SPIDER-MAN!! HOLD IT, YOU JACK-RABBIT!! I WANNA TALK TO YOU!!
THE HUMAN TORCH I SHOULD HAVE KNOWN! BEAT IT, LOUDMOUTH! I'M BUSY!

NO! WAIT... I'VE GOT SOMETHING TO TELL ...YEOW! CUT IT OUT!!
CAN'T YOU TAKE A HINT, YOU FLAMING FREAK! I HAVEN'T TIME TO GIVE OUT AUTOGRAPHS TODAY...NOW GET LOST!
THE HUMAN TORCH APPEARS MONTHLY IN STRANGE TALES!

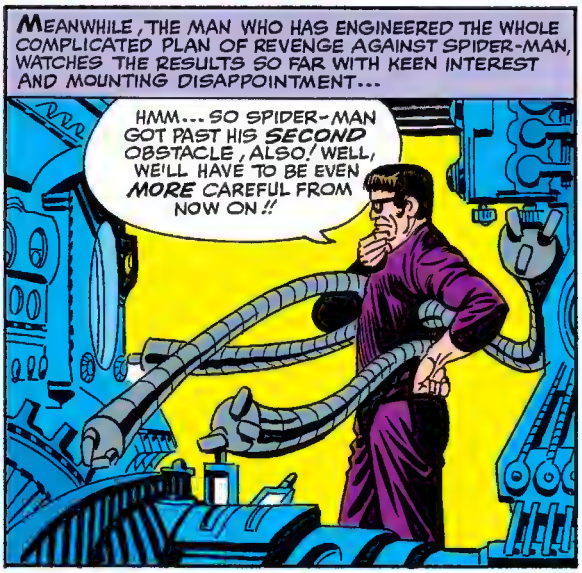
BOY! SOMETIMES I WISH YOU'D REALLY TURN BAD, SO I COULD LET YOU HAVE IT WITHOUT PULLIN' ANY PUNCHES!! ANYWAY, THIS LITTLE FLAME BLANKET OUGHT TO HOLD YOU STILL FOR A MINUTE!
ARE YOU KIDDIN'?? NO HUMAN MATCHSTICK CAN PUT THE KIBOSH ON ME!!

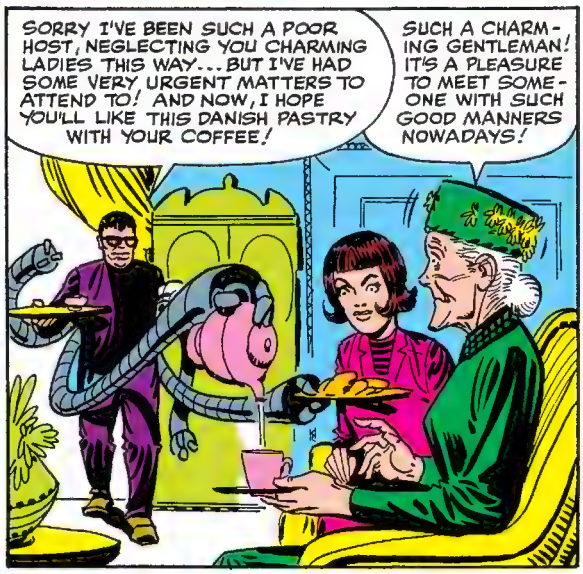
WHEW! AND THEY SAY I'M MULE-HEADED! LOOK, ALL I WANNA DO IS TELL YOU SOMETHING!! YOU'RE HARDER TO SEE THAN THE PRESIDENT!

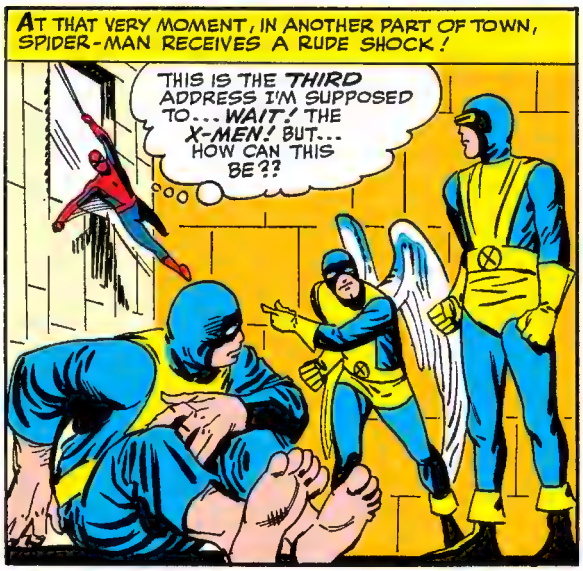
OKAY, HOTHEAD, TALK FAST! BUT IF IT'S A TRICK, I'LL RIP OPEN THIS WATER TANK AND TURN YOU INTO A PILE OF SOGGY ASHES!
RELAX, PEABRAIN! I HEARD YOU WERE IN TROUBLE...EVERYONE'S LOOKIN' FOR YOU...THEY SAY YOU'RE UP AGAINST IMPOSSIBLE ODDS!
SO I THOUGHT YOU COULD USE SOME HELP!


I'LL ADMIT YOU'RE NOT THE PERSON I'D LIKE MOST TO BE STUCK ON A DESERT ISLE WITH, BUT SEEIN' AS HOW WE'RE BOTH SORT OF IN THE SAME LINE OF WORK, I FIGURED MAYBE I COULD LEND A HAND!
OH, IS THAT IT? WELL, I'M SORRY I BLEW UP THE WAY I DID, TORCH!

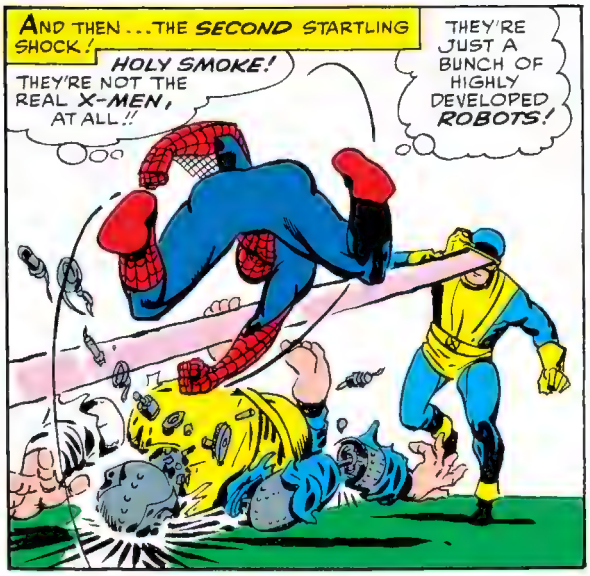
BUT THIS FIGHT OF MINE IS PRETTY PERSONAL... SO I'LL HANDLE IT ALONE!!
OKAY, GUY, IF THAT'S HOW YOU WANT IT! ROTS OF RUCK!


MEANWHILE, THE MAN WHO HAS ENGINEERED THE WHOLE COMPLICATED PLAN OF REVENGE AGAINST SPIDER-MAN, WATCHES THE RESULTS SO FAR WITH KEEN INTEREST AND MOUNTING DISAPPOINTMENT...
HMM... SO SPIDER-MAN GOT PAST HIS SECOND OBSTACLE, ALSO! WELL, WE'LL HAVE TO BE EVEN MORE CAREFUL FROM NOW ON!!

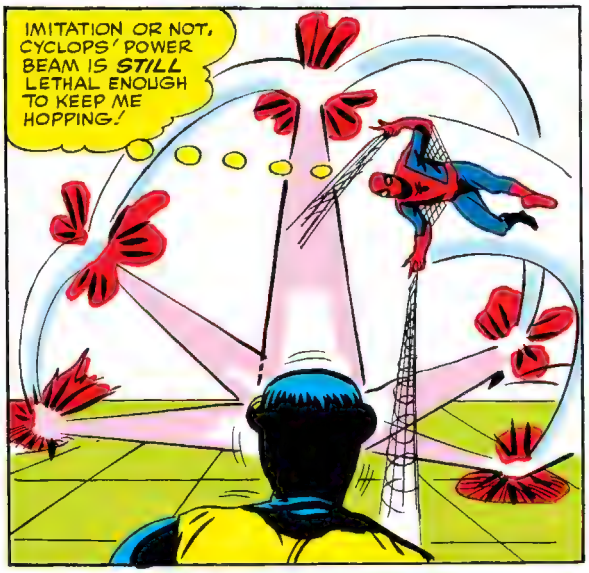

SORRY I'VE BEEN SUCH A POOR HOST, NEGLECTING YOU CHARMING LADIES THIS WAY... BUT I'VE HAD SOME VERY URGENT MATTERS TO ATTEND TO! AND NOW, I HOPE YOU'LL LIKE THIS DANISH PASTRY WITH YOUR COFFEE!
SUCH A CHARMING GENTLEMAN! IT'S A PLEASURE TO MEET SOMEONE WITH SUCH GOOD MANNERS NOWADAYS!


AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN, SPIDER-MAN RECEIVES A RUDE SHOCK!
THIS IS THE THIRD ADDRESS I'M SUPPOSED TO... WAIT! THE X-MEN! BUT... HOW CAN THIS BE??

HOLD IT, YOU GUYS!! WAIT...! IT'S A MISTAKE! I MUST HAVE COME TO THE WRONG ADDRESS! LOOK OUT!
I DON'T GET IT! CYCLOPS IS BLASTING MY WEB WITHOUT GIVING ME A CHANCE TO EXPLAIN!!

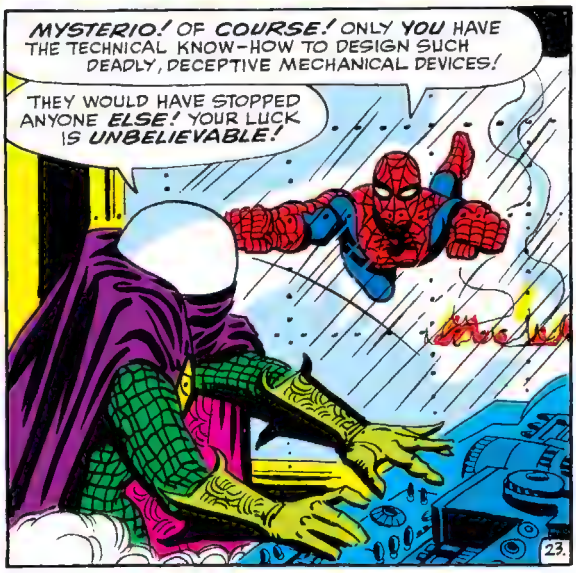

AND THEN...THE SECOND STARTLING SHOCK!
HOLY SMOKE! THEY'RE NOT THE REAL X-MEN, AT ALL!!
THEY'RE JUST A BUNCH OF HIGHLY DEVELOPED ROBOTS!

BUT WHOEVER CREATED THEM MADE THEM ALMOST AS DANGEROUS AS THE ORIGINALS!

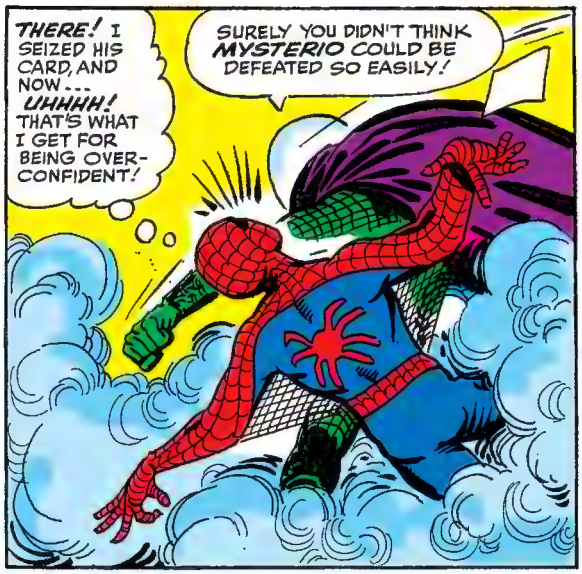

IMITATION OR NOT, CYCLOPS' POWER BEAM IS STILL LETHAL ENOUGH TO KEEP ME HOPPING!

THAT DOES IT! HE CAN'T DO ANY MORE DAMAGE WITH HIS EYES IF MY WEBBING HOLDS HIM OFF BALANCE THAT WAY!!

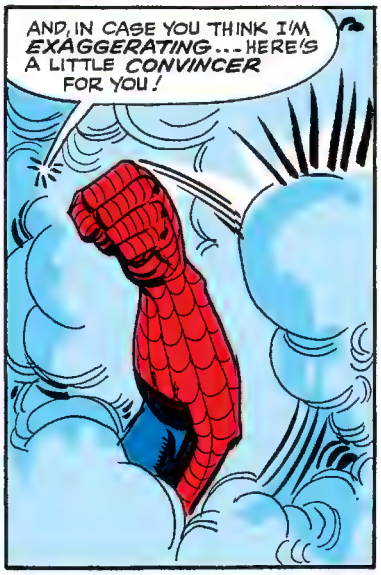
AND THEN, THE AMAZING TEEN-AGER'S SPIDER-SENSE TELLS HIM THAT ONE OF THE METAL WALLS ISN'T METAL AT ALL!
WHOEVER MY REAL ENEMY IS...HE'S BEHIND THIS CAMOUFLAGED WALL! I'D BETTER ATTACK HIM BEFORE HE CAN TRY SOMETHING ELSE!

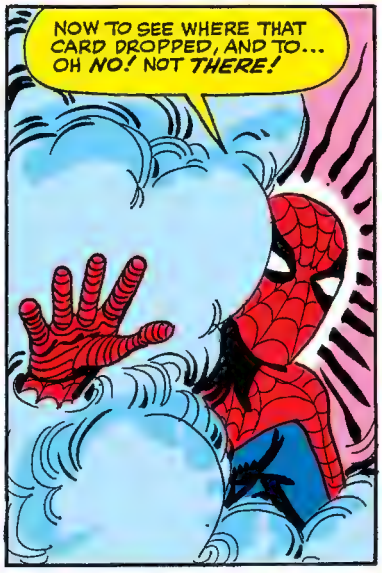

MYSTERIO! OF COURSE! ONLY YOU HAVE THE TECHNICAL KNOW-HOW TO DESIGN SUCH DEADLY, DECEPTIVE MECHANICAL DEVICES!
THEY WOULD HAVE STOPPED ANYONE ELSE! YOUR LUCK IS UNBELIEVABLE!

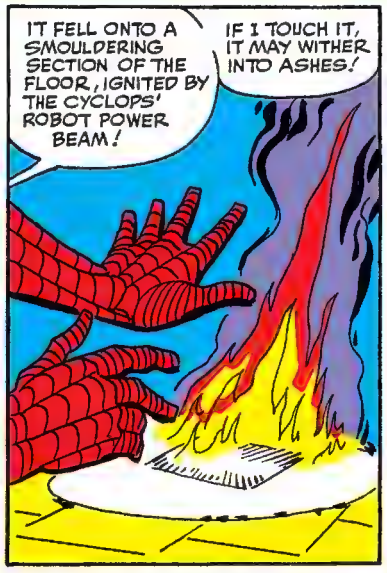
LUCK, YOU CALL IT?? MISTER, YOU DON'T KNOW THE HALF OF IT! I'M THE ORIGINAL HARD-LUCK KID!
BUT THAT WON'T STOP ME FROM PLAYIN' A DRUM SOLO ON THAT GLASS FISHBOWL OF YOURS UNLESS YOU GIVE ME THE CARD WITH MY FOURTH DESTINATION ON IT!!

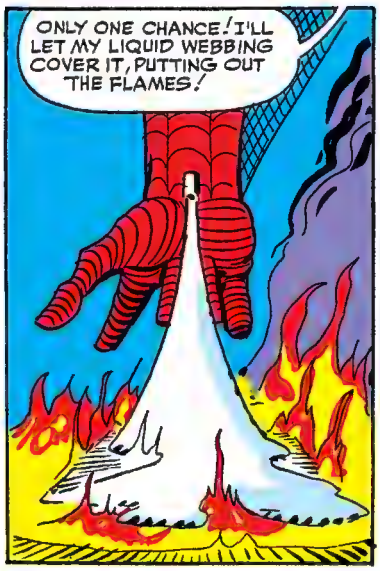

THERE! I SEIZED HIS CARD, AND NOW... UHHHH! THAT'S WHAT I GET FOR BEING OVER-CONFIDENT!
SURELY YOU DIDN'T THINK MYSTERIO COULD BE DEFEATED SO EASILY!

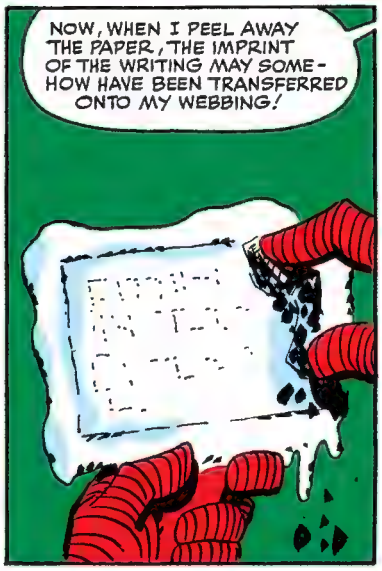
HE'S UNLEASHED A SMOKE SCREEN OF HIS SPECIAL CHEMICAL MIST...IT'S ONE OF HIS GREATEST DEFENSIVE WEAPONS!
NICE TRY, MYSTERIO! BUT, DID YOU FORGET THAT MY SPIDER-SENSE ENABLES ME TO FIND ANY ENEMY WITHIN REACH, EVEN IF I CAN'T SEE HIM!!


AND, IN CASE YOU THINK I'M EXAGGERATING...HERE'S A LITTLE CONVINCER FOR YOU!

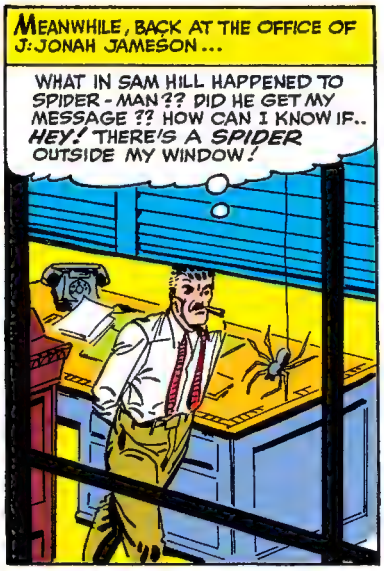

NOW TO SEE WHERE THAT CARD DROPPED, AND TO... OH NO! NOT THERE!

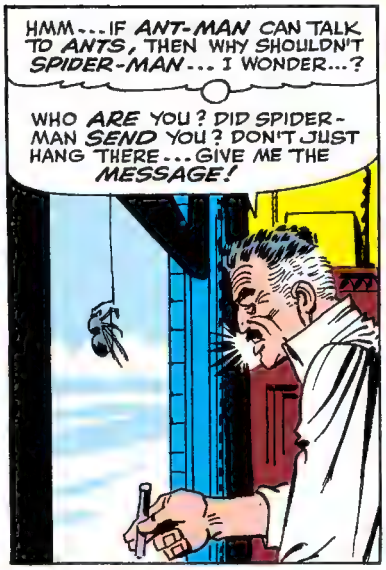

IT FELL ONTO A SMOULDERING SECTION OF THE FLOOR, IGNITED BY THE CYCLOPS' ROBOT POWER BEAM!
IF I TOUCH IT, IT MAY WITHER INTO ASHES!

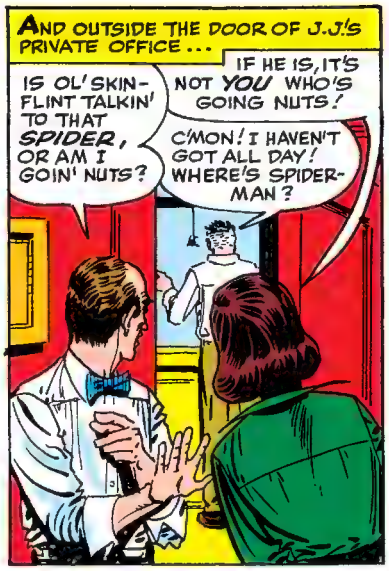

ONLY ONE CHANCE! I'LL LET MY LIQUID WEBBING COVER IT, PUTTING OUT THE FLAMES!

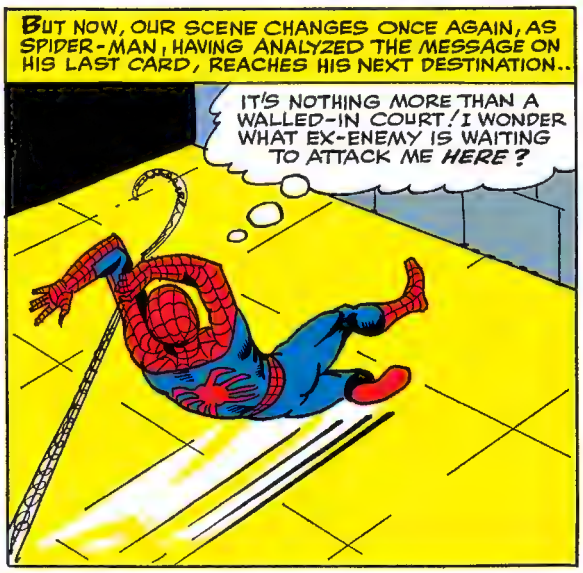

NOW, WHEN I PEEL AWAY THE PAPER, THE IMPRINT OF THE WRITING MAY SOME-HOW HAVE BEEN TRANSFERRED ONTO MY WEBBING!

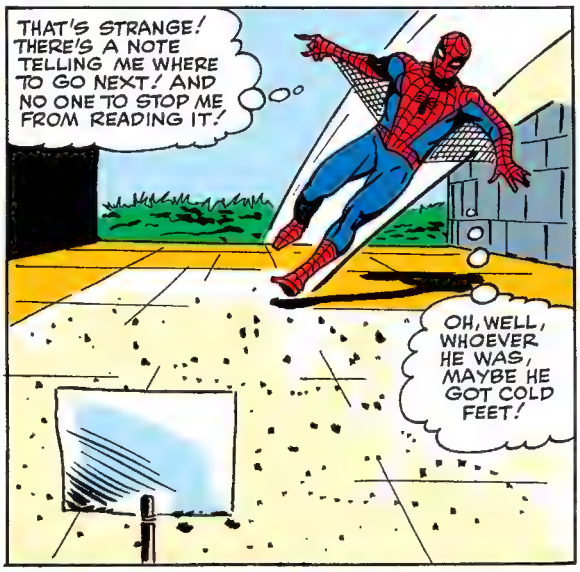
I'VE GOT TO CONCENTRATE HARDER THAN EVER BEFORE! IT'S UP TO MY SPIDER-SENSE TO DETECT THE MESSAGE THAT WAS WRITTEN HERE, BEFORE EVERY LAST TRACE OF IT FADES AWAY!


MEANWHILE, BACK AT THE OFFICE OF J. JONAH JAMESON...
WHAT IN SAM HILL HAPPENED TO SPIDER-MAN?? DID HE GET MY MESSAGE?? HOW CAN I KNOW IF.. HEY! THERE'S A SPIDER OUTSIDE MY WINDOW!

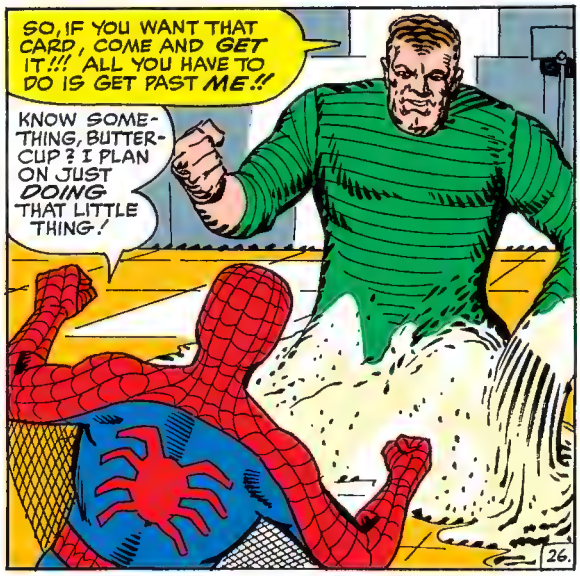

HMM...IF ANT-MAN CAN TALK TO ANTS, THEN WHY SHOULDN'T SPIDER-MAN... I WONDER...?
WHO ARE YOU? DID SPIDER-MAN SEND YOU? DON'T JUST HANG THERE...GIVE ME THE MESSAGE!


AND OUTSIDE THE DOOR OF J.J.'S PRIVATE OFFICE...
IS OL' SKIN-FLINT TALKIN' TO THAT SPIDER, OR AM I GOIN' NUTS?
IF HE IS, IT'S NOT YOU WHO'S GOING NUTS!
C'MON! I HAVEN'T GOT ALL DAY! WHERE'S SPIDER-MAN?

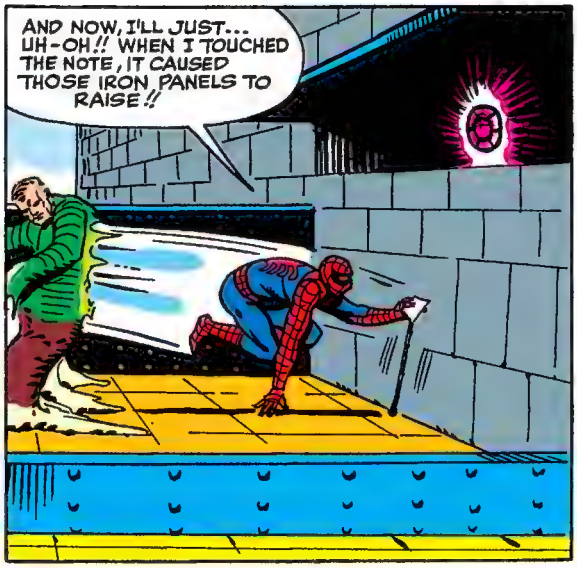

BUT NOW, OUR SCENE CHANGES ONCE AGAIN, AS SPIDER-MAN, HAVING ANALYZED THE MESSAGE ON HIS LAST CARD, REACHES HIS NEXT DESTINATION..
IT'S NOTHING MORE THAN A WALLED-IN COURT! I WONDER WHAT EX-ENEMY IS WAITING TO ATTACK ME HERE?

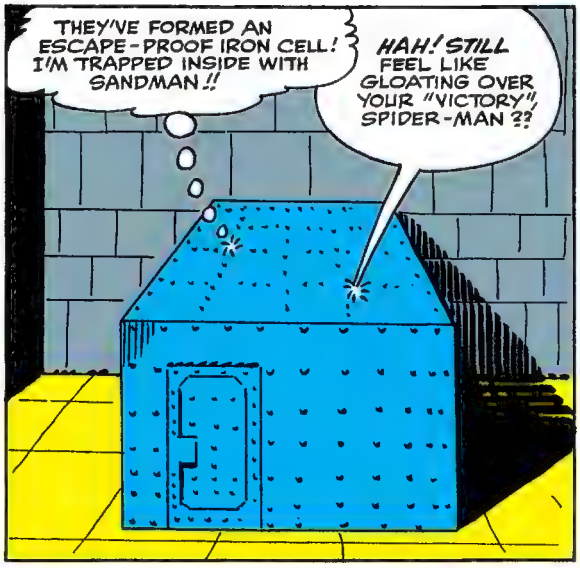

THAT'S STRANGE! THERE'S A NOTE TELLING ME WHERE TO GO NEXT! AND NO ONE TO STOP ME FROM READING IT!
OH, WELL, WHOEVER HE WAS, MAYBE HE GOT COLD FEET!

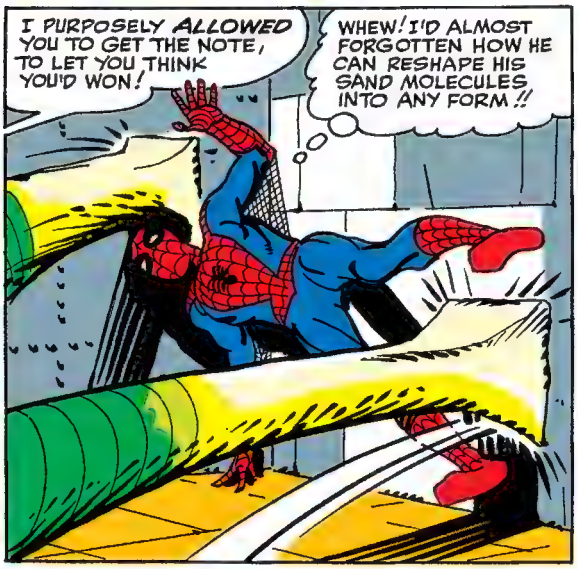
BUT THEN, SUDDENLY, A SHAPE TAKES FORM RIGHT BEFORE THE STARTLED YOUTH'S EYES!
SANDMAN!! I SHOULD HAVE GUESSED IT WOULD BE YOU!
I'VE WAITED A LONG TIME FOR THIS MOMENT.. ..AND NOW AT LAST IT'S HERE!!


SO, IF YOU WANT THAT CARD, COME AND GET IT!!! ALL YOU HAVE TO DO IS GET PAST ME!!
KNOW SOMETHING, BUTTERCUP? I PLAN ON JUST DOING THAT LITTLE THING!

YOU'RE HELPING ME TO BEAT YOU BECAUSE YOU'RE SUCH A SHOWOFF, SANDMAN!! IF YOU HAD REMAINED IN YOUR SANDY FORM, I WOULDN'T HAVE BEEN ABLE TO WALLOP YOU WITH ALL MY SPIDER STRENGTH...LIKE THIS!!
BUT NO! YOU HAD TO TAKE FORM IN FRONT OF MY EYES, TO MAKE A DRAMATIC APPEARANCE! OKAY, SO YOU IMPRESSED ME!!
WHAP!

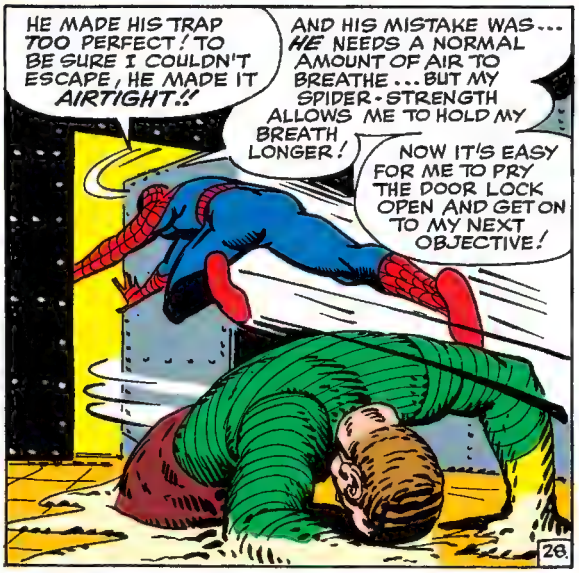

AND NOW, I'LL JUST... UH-OH!! WHEN I TOUCHED THE NOTE, IT CAUSED THOSE IRON PANELS TO RAISE!!


THEY'VE FORMED AN ESCAPE-PROOF IRON CELL! I'M TRAPPED INSIDE WITH SANDMAN!!
HAH! STILL FEEL LIKE GLOATING OVER YOUR "VICTORY", SPIDER-MAN ??

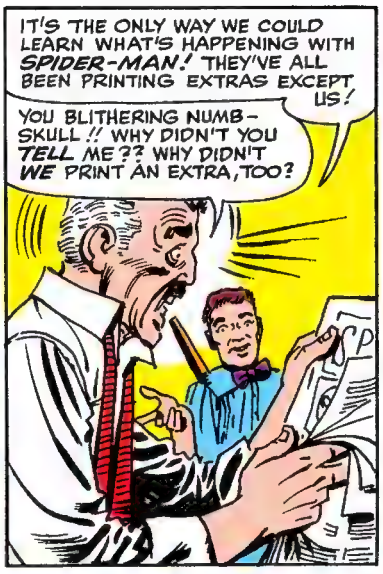

I PURPOSELY ALLOWED YOU TO GET THE NOTE, TO LET YOU THINK YOU'D WON!
WHEW! I'D ALMOST FORGOTTEN HOW HE CAN RESHAPE HIS SAND MOLECULES INTO ANY FORM!!

AND NOW, NO MATTER HOW YOU TRY TO DODGE MY BLOWS, IT'S ONLY A MATTER OF TIME BEFORE I CONNECT WITH YOU! YOU CAN'T KEEP DUCKING FOREVER!

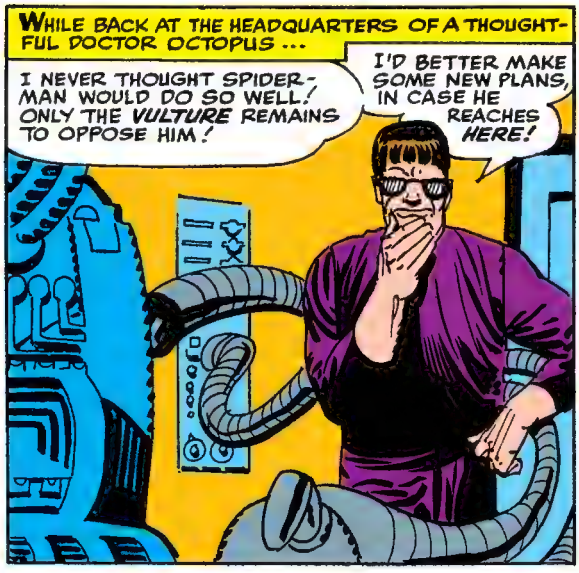
BUT THEN, SURPRISINGLY, THE SANDMAN BEGINS TO SLUMP FORWARD, WEAKENING... AS THOUGH ON THE VERGE OF COLLAPSE!!
WHAT'S HAPPENING TO ME?? I CAN'T BREATHE! NEED AIR... AIR!!
ANOTHER TRICK?? NO... HE MEANS IT! I REALIZE WHAT HAPPENED!

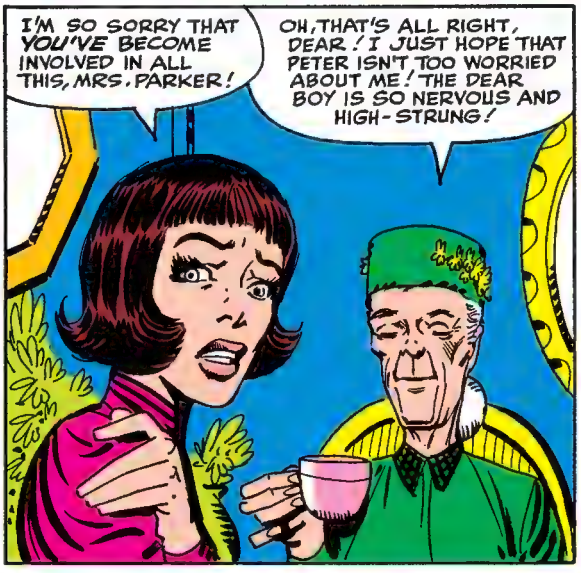

HE MADE HIS TRAP TOO PERFECT! TO BE SURE I COULDN'T ESCAPE, HE MADE IT AIRTIGHT!!
AND HIS MISTAKE WAS... HE NEEDS A NORMAL AMOUNT OF AIR TO BREATHE... BUT MY SPIDER-STRENGTH ALLOWS ME TO HOLD MY BREATH LONGER!
NOW IT'S EASY FOR ME TO PRY THE DOOR LOCK OPEN AND GET ON TO MY NEXT OBJECTIVE!

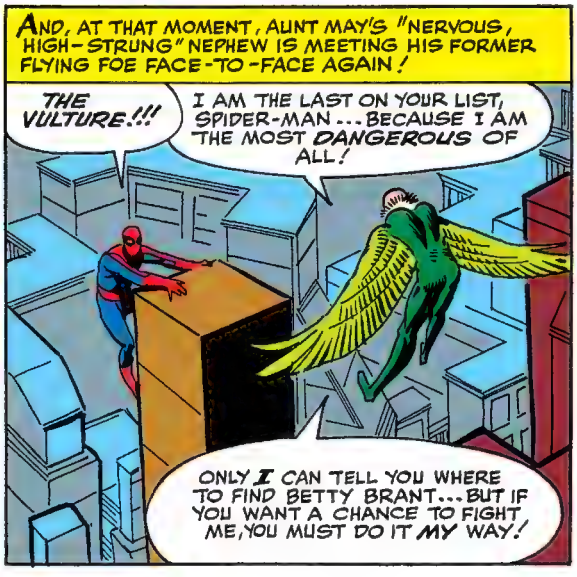
AND BY THIS TIME, J.J. JAMESON HAS REALIZED THAT SPIDERS CAN'T, OR WON'T TALK, AND SO...
I HOPE NOBODY NOTICED ME SHOUTING AT THAT BLAMED SPIDER!!
SAY! WHAT ARE ALL MY COMPETITORS' NEWSPAPERS DOING HERE?


IT'S THE ONLY WAY WE COULD LEARN WHAT'S HAPPENING WITH SPIDER-MAN! THEY'VE ALL BEEN PRINTING EXTRAS EXCEPT US!
YOU BLITHERING NUMB-SKULL!! WHY DIDN'T YOU TELL ME?? WHY DIDN'T WE PRINT AN EXTRA, TOO?

YOU SAID YOU DIDN'T WANT TO BE DISTURBED! AND WE CAN'T GO TO PRESS WITH-OUT YOUR O.K.!
OH, NO!! EVERYBODY IN TOWN HAS SCOOPED ME ... ON MY OWN STORY!!

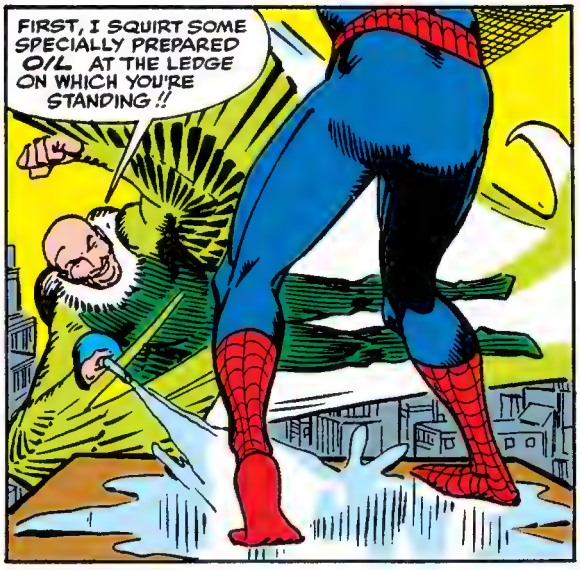

WHILE BACK AT THE HEADQUARTERS OF A THOUGHT-FUL DOCTOR OCTOPUS ...
I NEVER THOUGHT SPIDER-MAN WOULD DO SO WELL! ONLY THE VULTURE REMAINS TO OPPOSE HIM!
I'D BETTER MAKE SOME NEW PLANS, IN CASE HE REACHES HERE!

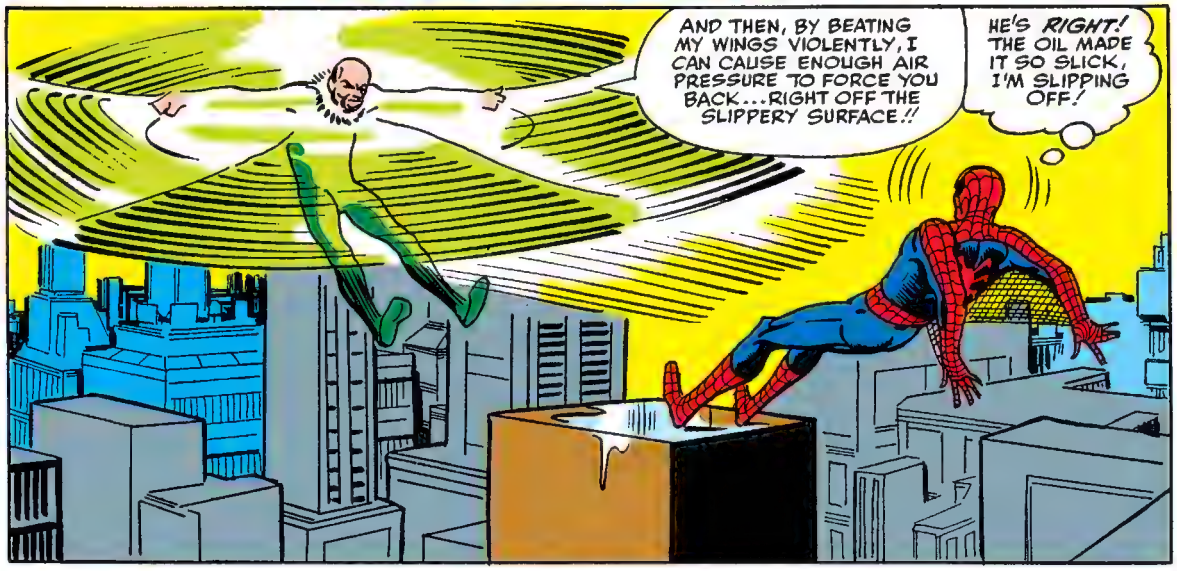

I'M SO SORRY THAT YOU'VE BECOME INVOLVED IN ALL THIS, MRS. PARKER!
OH, THAT'S ALL RIGHT, DEAR! I JUST HOPE THAT PETER ISN'T TOO WORRIED ABOUT ME! THE DEAR BOY IS SO NERVOUS AND HIGH-STRUNG!


AND, AT THAT MOMENT, AUNT MAY'S "NERVOUS, HIGH-STRUNG" NEPHEW IS MEETING HIS FORMER FLYING FOE FACE-TO-FACE AGAIN!
THE VULTURE!!!
I AM THE LAST ON YOUR LIST, SPIDER-MAN ... BECAUSE I AM THE MOST DANGEROUS OF ALL!
ONLY I CAN TELL YOU WHERE TO FIND BETTY BRANT ... BUT IF YOU WANT A CHANCE TO FIGHT ME, YOU MUST DO IT MY WAY!

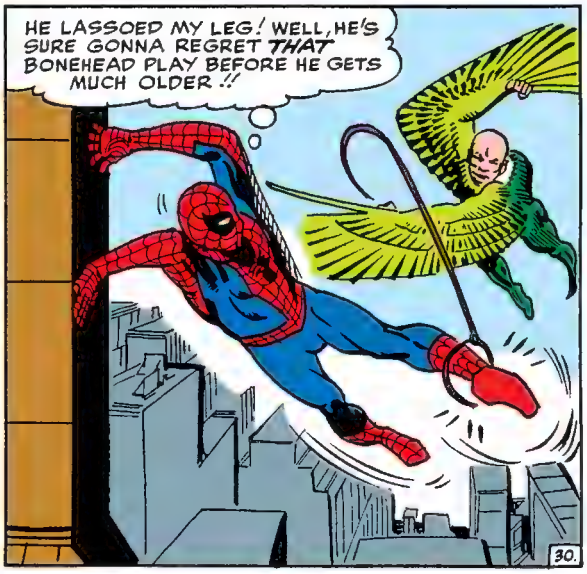
EACH TIME WE FOUGHT IN THE PAST, YOU DEFEATED ME WITH YOUR ACCURSED WEB! IF YOU WANT ANOTHER CHANCE YOU MUST REMOVE YOUR WEBBING DEVICE ... OR ELSE I'LL SIMPLY FLY OFF!
LOOKS LIKE YOU LEAVE ME NO CHOICE!

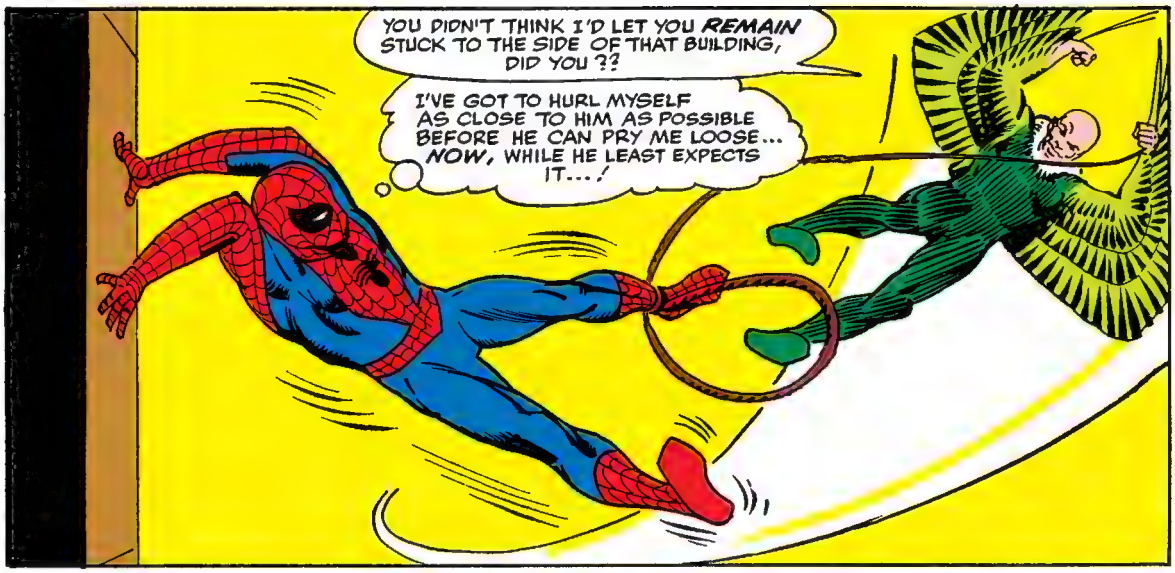
I DON'T KNOW HOW I CAN DEFEAT A FLYING MAN WITHOUT MY WEBBING... BUT THIS IS AS GOOD A TIME AS ANY TO DREAM UP A WAY!
GOOD!! AND NOW, I'LL SHOW YOU WHAT THE VULTURE CAN DO AGAINST A SPIDER WITHOUT HIS WEB!!

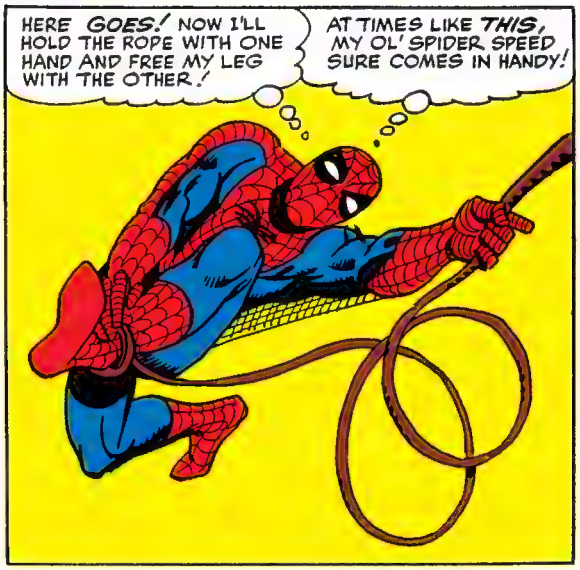

FIRST, I SQUIRT SOME SPECIALLY PREPARED OIL AT THE LEDGE ON WHICH YOU'RE STANDING!!


AND THEN, BY BEATING MY WINGS VIOLENTLY, I CAN CAUSE ENOUGH AIR PRESSURE TO FORCE YOU BACK...RIGHT OFF THE SLIPPERY SURFACE!!
HE'S RIGHT! THE OIL MADE IT SO SLICK, I'M SLIPPING OFF!

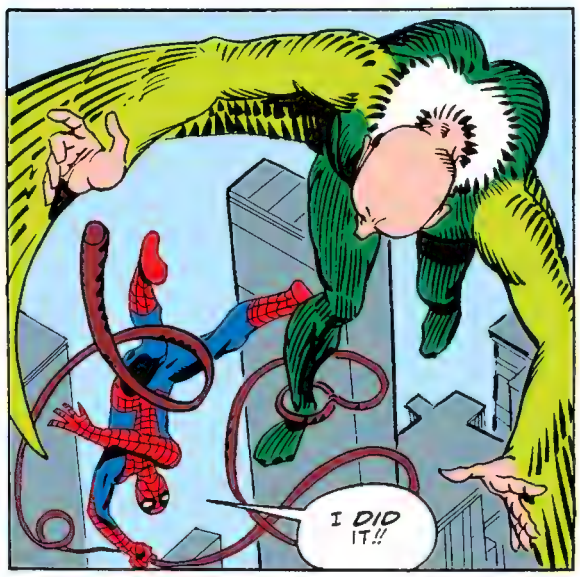
BUT EVEN WITHOUT MY WEB, I STILL HAVE THE POWER OF STICKING TO ANY DRY SURFACE... LIKE A SPIDER!


HE LASSOED MY LEG! WELL, HE'S SURE GONNA REGRET THAT BONEHEAD PLAY BEFORE HE GETS MUCH OLDER!!


YOU DIDN'T THINK I'D LET YOU REMAIN STUCK TO THE SIDE OF THAT BUILDING, DID YOU ??
I'VE GOT TO HURL MYSELF AS CLOSE TO HIM AS POSSIBLE BEFORE HE CAN PRY ME LOOSE... NOW, WHILE HE LEAST EXPECTS IT...!

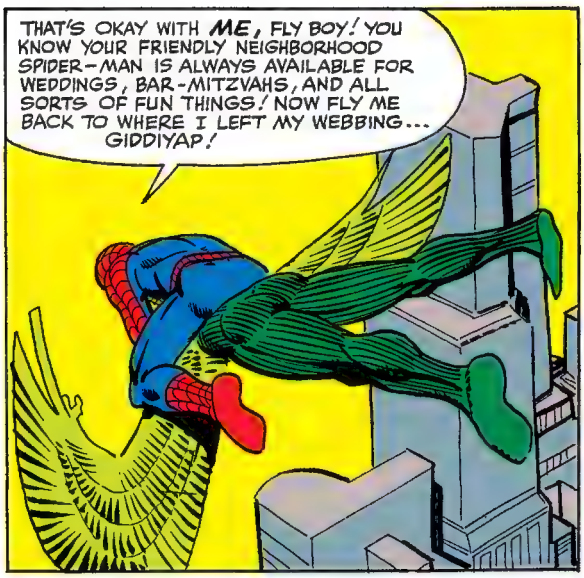

HERE GOES! NOW I'LL HOLD THE ROPE WITH ONE HAND AND FREE MY LEG WITH THE OTHER!
AT TIMES LIKE THIS, MY OL' SPIDER SPEED SURE COMES IN HANDY!

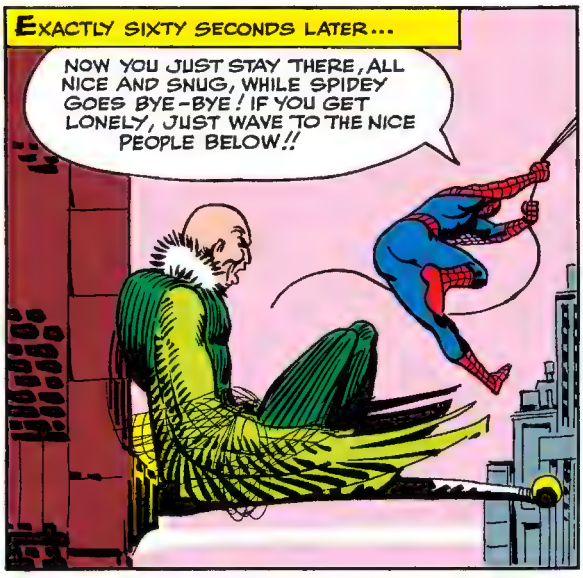
THE VULTURE STILL ISN'T SURE WHAT I'M UP TO! NOW TO LASSO HIS LEG BEFORE HE LETS THE ROPE GO!!

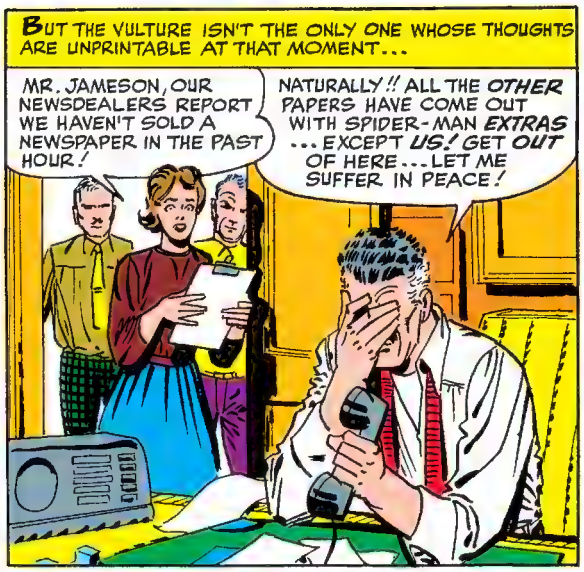

I DID IT!!

HEY, VULCHY BOY, HOW ABOUT THAT ??! IF THE SPIDER-MAN BUSINESS EVER GETS SLOW, I'LL TRY FOR A JOB ACTING IN T.V. WESTERNS!

AND NOW, YOU WING-FLAPPIN' WEASEL, I'M GONNA CLIP YOUR PIN FEATHERS FOR YOU!!
...UNLESS YOU TELL ME WHERE TO FIND BETTY BRANT...AND I MEAN RIGHT NOW, HEAR??
SURE, I'LL TELL YOU! YOU'LL NEVER BE ABLE TO LEAVE THE PLACE ALIVE, ANYWAY! AND IF YOU DO... WE'LL MEET AGAIN, SPIDER-MAN...I'LL SEE TO THAT!

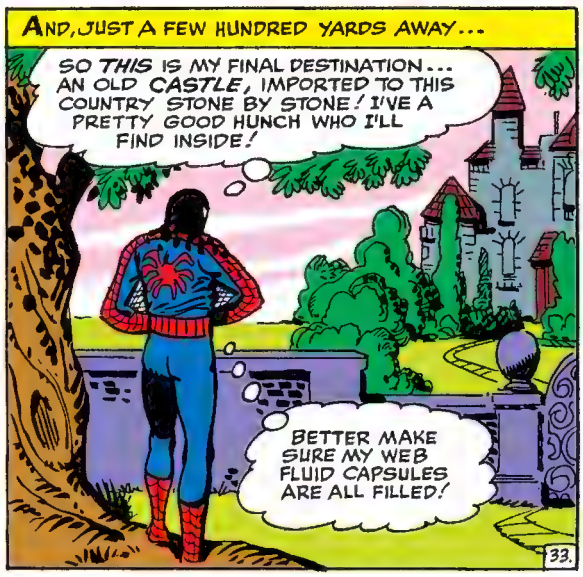

THAT'S OKAY WITH ME, FLY BOY! YOU KNOW YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS ALWAYS AVAILABLE FOR WEDDINGS, BAR-MITZVAHS, AND ALL SORTS OF FUN THINGS! NOW FLY ME BACK TO WHERE I LEFT MY WEBBING... GIDDIYAP!


EXACTLY SIXTY SECONDS LATER...
NOW YOU JUST STAY THERE, ALL NICE AND SNUG, WHILE SPIDEY GOES BYE-BYE! IF YOU GET LONELY, JUST WAVE TO THE NICE PEOPLE BELOW!!

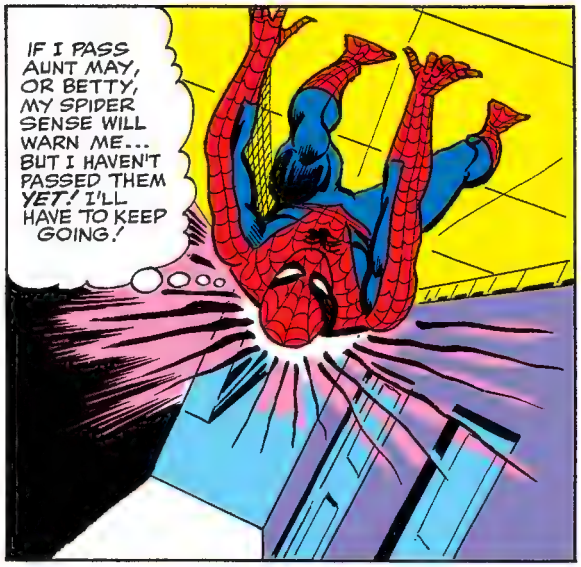

BUT THE VULTURE ISN'T THE ONLY ONE WHOSE THOUGHTS ARE UNPRINTABLE AT THAT MOMENT...
MR. JAMESON, OUR NEWSDEALERS REPORT WE HAVEN'T SOLD A NEWSPAPER IN THE PAST HOUR!
NATURALLY!! ALL THE OTHER PAPERS HAVE COME OUT WITH SPIDER-MAN EXTRAS ...EXCEPT US! GET OUT OF HERE...LET ME SUFFER IN PEACE!

AND, WHAT OF THE OMINOUS DOCTOR OCTOPUS..?
I HOPE YOU LADIES WILL EXCUSE ME FOR A WHILE! I'M EXPECTING ANOTHER, EH, VISITOR, TO ARRIVE SHORTLY!
BUT WHAT A ABOUT US?
DON'T WORRY, MISS BRANT... I'LL BE BACK!

MRS. PARKER!! WHAT DO YOU SUPPOSE HE MEANT BY THAT??
I DON'T KNOW, MY DEAR! BUT DOESN'T HE HAVE THE MOST CHARMING MANNERS? HE'S SO WELL-SPOKEN!


AND, JUST A FEW HUNDRED YARDS AWAY...
SO THIS IS MY FINAL DESTINATION... AN OLD CASTLE, IMPORTED TO THIS COUNTRY STONE BY STONE! I'VE A PRETTY GOOD HUNCH WHO I'LL FIND INSIDE!
BETTER MAKE SURE MY WEB FLUID CAPSULES ARE ALL FILLED!

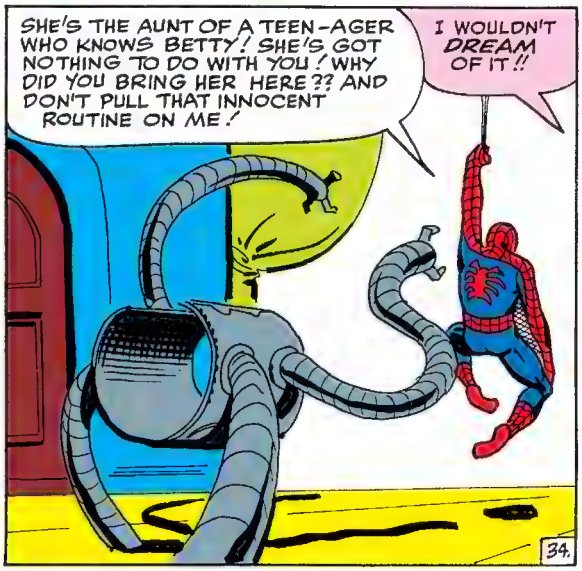
I HOPE I WON'T BE CONSIDERED IMPOLITE IF I DON'T KNOCK ON THE FRONT DOOR, BUT I HATE TO DISTURB PEOPLE WITH SUDDEN VISITS!

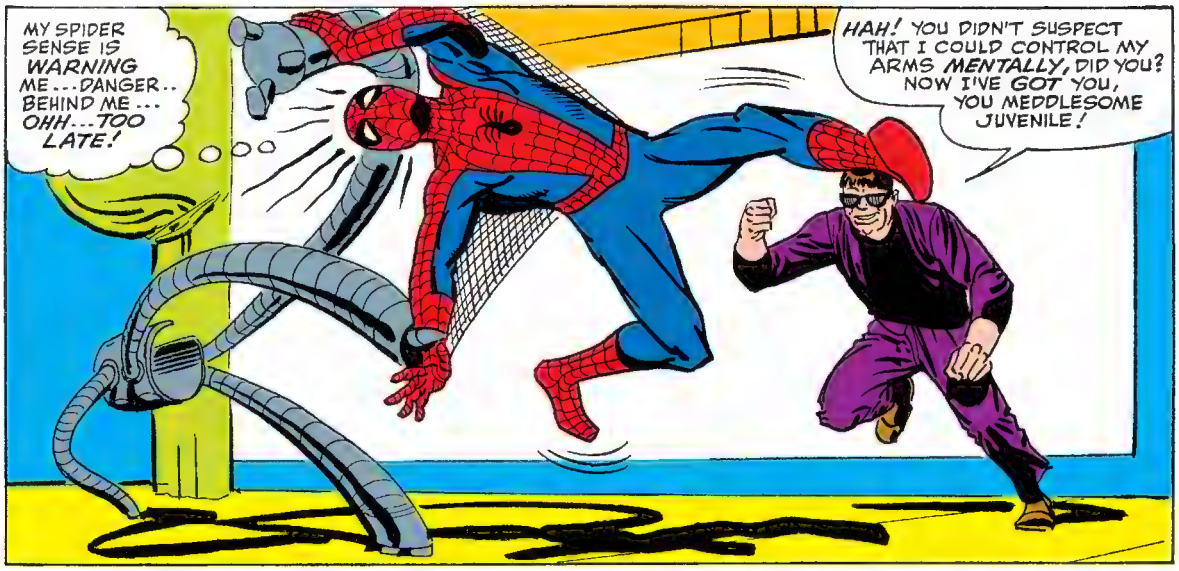

IF I PASS AUNT MAY, OR BETTY, MY SPIDER SENSE WILL WARN ME... BUT I HAVEN'T PASSED THEM YET! I'LL HAVE TO KEEP GOING!

FINALLY...
DOWN BELOW...IT'S DOCTOR OCTOPUS... WITHOUT HIS MECHANICAL ARMS!! I'LL NEVER HAVE A BETTER CHANCE AT HIM THAN NOW!

HI, DOC! LONG TIME NO SEE!!
SPIDER-MAN!! I'VE BEEN EXPECTING YOU!

SURE...I'LL BET YOU HAVE! BY THE WAY, WHERE ARE BETTY BRANT AND MRS. PARKER?
I'VE GOT TO KEEP HIM OCCUPIED TILL I CAN SPRING MY TRAP!!
WHAT WOULD MAKE YOU THINK I'VE SEEN THEM?? WHO IS MRS. PARKER, ANYWAY?

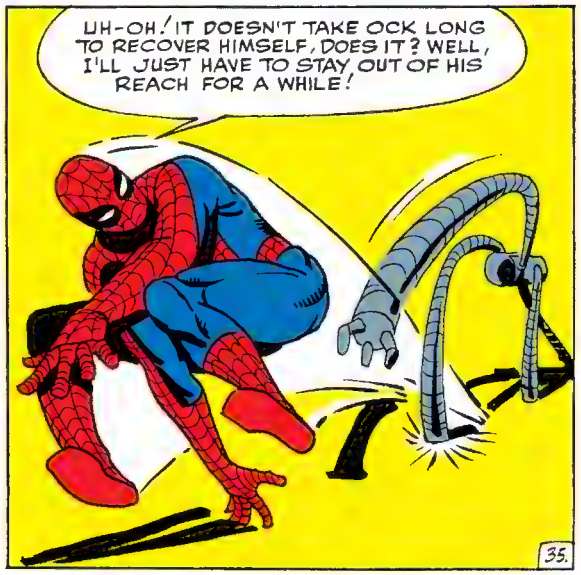

SHE'S THE AUNT OF A TEEN-AGER WHO KNOWS BETTY! SHE'S GOT NOTHING TO DO WITH YOU! WHY DID YOU BRING HER HERE?? AND DON'T PULL THAT INNOCENT ROUTINE ON ME!
I WOULDN'T DREAM OF IT!!


MY SPIDER SENSE IS WARNING ME...DANGER.. BEHIND ME... OHH...TOO LATE!
HAH! YOU DIDN'T SUSPECT THAT I COULD CONTROL MY ARMS MENTALLY, DID YOU? NOW I'VE GOT YOU, YOU MEDDLESOME JUVENILE!

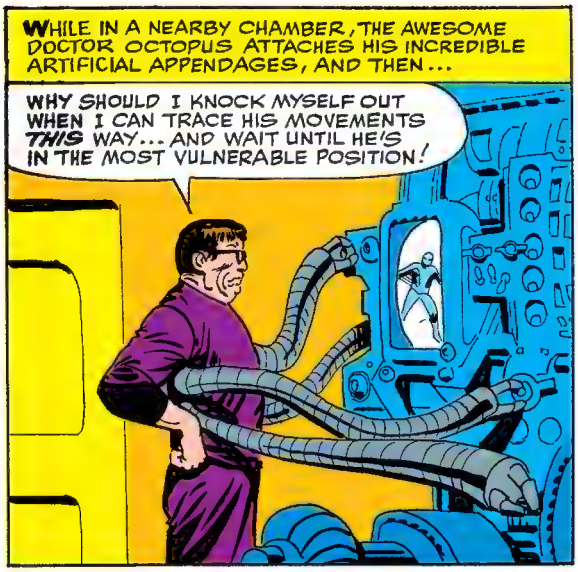
YOU WERE A FOOL TO THINK YOU HAD A CHANCE AGAINST THE POWER OF DOCTOR OCTOPUS!

TELL ME SOMETHING, OCK... ARE YOU TRYIN' TO DEFEAT ME BY TALKING ME TO DEATH?!

AHH, THAT'S MORE LIKE IT! I HAD A HUNCH THAT YOUR ARMS WOULD RELINQUISH THEIR GRIP ONCE I STUNNED YOU, IF THEY WERE UNDER YOUR MENTAL CONTROL!

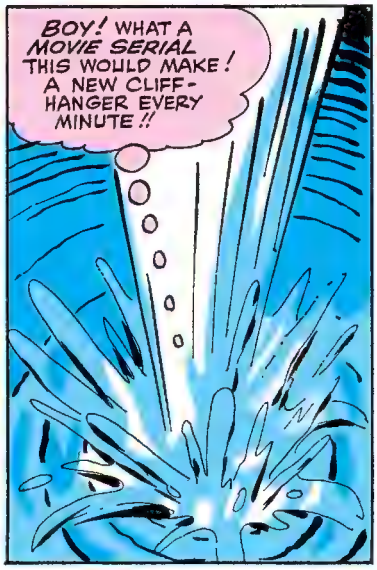

UH-OH! IT DOESN'T TAKE OCK LONG TO RECOVER HIMSELF, DOES IT? WELL, I'LL JUST HAVE TO STAY OUT OF HIS REACH FOR A WHILE!

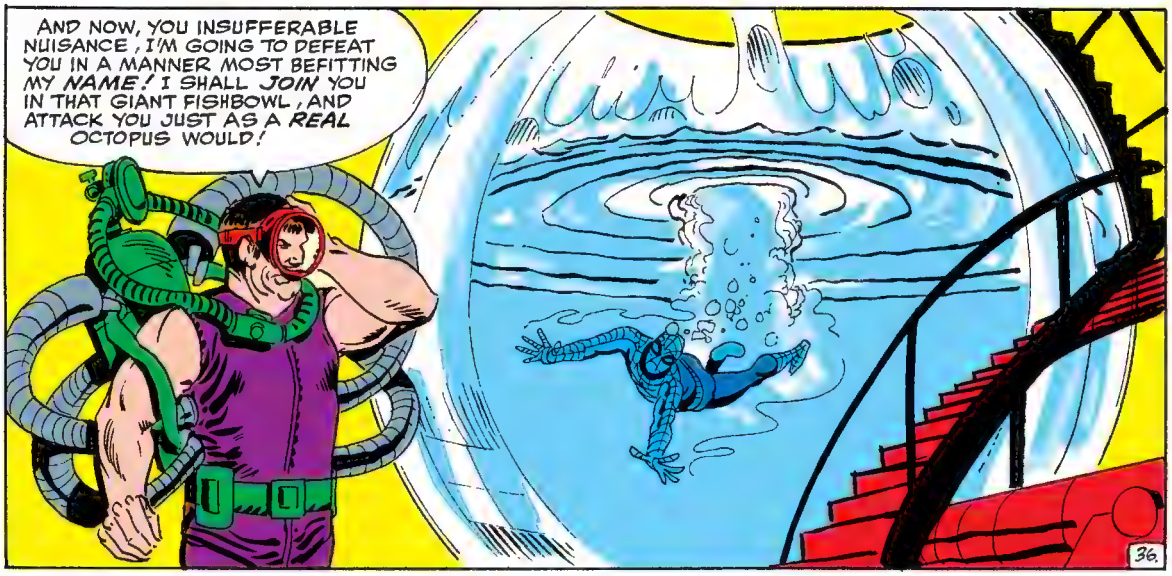
HE'S RECALLED HIS ARMS! THEY'RE GOING BACK TO HIM! NOW WHAT'S HE UP TO!?
OH, WELL, I'LL WORRY ABOUT THAT LATER! I'VE STILL GOT TO FIND BETTY AND AUNT MAY RIGHT NOW!

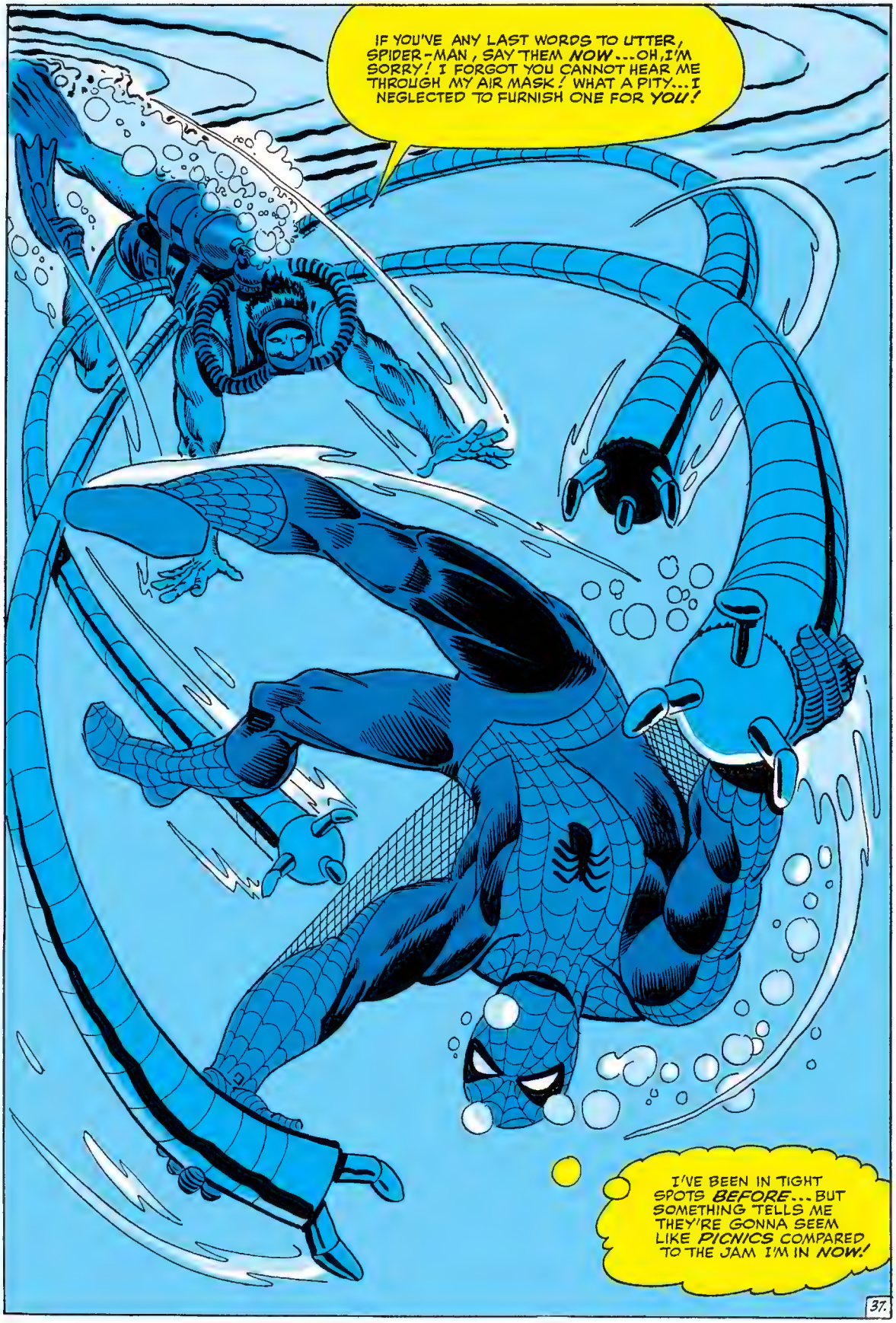

WHILE IN A NEARBY CHAMBER, THE AWESOME DOCTOR OCTOPUS ATTACHES HIS INCREDIBLE ARTIFICIAL APPENDAGES, AND THEN...
WHY SHOULD I KNOCK MYSELF OUT WHEN I CAN TRACE HIS MOVEMENTS THIS WAY... AND WAIT UNTIL HE'S IN THE MOST VULNERABLE POSITION!

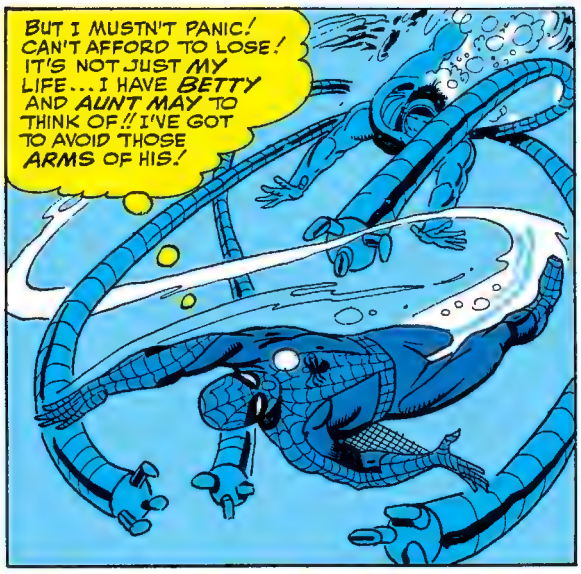
THIS PLACE HAS MORE TWISTS AND TURNS THAN A CORKSCREW! MY SPIDER SENSE IS TINGLING, BUT I DON'T SEE ANYTHING WRONG YET...!

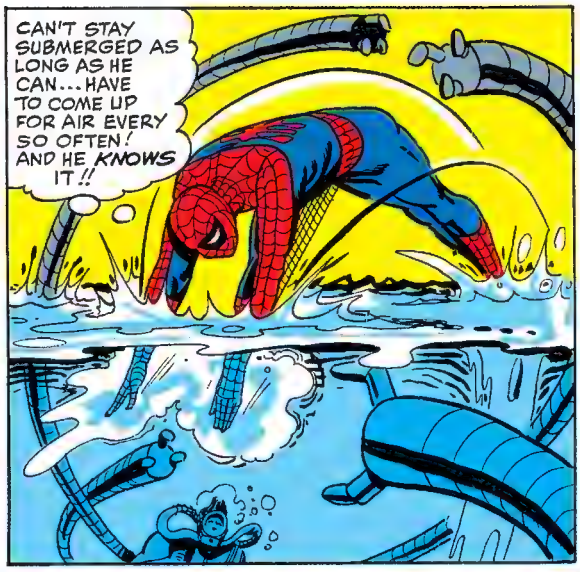
BUT SUDDENLY, A TRAP DOOR OPENS BENEATH SPIDER-MAN'S FEET, AND A POWERFUL BLAST OF AIR FROM THE CEILING FORCES HIM DOWN BEFORE HE CAN LEAP TO SAFETY!
UH-OH! LOOK OUT BELOW!!

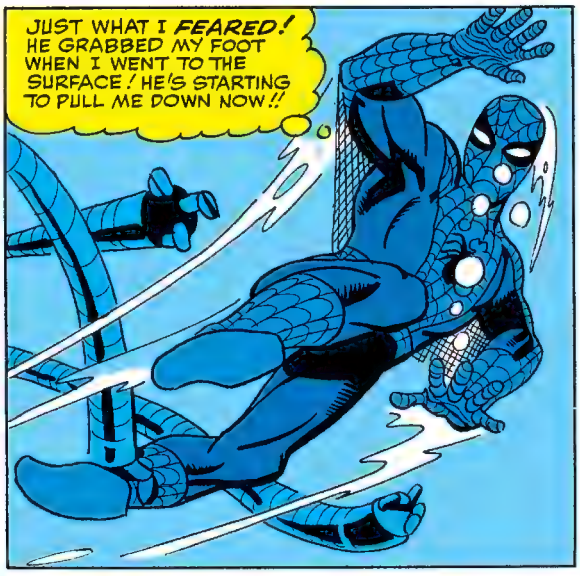

BOY! WHAT A MOVIE SERIAL THIS WOULD MAKE! A NEW CLIFF-HANGER EVERY MINUTE!!

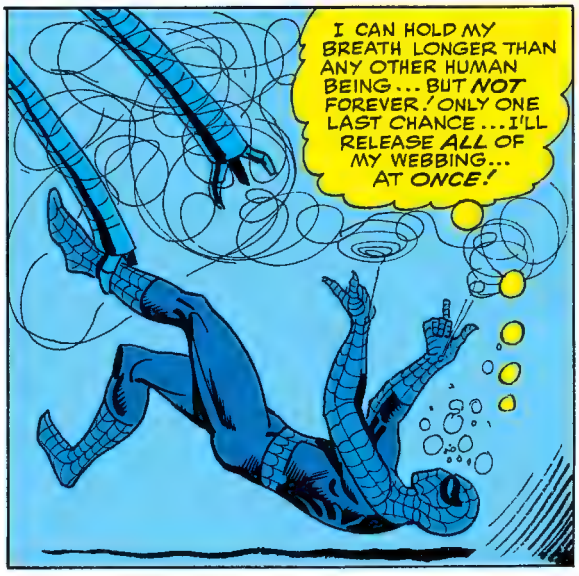

AND NOW, YOU INSUFFERABLE NUISANCE, I'M GOING TO DEFEAT YOU IN A MANNER MOST BEFITTING MY NAME! I SHALL JOIN YOU IN THAT GIANT FISHBOWL, AND ATTACK YOU JUST AS A REAL OCTOPUS WOULD!


IF YOU'VE ANY LAST WORDS TO UTTER, SPIDER-MAN, SAY THEM NOW...OH, I'M SORRY! I FORGOT YOU CANNOT HEAR ME THROUGH MY AIR MASK! WHAT A PITY...I NEGLECTED TO FURNISH ONE FOR YOU!
I'VE BEEN IN TIGHT SPOTS BEFORE...BUT SOMETHING TELLS ME THEY'RE GONNA SEEM LIKE PICNICS COMPARED TO THE JAM I'M IN NOW!

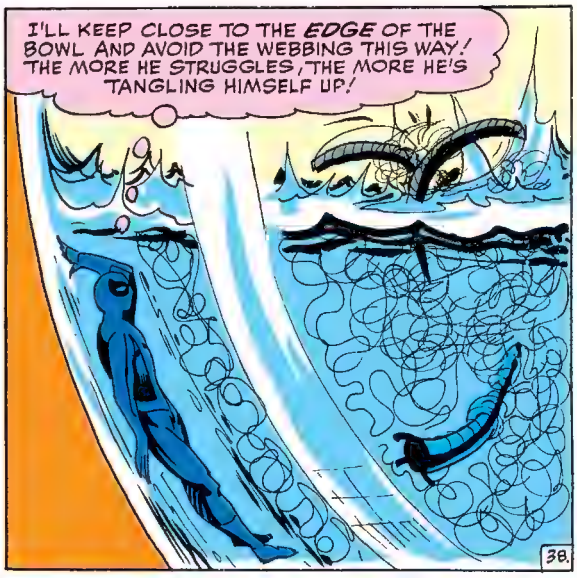

BUT I MUSTN'T PANIC! CAN'T AFFORD TO LOSE! IT'S NOT JUST MY LIFE... I HAVE BETTY AND AUNT MAY TO THINK OF!! I'VE GOT TO AVOID THOSE ARMS OF HIS!

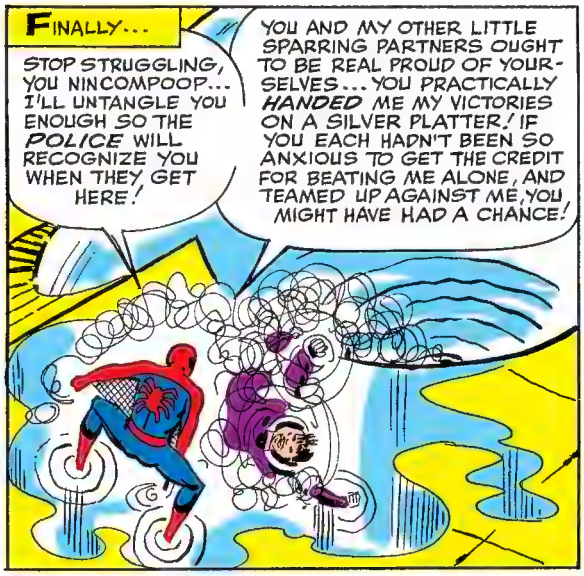

CAN'T STAY SUBMERGED AS LONG AS HE CAN... HAVE TO COME UP FOR AIR EVERY SO OFTEN! AND HE KNOWS IT!!

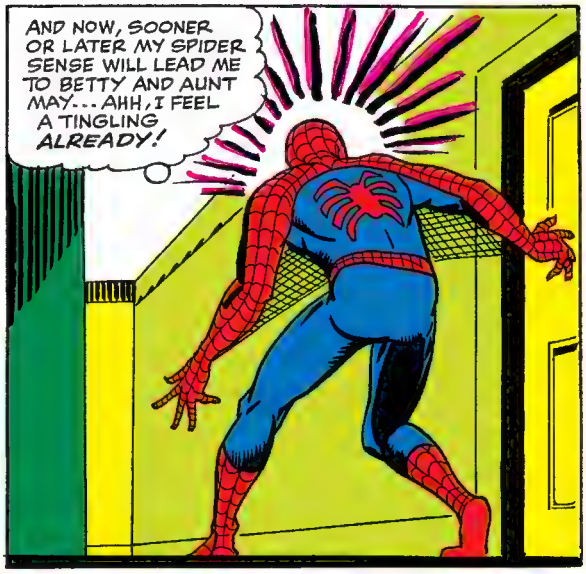

JUST WHAT I FEARED! HE GRABBED MY FOOT WHEN I WENT TO THE SURFACE! HE'S STARTING TO PULL ME DOWN NOW!!

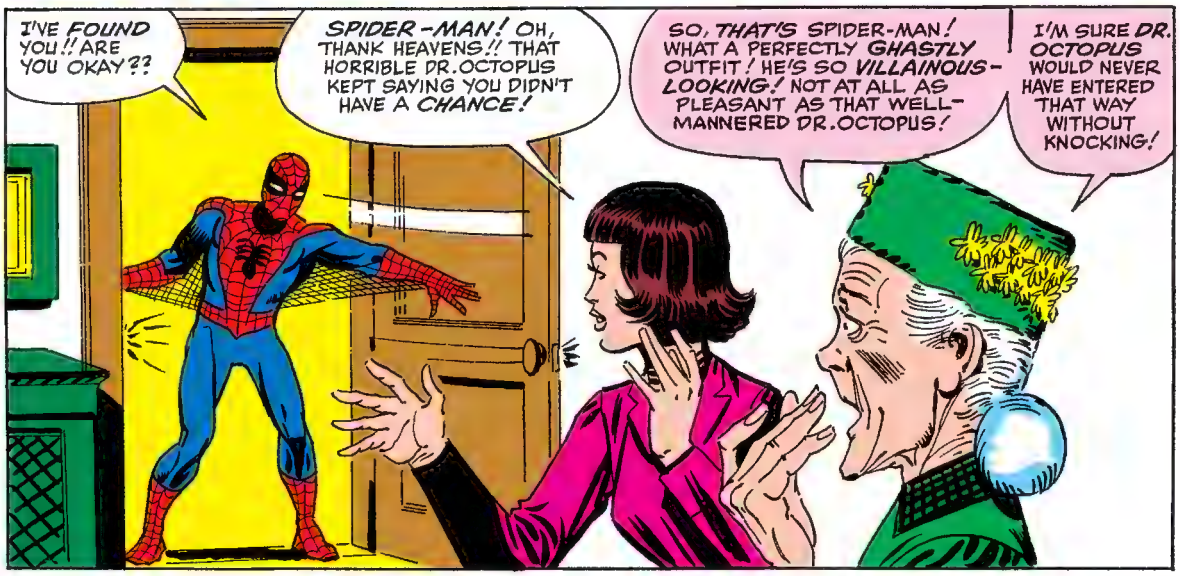

I CAN HOLD MY BREATH LONGER THAN ANY OTHER HUMAN BEING... BUT NOT FOREVER! ONLY ONE LAST CHANCE... I'LL RELEASE ALL OF MY WEBBING... AT ONCE!

IT'S WORKING! THE THIN, STRONG STRANDS OF WEB ARE ENTANGLING HIS ARMS LIKE SEAWEED... HE'S HAVING TROUBLE CONTROLLING THEM!! MY LEG IS FREE!

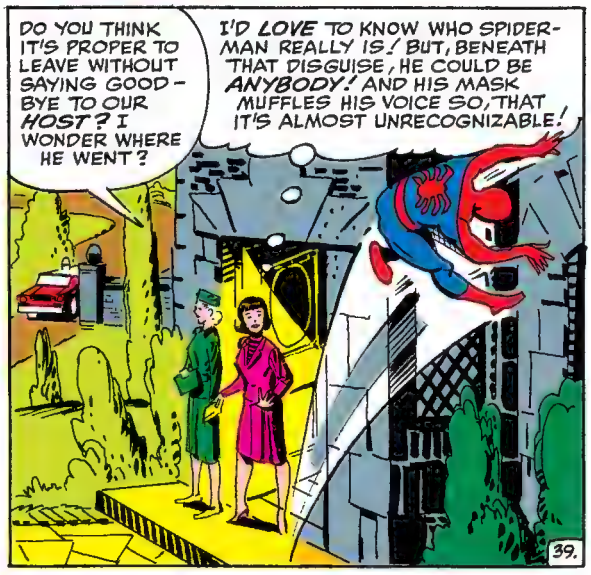

I'LL KEEP CLOSE TO THE EDGE OF THE BOWL AND AVOID THE WEBBING THIS WAY! THE MORE HE STRUGGLES, THE MORE HE'S TANGLING HIMSELF UP!


FINALLY...
STOP STRUGGLING, YOU NINCOMPOOP... I'LL UNTANGLE YOU ENOUGH SO THE POLICE WILL RECOGNIZE YOU WHEN THEY GET HERE!
YOU AND MY OTHER LITTLE SPARRING PARTNERS OUGHT TO BE REAL PROUD OF YOURSELVES... YOU PRACTICALLY HANDED ME MY VICTORIES ON A SILVER PLATTER! IF YOU EACH HADN'T BEEN SO ANXIOUS TO GET THE CREDIT FOR BEATING ME ALONE, AND TEAMED UP AGAINST ME, YOU MIGHT HAVE HAD A CHANCE!


AND NOW, SOONER OR LATER MY SPIDER SENSE WILL LEAD ME TO BETTY AND AUNT MAY... AHH, I FEEL A TINGLING ALREADY!


I'VE FOUND YOU!! ARE YOU OKAY??
SPIDER-MAN! OH, THANK HEAVENS!! THAT HORRIBLE DR. OCTOPUS KEPT SAYING YOU DIDN'T HAVE A CHANCE!
SO, THAT'S SPIDER-MAN! WHAT A PERFECTLY GHASTLY OUTFIT! HE'S SO VILLAINOUS-LOOKING! NOT AT ALL AS PLEASANT AS THAT WELL-MANNERED DR. OCTOPUS!
I'M SURE DR. OCTOPUS WOULD NEVER HAVE ENTERED THAT WAY WITHOUT KNOCKING!

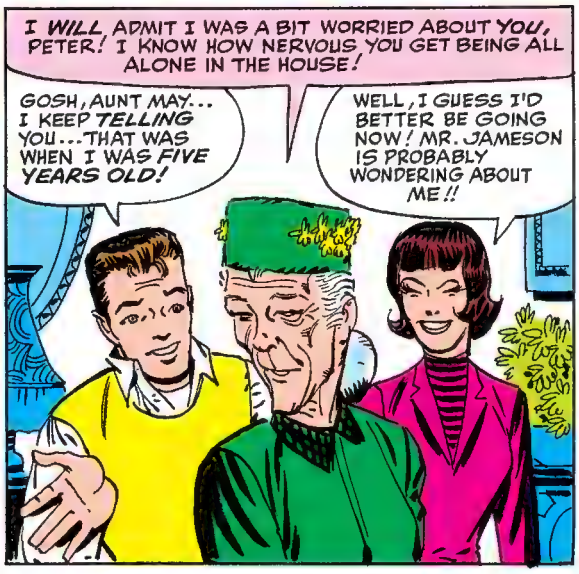
WELL, I'LL BE LEAVING NOW! I SENT A MESSAGE TO THE POLICE BEFORE I ARRIVED HERE... THEY SHOULD BE HERE ANY MINUTE!
JUST THINK, MRS. PARKER... WE'RE SAFE!
I'M AFRAID I DON'T UNDERSTAND ANY OF THIS!


DO YOU THINK IT'S PROPER TO LEAVE WITHOUT SAYING GOOD-BYE TO OUR HOST? I WONDER WHERE HE WENT?
I'D LOVE TO KNOW WHO SPIDER-MAN REALLY IS! BUT, BENEATH THAT DISGUISE, HE COULD BE ANYBODY! AND HIS MASK MUFFLES HIS VOICE SO, THAT IT'S ALMOST UNRECOGNIZABLE!

I'VE GOT TO REACH HOME BEFORE AUNT MAY, AND MEET HER AT THE DOOR, SO SHE NEVER SUSPECTS ANYTHING!

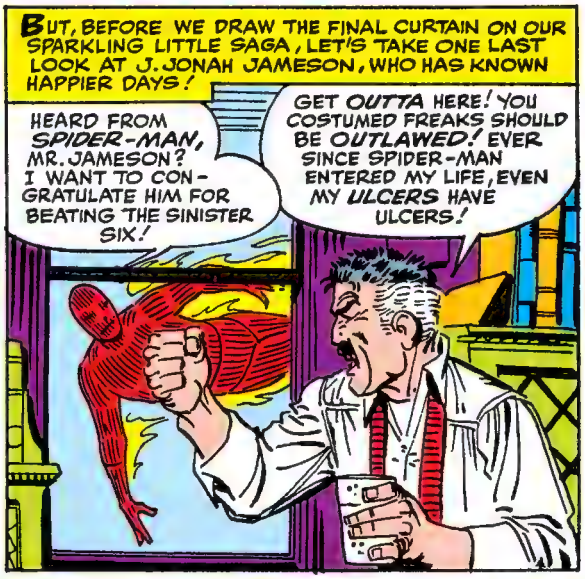
AND A SHORT TIME LATER, AS A POLICE CAR DRIVES UP TO THE DOOR ...
AUNT MAY! I WAS SO WORRIED ABOUT YOU!
SHE'S ALL RIGHT, PETER! EVERYTHING IS FINE!
OF COURSE I'M ALL RIGHT, DEAR! I HAD A VERY NICE VISIT WITH THE MOST INTERESTING MAN!
I GUESS YOU WON'T NEED US ANY MORE, LADIES!

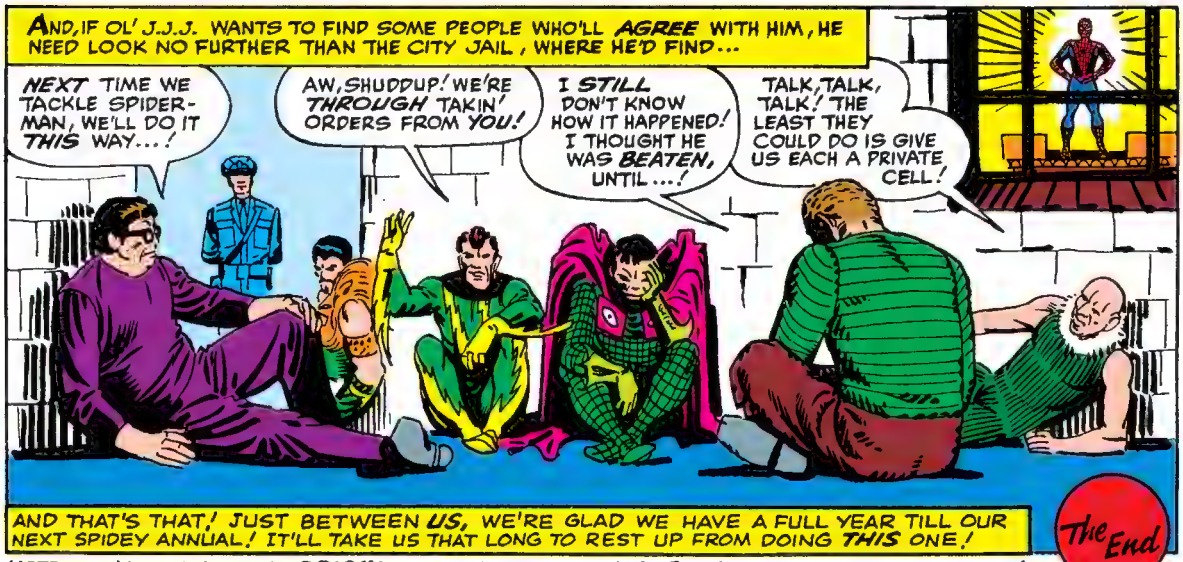
YOU MEAN, YOU'RE NOT ALL SHOOK-UP, OR ANYTHING ??
HEAVENS, NO! AND I'VE ASKED YOU NOT TO USE THAT AWFUL SLANG, HAVEN'T I, PETER?
YOUR AUNT IS A VERY, EH.. UNUSUAL WOMAN, PETER!


I WILL ADMIT I WAS A BIT WORRIED ABOUT YOU, PETER! I KNOW HOW NERVOUS YOU GET BEING ALL ALONE IN THE HOUSE!
GOSH, AUNT MAY... I KEEP TELLING YOU...THAT WAS WHEN I WAS FIVE YEARS OLD!
WELL, I GUESS I'D BETTER BE GOING NOW! MR. JAMESON IS PROBABLY WONDERING ABOUT ME!!

NONSENSE, DEAR! I'LL GET SOME COOKIES AND MILK, AND WE'LL ALL SIT DOWN FOR A FEW MINUTES AND... OH!!! OH HEAVENS!!
THIS IS WHAT I WAS AFRAID OF! A DELAYED SHOCK REACTION! SHE'S JUST REALIZING WHAT SHE WENT THROUGH NOW!

DO YOU REALIZE WE MISSED THE BEVERLY HILLBILLIES ??! I FORGOT ALL ABOUT THEM! AND I'VE BEEN WAITING ALL WEEK...!!
YOU MEAN... THAT'S WHAT UPSET YOU ??
KNOW SOMETHING, AUNT MAY? IN CASE I FORGOT TO TELL YOU, YOU'RE THE EVER-LOVIN' GREATEST!





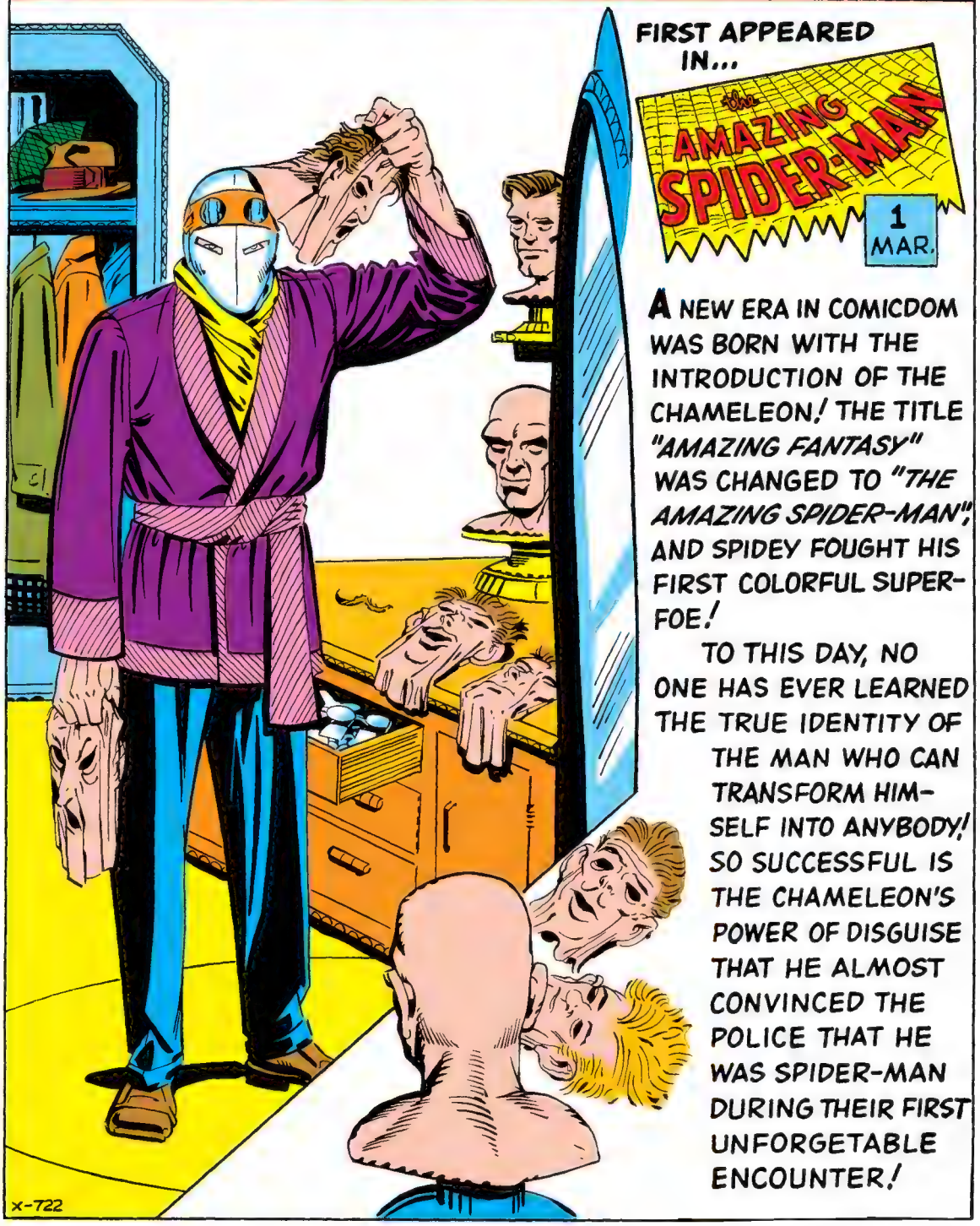
NOTE: DON'T MISS SPIDEY'S ORIGIN IN THE GREAT NEW MARVEL TALES ANNUAL, NOW ON SALE!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

the BURGLAR

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

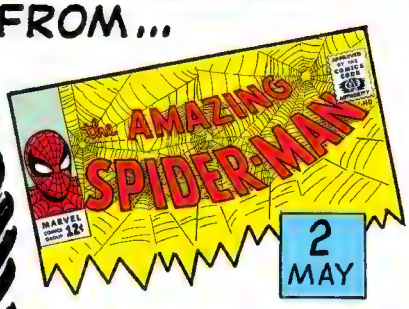
THE CHAMELEON



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The VULTURE

FROM...



FANDOM WILL NEVER FORGET THE FIRST BATTLE BETWEEN THE VULTURE AND SPIDER-MAN! HIGH ABOVE THE TOWERING SKYSCRAPERS THEY FOUGHT, THE MYSTERIOUS WINGED MENACE, AND THE TEEN-AGE CRIME-FIGHTER WHO HAD NEVER YET BATTLED SO DANGEROUS, SO POWERFUL A FOE!

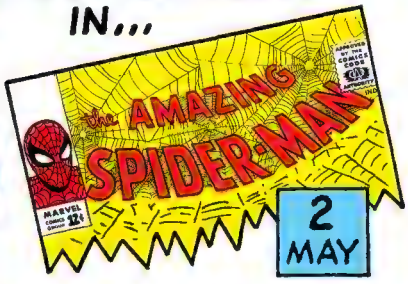
ACTUALLY, IT WAS IN THIS EPIC BATTLE THAT SPIDER-MAN IS SAID TO HAVE TRULY UNDERGONE HIS BAPTISM OF FIRE!

X-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The TERRIBLE TINKERER

FIRST APPEARED IN...



THIS STRANGE FOE IS CHIEFLY TO BE REMEMBERED BECAUSE OF THE FACT THAT HE HAS BEEN THE FIRST, AND THE ONLY ALIEN MENACE SPIDER-MAN HAS EVER FOUGHT!

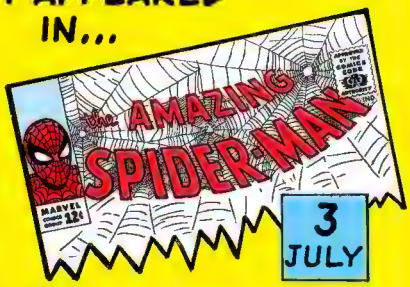
LITTLE DID THE AMAZING TEEN-AGER DREAM, AS HE VENTURED INTO THE TINKERER'S GLOOMY SHOP, THAT THE FATE OF HIS ENTIRE PLANET HUNG UPON SPIDER-MAN'S VICTORY AGAINST ALMOST HOPELESS ODDS!

x-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

Dr. OCTOPUS

FIRST APPEARED IN...



YOU ARE GAZING AT ONE OF THE MOST POWERFUL, MOST DANGEROUS, MOST UNCANNY MORTALS ON THE FACE OF THE EARTH! BORN OTTO OCTAVIOUS, HE WAS ONE OF THE NATION'S LEADING ATOMIC SCIENTISTS, USING HIS INGENIOUS ARTIFICIAL ARMS TO PERFORM EXPERIMENTS FROM BEHIND A LEAD WALL WHICH SHIELDED HIM FROM RADIATION! BUT, A FREAK NUCLEAR ACCIDENT MADE HIS ARMS LIKE LIVING THINGS, AND DOCTOR OCTOPUS WAS BORN!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

SANDMAN

POSSIBLY ONE OF THE MOST TRULY ORIGINAL, TRULY UNIQUE VILLAINS IN THIS, THE MARVEL AGE OF COMICS!

FIRST APPEARED IN...

FLINT MARKO HAD SPENT A LARGE PORTION OF HIS LIFE IN PRISON! A HABITUAL OFFENDER, HE WAS KNOWN AS ONE OF THE MOST INCORRIGIBLE PRISONERS AT MANY OF THE NATION'S MAXIMUM SECURITY JAILS! BUT, ONE NIGHT, DURING AN ATTEMPTED ESCAPE, HE HID ON A BEACH, NEAR THE SCENE OF AN ATOMIC TEST EXPLOSION! THERE, BY SOME INCREDIBLE ACCIDENT, THE MOLECULES OF HIS BODY MERGED WITH THE SAND UNDER HIS FEET, AND HIS BODY TOOK ON THE QUALITIES OF THE SAND ITSELF -- BECOMING VIRTUALLY INDESTRUCTIBLE! TO THIS VERY DAY, SANDMAN IS REGARDED BY PENAL AUTHORITIES AS ALMOST IMPOSSIBLE TO KEEP IMPRISONED!

X-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

DOCTOR DOOM

FIRST APPEARED IN...

WHAT CAN WE SAY ABOUT THIS, THE MOST BRILLIANT, MOST FEARED, MOST NOTORIOUS ARCH-VILLAIN OF OUR AGE? AS EVERY READER OF THE FABULOUS FANTASTIC FOUR KNOWS, DR. DOOM'S MASTERY OF SCIENCE IS EQUALLED ONLY BY REED RICHARDS, THE MAN HE HAS SWORN TO DESTROY! FOR A MORE COMPLETE AND COMPREHENSIVE HISTORY OF COMICDOM'S MASTER EVIL-DOER, BE SURE TO READ THE FANTASTIC FOUR ANNUAL #2, ON SALE THIS SUMMER, WHICH FEATURES AN ALL-NEW, THRILLING DOUBLE-LENGTH EPIC..."*THE SECRETS OF DOCTOR DOOM!*"

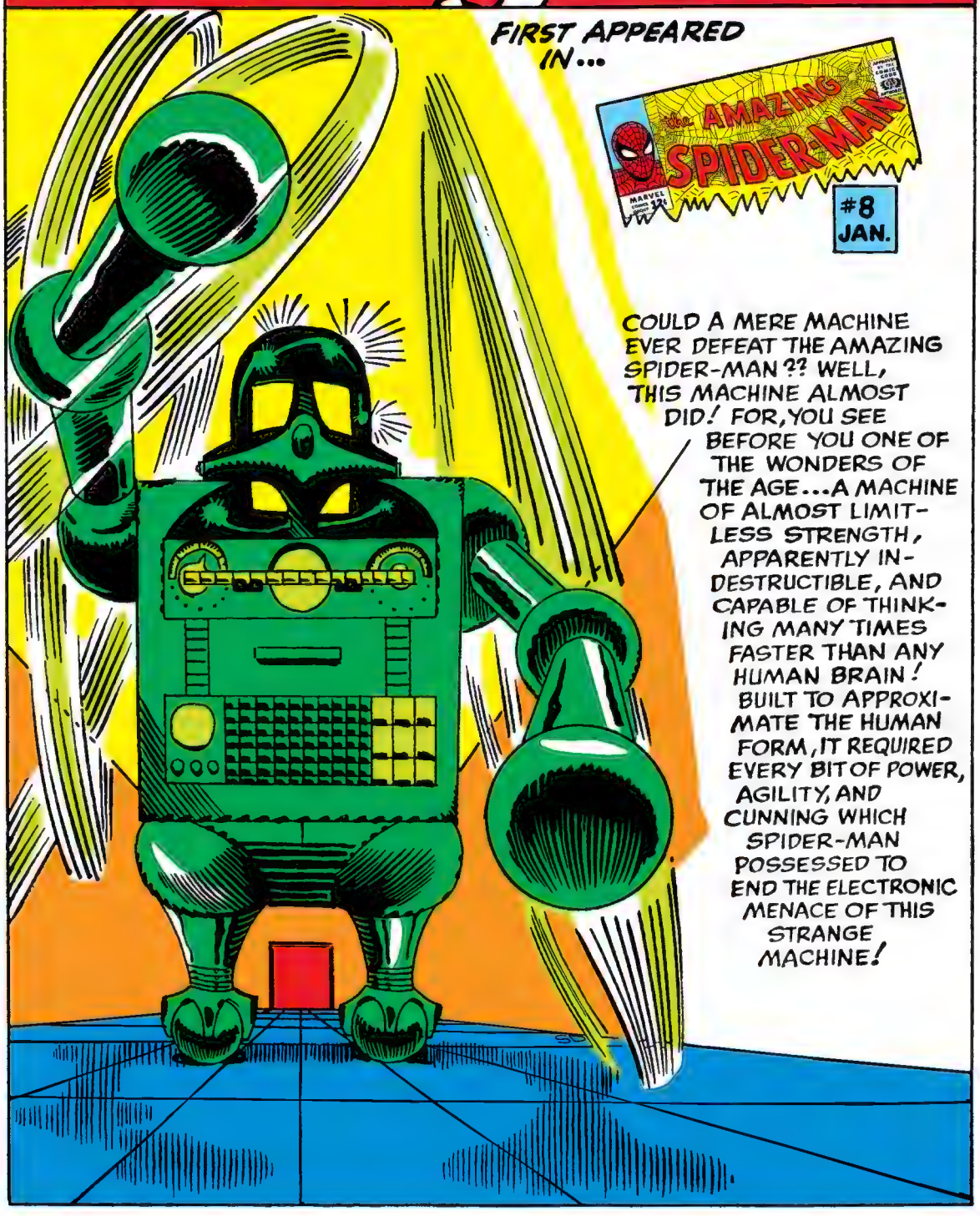
X-722

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The LIZARD

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

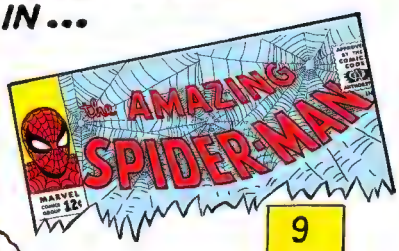
The Living BRAIN



A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

ELECTRO

FIRST APPEARED IN ...



9 FEB.

ALL THE UNLEASHED POWERS OF ELECTRICITY ARE HIS! FOR HE IS THE MASTER OF ONE OF EARTH'S GREATEST FORMS OF ENERGY! ORIGINALLY AN UNKNOWN ELECTRIC LINEMAN NAMED MAX DILLON, HE BECAME ONE OF THE MOST POWERFUL CRIMINALS OF ALL WHEN A CHANCE LIGHTNING BOLT STRUCK HIM WHILE HE WAS ATOP AN ELECTRIC POLE! KNOWN FOR THE SINISTERLY CLEVER USES TO WHICH HE PUTS HIS AWESOME POWER, ELECTRO IS TRULY ONE OF THE MOST UNUSUAL VILLAINS RAMPANT TODAY!

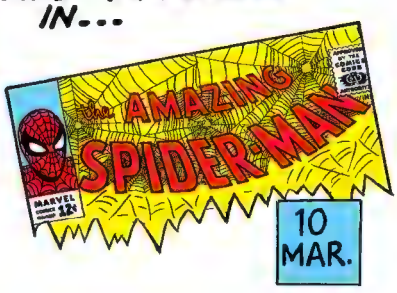
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The ENFORCERS

and

THE BIG MAN

FIRST APPEARED IN...



10 MAR.

READING FROM TOP TO BOTTOM, WE PRESENT... ***THE OX,*** EX-CIRCUS STRONGMAN WITH THE MIND OF A CHILD! ***MONTANA,*** THE WESTERN ROPE-WIZARD WHO CAN MAKE HIS LASSO DO EVERYTHING BUT TALK! ***FANCY DAN,*** WHOSE SMALL SIZE BELIES THE SPEED AND ACCURACY OF HIS POTENT JUDO AND KARATE BLOWS! PUT THEM ALL TOGETHER AND YOU HAVE A TEAM OF CRIMINALS NO CRIME-FIGHTER WOULD DARE TO EVER TURN HIS BACK UPON!

THE BIG MAN, ALTHOUGH POSSESSING NO SPECIAL POWERS OF HIS OWN, WAS THE MASTER CRIMINAL WHO ORGANIZED ***THE ENFORCERS,*** MUCH TO HIS SUBSEQUENT REGRET!

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

MYSTERIO

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The Green GOBLIN

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

KRAVEN THE HUNTER

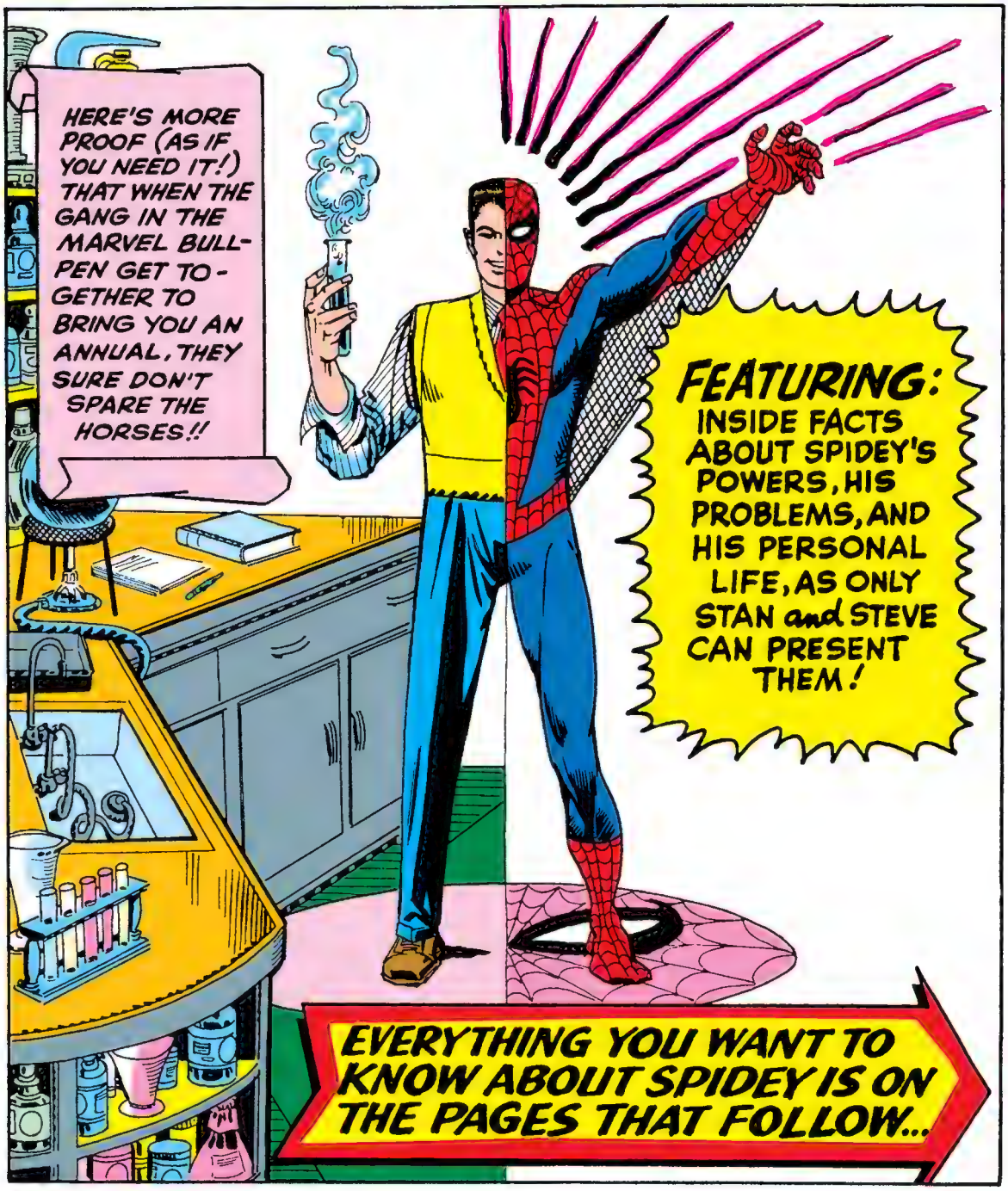
FIRST APPEARED IN...

15 AUG.

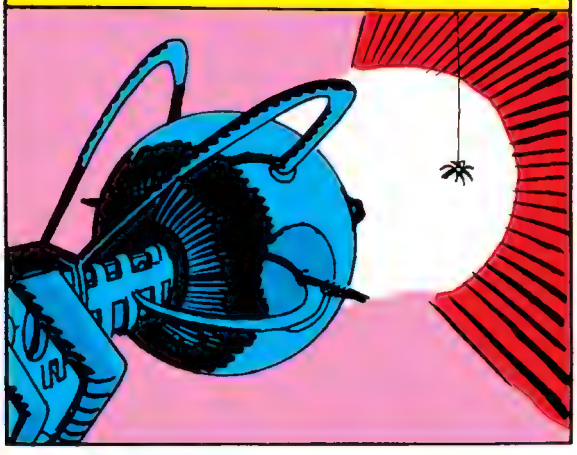
NOW HERE IS ONE CHARACTER WHO IS EVERY BIT AS DANGEROUS AS HE LOOKS! **KRAVEN** HAS HUNTED AND DEFEATED EVERY WILD BEAST KNOWN TO MAN, AND ACCOMPLISHED THAT FEAT ALONE AND UNARMED!

HIS SPEED RIVALS THAT OF A CHEETAH, AND HIS SAVAGERY AND STRENGTH ARE IN A CLASS BY THEMSELVES! THUS WE HAVE **KRAVEN, THE HUNTER**, WHOSE ONE BURNING DESIRE IS TO LURE **SPIDER-MAN** INTO THE JUNGLE AND ACHIEVE A FINAL VICTORY OVER HIS YOUTHFUL FOE!

The SECRETS of SPIDER-MAN!



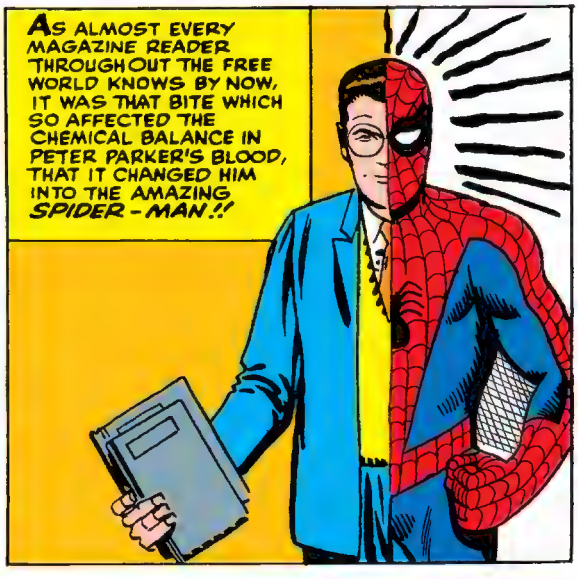
THE AMAZING, ALMOST LEGENDARY CAREER OF THE YOUTH KNOWN AS *SPIDER-MAN* HAD ITS BEGINNING SOME TIME AGO, IN THE SCIENCE HALL OF MIDTOWN HIGH SCHOOL, WHERE A DEMONSTRATION OF RADIO-ACTIVITY WAS TAKING PLACE...

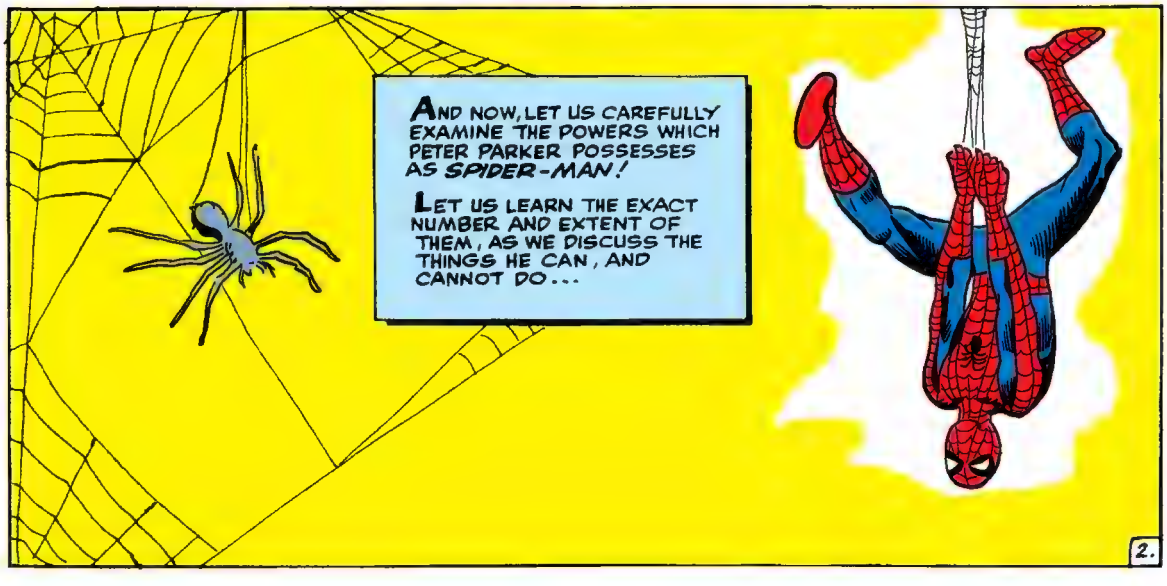


NO ONE AT THE EXHIBITION NOTICED A TINY *SPIDER* DESCENDING ON A THIN STRAND OF WEB... A SPIDER WHICH FATE HAD CHOSEN TO ABSORB A FANTASTIC AMOUNT OF RADIOACTIVITY AT THE PRECISE MOMENT THAT PETER PARKER WALKED BY!

IN SUDDEN SHOCK, THE DYING INSECT BIT THE NEAREST LIVING THING A SPLIT-SECOND BEFORE THE LIFE FADED FROM FROM ITS BODY... AND, THAT NEAREST LIVING THING WAS THE LAD WHO WAS LATER TO BECOME THE WORLD'S MOST EXCITING TEEN-AGER!

AS ALMOST EVERY MAGAZINE READER THROUGHOUT THE FREE WORLD KNOWS BY NOW, IT WAS THAT BITE WHICH SO AFFECTED THE CHEMICAL BALANCE IN PETER PARKER'S BLOOD, THAT IT CHANGED HIM INTO THE AMAZING *SPIDER-MAN!!*



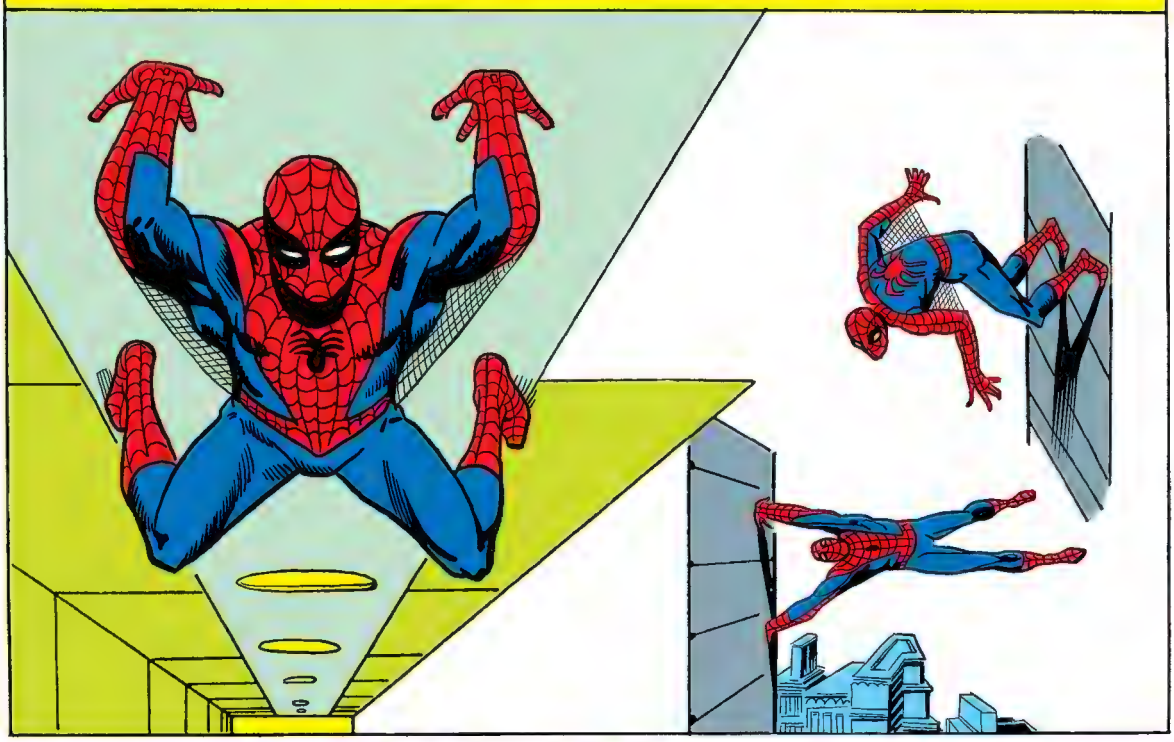


HAVING THE PROPORTIONATE STRENGTH OF A SPIDER, SPIDER-MAN IS ONE OF THE MOST POWERFUL SUPER-HEROES! ONLY *THOR, THE HULK* AND *THE THING* HAVE GREATER STRENGTH! (*AND WE MUST REMEMBER THAT PETER PARKER IS STILL A TEEN-AGER, NOT HAVING QUITE REACHED HIS FULL MATURITY YET.*)

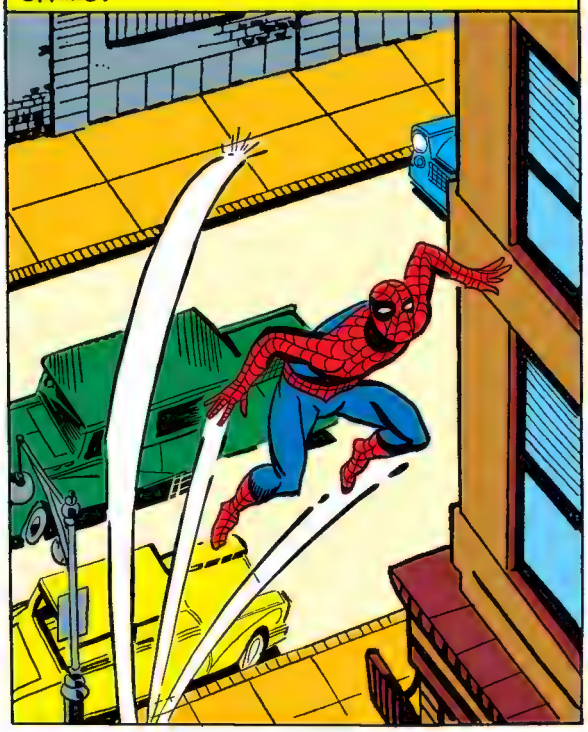
ONE OF SPIDER-MAN'S MOST VALUABLE ASSETS IS HIS *CLINGING ABILITY!* LIKE A GIANT HUMAN SPIDER, HIS HANDS AND FEET SUPPORT HIM AGAINST THE PULL OF GRAVITY AS THOUGH THEY HAVE THOUSANDS OF TINY SUCTION CUPS!

NO MATTER HOW SMOOTH A SURFACE MAY BE... NO MATTER HOW HIGH, OR HOW PRECARIOUS IT MAY BE, ANY AREA THAT AN ACTUAL SPIDER CAN CLING TO, CAN ALSO SUPPORT THE AMAZING TEEN-AGE ADVENTURER!

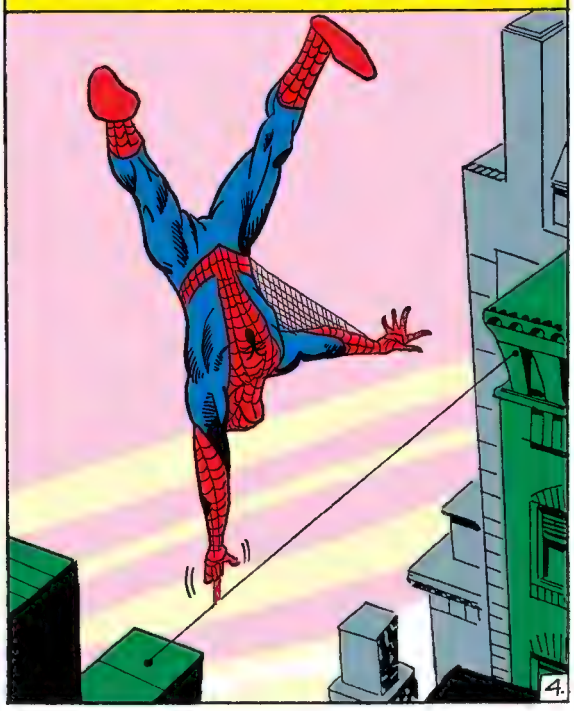
PERHAPS AS REMARKABLE AS HIS CLINGING ABILITY ITSELF IS THE *EASE* WITH WHICH SPIDEY CAN USE IT! THERE IS NEVER ANY HINT OF STRAIN, OR DIFFICULTY IN HIS CLINGING TO WALLS OR CEILINGS! IN FACT, HE IS JUST AS MUCH AT HOME ON ANY SURFACE AS AN ACTUAL SPIDER WOULD BE! *NOTE:* SOME OF THE MAGNIFICENT POSES OF SPIDER-MAN TRAVERSING WALLS AND CEILINGS, WHICH STEVE DITKO HAS ILLUSTRATED, HAVE ALREADY REACHED THE STATUS OF CONTEMPORARY CLASSICS!

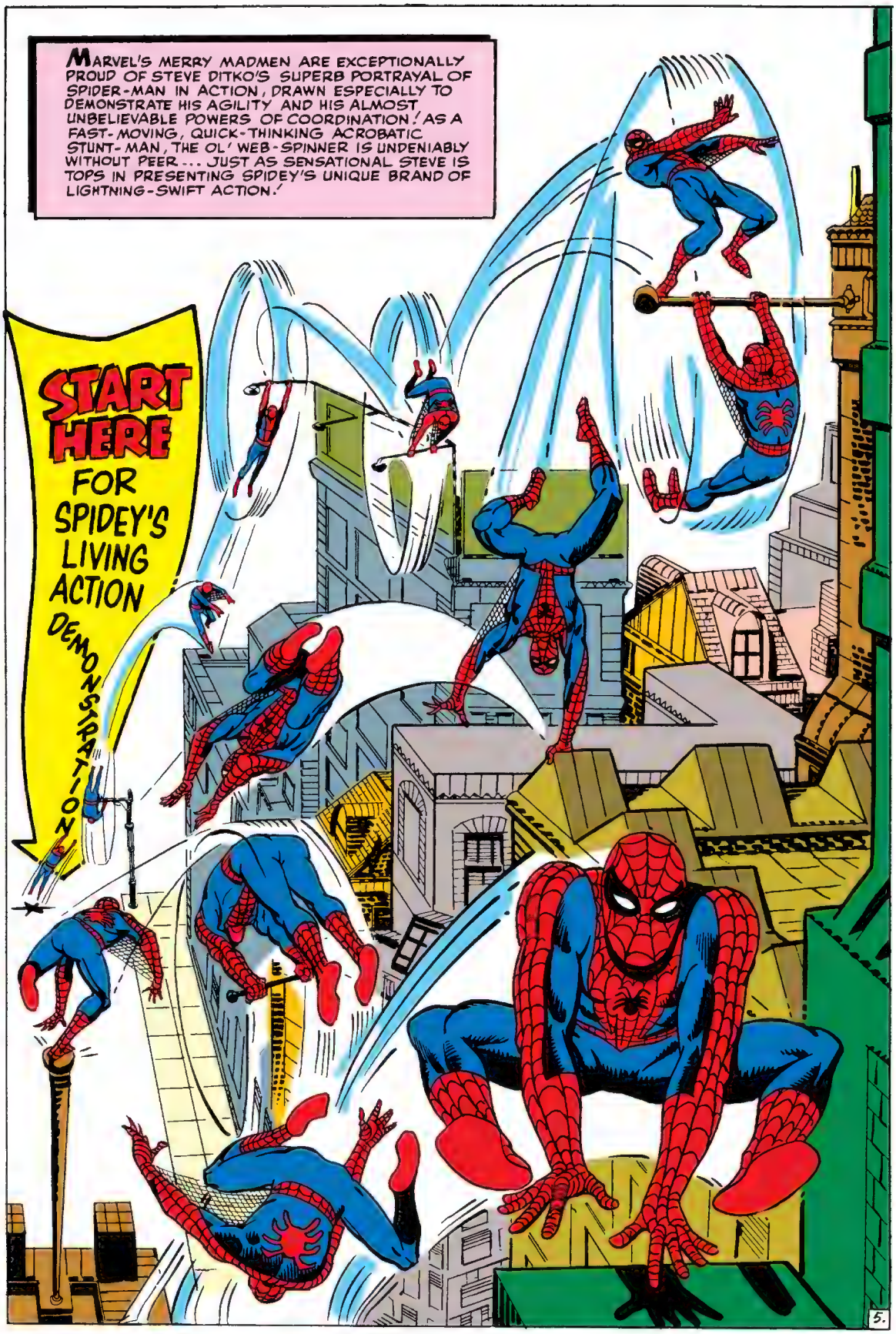


AMONG THE MOST NIMBLE OF ALL ADVENTURERS, SPIDER-MAN'S LEAPING ABILITY ALSO DESERVES MENTION! HE IS ABLE TO LEAP THE WIDTH OF AN AVERAGE CITY STREET, AND CAN ATTAIN A HEIGHT OF THREE STORIES WITH ONE SPIDER-POWERED SPRING!



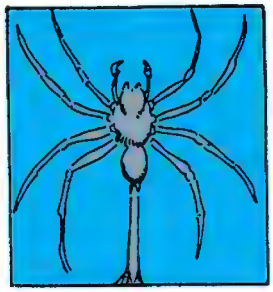
WITH HIS ASSUMPTION OF THE PROPORTIONATE STRENGTH OF A SPIDER, IT IS ONLY NATURAL FOR THE COSTUMED CRUSADER TO POSSESS THE UNCANNY BALANCING ABILITY OF THE WONDERFUL ARACHNIDS AS WELL! SUFFICE IT TO SAY THAT THE AMAZING SPIDER-MAN IS EASILY THE GREATEST BALANCER OF ANY HUMAN BEING ON EARTH!

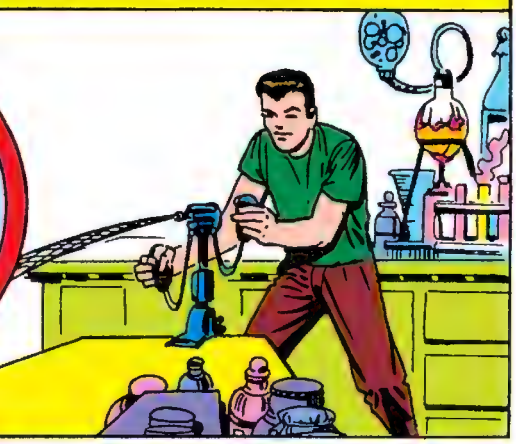



MARVEL'S MERRY MADMEN ARE EXCEPTIONALLY PROUD OF STEVE DITKO'S SUPERB PORTRAYAL OF SPIDER-MAN IN ACTION, DRAWN ESPECIALLY TO DEMONSTRATE HIS AGILITY AND HIS ALMOST UNBELIEVABLE POWERS OF COORDINATION! AS A FAST-MOVING, QUICK-THINKING ACROBATIC STUNT-MAN, THE OL' WEB-SPINNER IS UNDENIABLY WITHOUT PEER... JUST AS SENSATIONAL STEVE IS TOPS IN PRESENTING SPIDEY'S UNIQUE BRAND OF LIGHTNING-SWIFT ACTION!
START HERE
FOR SPIDEY'S LIVING ACTION DEMONSTRATION!
5.

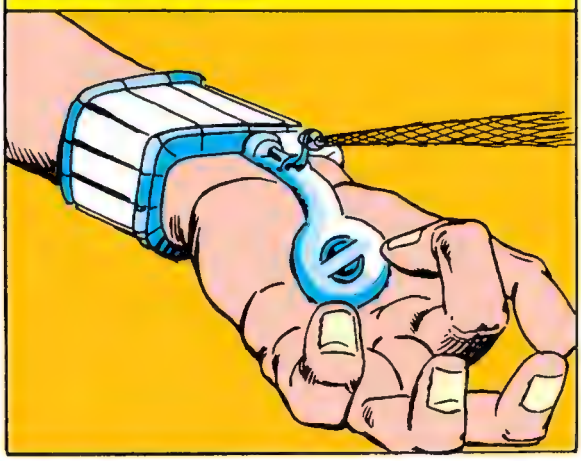
FORTUNATELY FOR PETER PARKER (*AND THE WORLD AT LARGE*), THE AMAZING TEEN-AGER IS A BRILLIANT SCIENCE STUDENT! HE HAS DEVOTED LONG HOURS OF STUDY TO LEARNING EVERYTHING HE CAN ABOUT SPIDERS! ALTHOUGH IT IS NOT A MATTER OF PUBLIC KNOWLEDGE, HE IS PROBABLY THE WORLD'S GREATEST AUTHORITY ON THE SUBJECT OF WEBS AND THEIR CREATION...

HIS WEB-MAKING ABILITY IS ONE OF HIS MOST CLOSELY-GUARDED SECRETS! BUT WE *CAN* TELL YOU THIS... HE MAKES HIS OWN WEB FLUID UNDER THE MOST EXACTING CONDITIONS IN THE LAB, STORING IT IN SMALL, COMPACT CYLINDERS LIKE MINIATURE TOOTHPASTE TUBES!

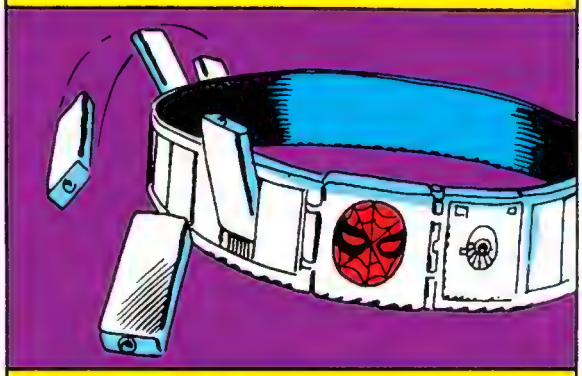




AS ANY *SPIDER-MAN* READER KNOWS, SPIDEY'S WEB-SHOOTER IS WORN AT HIS WRIST, AND ACTIVATED BY THE SLIGHTEST TOUCH OF HIS FINGER UPON THE SUPER-SENSITIVE ELECTRODE LOCATED ON THE PALM OF HIS HAND!



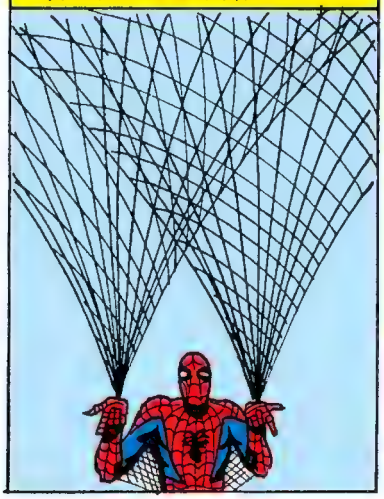
INASMUCH AS HIS WEBBING IS HIS MOST POTENT WEAPON, THE MASKED ADVENTURER ALWAYS CARRIES SPARE WEB-FLUID CAPSULES CLIPPED ONTO HIS INGENIOUSLY DESIGNED UTILITY BELT!



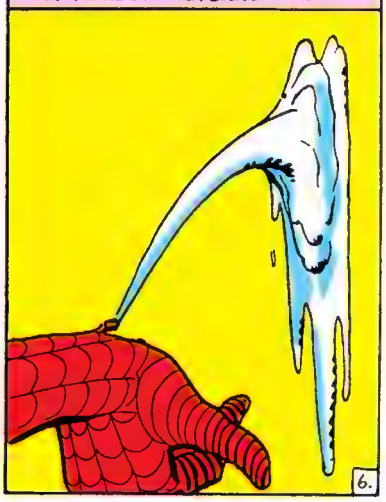
BY ADJUSTING THE NOZZLE OF HIS WEB-SHOOTER IN ONE EASY MOTION, SPIDEY CAN EJECT HIS WEB FLUID IN ANY ONE OF THREE DIFFERENT WAYS...

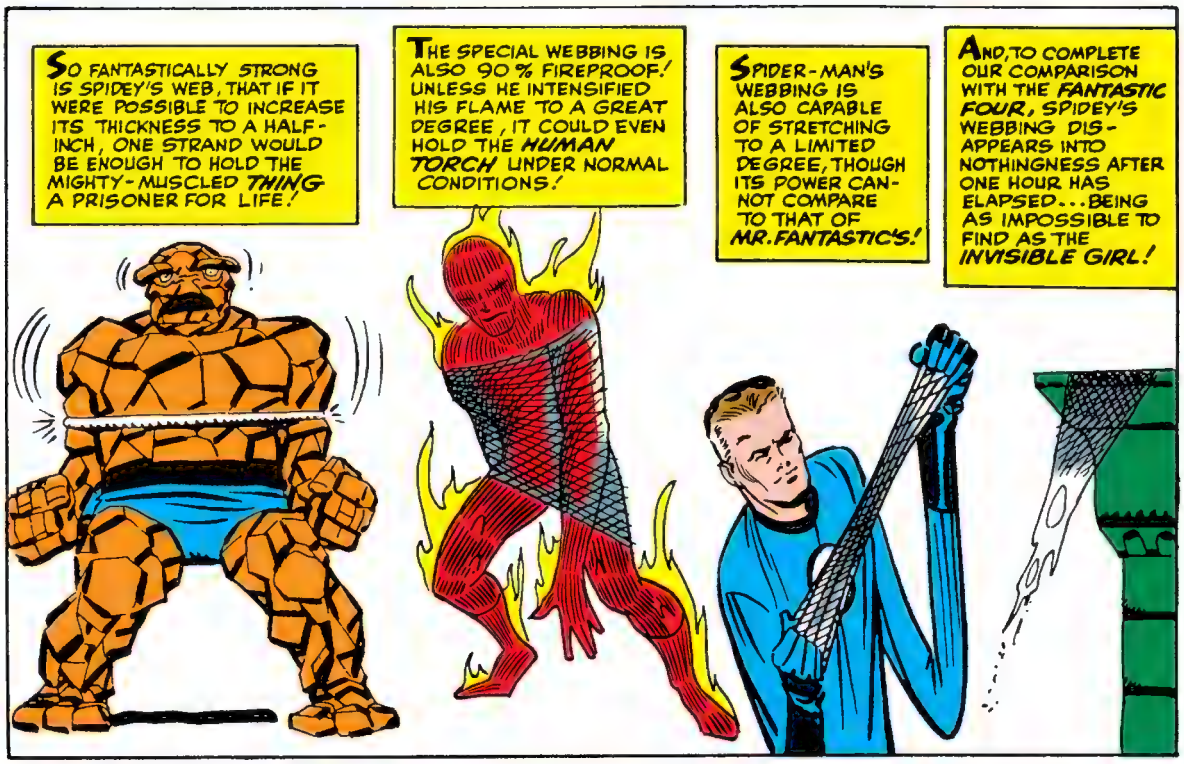
1. AS A THIN, INCREDIBLY STRONG *LINE*...

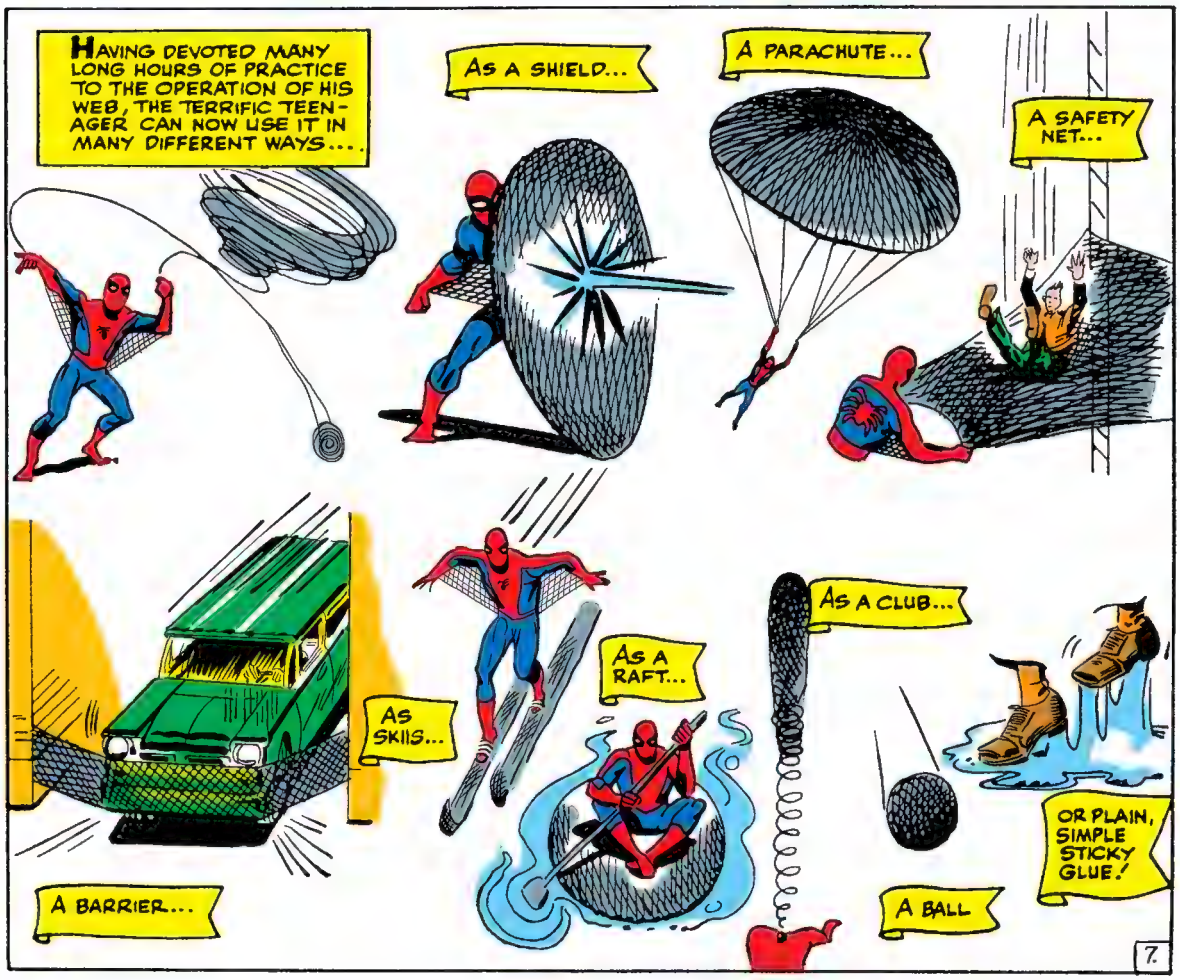
2. AS A FINE, QUICK-SPREADING *SPRAY*...



3. OR AS A THICK, TREMENDOUSLY ADHESIVE *LIQUID*...!

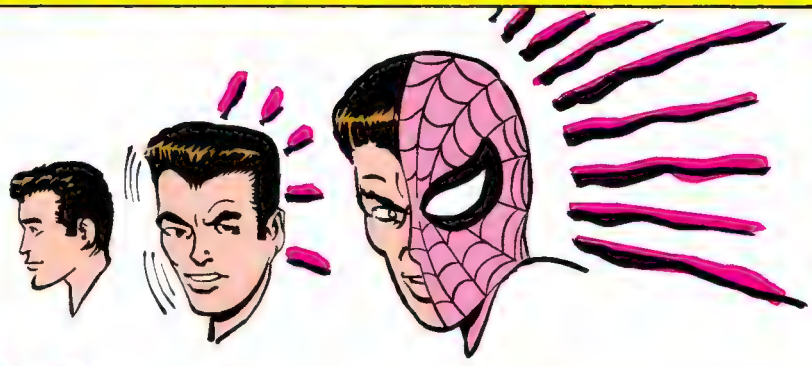



SO FANTASTICALLY STRONG IS SPIDEY'S WEB, THAT IF IT WERE POSSIBLE TO INCREASE ITS THICKNESS TO A HALF-INCH, ONE STRAND WOULD BE ENOUGH TO HOLD THE MIGHTY-MUSCLED THING A PRISONER FOR LIFE!
THE SPECIAL WEBBING IS ALSO 90% FIREPROOF! UNLESS HE INTENSIFIED HIS FLAME TO A GREAT DEGREE, IT COULD EVEN HOLD THE HUMAN TORCH UNDER NORMAL CONDITIONS!
SPIDER-MAN'S WEBBING IS ALSO CAPABLE OF STRETCHING TO A LIMITED DEGREE, THOUGH ITS POWER CANNOT COMPARE TO THAT OF MR. FANTASTIC'S!
AND, TO COMPLETE OUR COMPARISON WITH THE FANTASTIC FOUR, SPIDEY'S WEBBING DISAPPEARS INTO NOTHINGNESS AFTER ONE HOUR HAS ELAPSED... BEING AS IMPOSSIBLE TO FIND AS THE INVISIBLE GIRL!


HAVING DEVOTED MANY LONG HOURS OF PRACTICE TO THE OPERATION OF HIS WEB, THE TERRIFIC TEENAGER CAN NOW USE IT IN MANY DIFFERENT WAYS....
AS A SHIELD...
A PARACHUTE...
A SAFETY NET...
A BARRIER...
AS SKIIS...
AS A RAFT...
AS A CLUB...
A BALL
OR PLAIN, SIMPLE STICKY GLUE!

SPIDEY'S SPIDER SENSES!

ANOTHER OF SPIDER-MAN'S AMAZING POWERS IS HIS ABILITY TO SENSE DANGER! INVISIBLE, UN-DETECTABLE, HIS UNCANNY SPIDER SENSE ALERTS HIM TO ANYTHING OUT OF THE ORDINARY!



IT'S LIKE POSSESSING A BUILT-IN RADAR UNIT! EVEN IF BLIND-FOLDED, SPIDEY'S INSTINCTS GUIDE HIM UNERRINGLY!

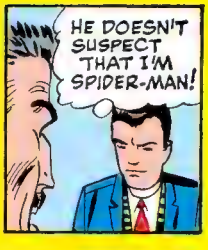
EVEN IN TOTAL DARKNESS, HE IS NEVER HELPLESS, THANKS TO HIS SPIDER-SENSE!

OF ALL KNOWN HUMANS, ONLY THE FEARLESS *DAREDEVIL* HAS SENSES WHICH ARE EVEN MORE HIGHLY DEVELOPED THAN SPIDER-MAN'S!

IT'S LIKE HAVING EYES IN THE BACK OF YOUR HEAD! SPIDEY IS ALMOST IMPOSSIBLE TO AMBUSH FROM BEHIND!

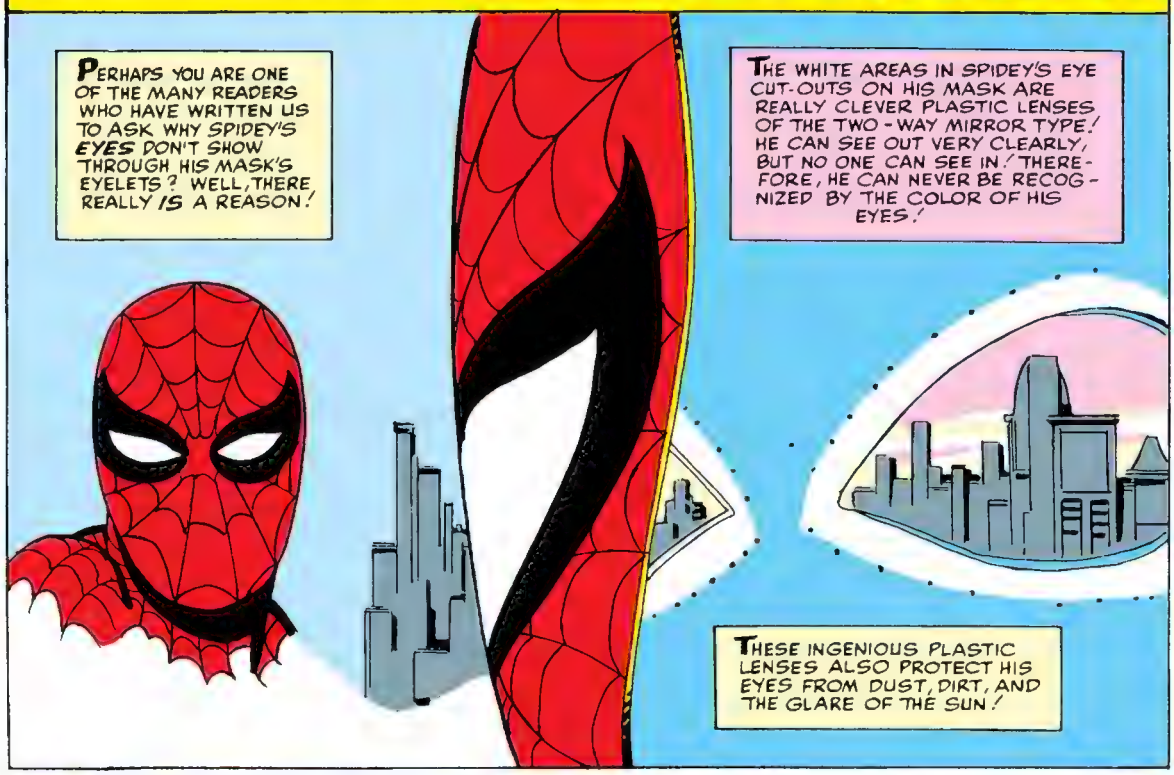
AND NOW, FOR THE BENEFIT OF MANY INTERESTED FANS WHO HAVE ASKED WHY WE SHOW OL' WEB-HEAD WITH THOSE RADIATING LINES AROUND HIM SO OFTEN, OR WITH HIS HALF-PETER PARKER, HALF-SPIDER-MAN FACE... WE DO IT MERELY TO HEIGHTEN THE DRAMA! NOTE HOW MUCH LESS INTERESTING IT WOULD LOOK WITHOUT THOSE EFFECTS...

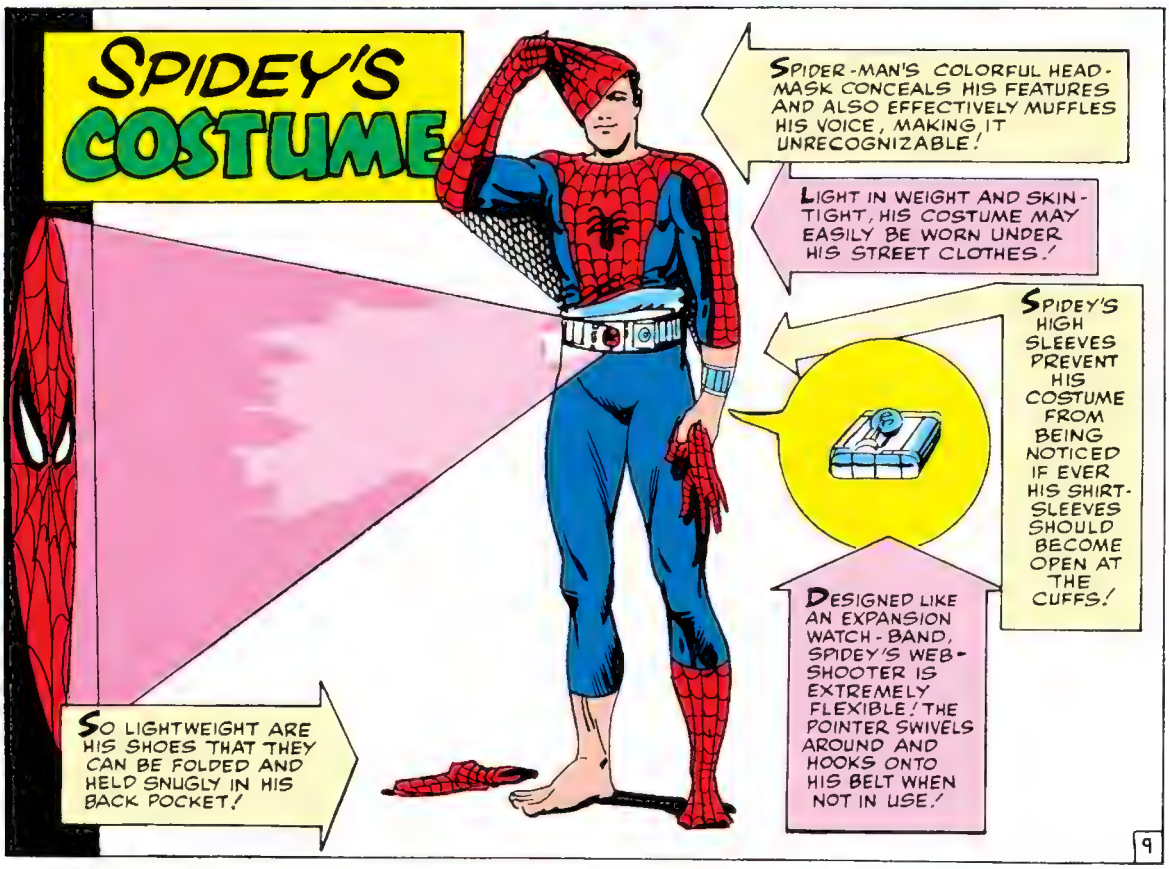
OR, SEE *THIS* EXAMPLE...

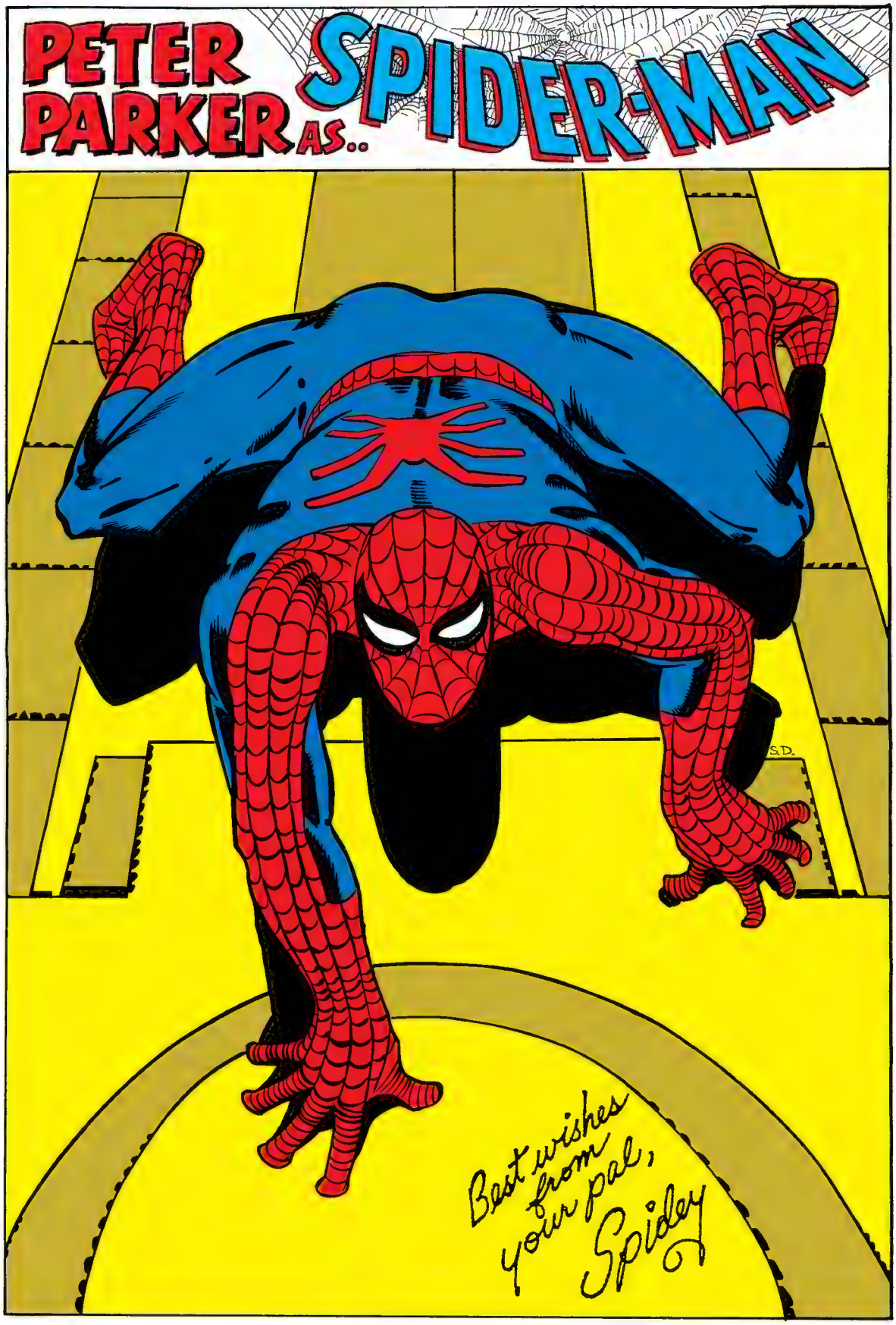


STAN AND STEVE TAKE DRAMATIC LICENSE BY SHOWING EFFECTS SUCH AS THOSE DEPICTED ABOVE! NATURALLY, WE DO NOT MEAN TO IMPLY THAT OTHER CHARACTERS IN THE STORY *SEE* THEM... ANY MORE THAN WE IMPLY THAT OTHER CHARACTERS *SEE* THE THOUGHT BALLOONS WHICH APPEAR OVER PEOPLE'S HEADS! *OKAY?* OKAY!

The SECRET of SPIDER-MAN'S MASK



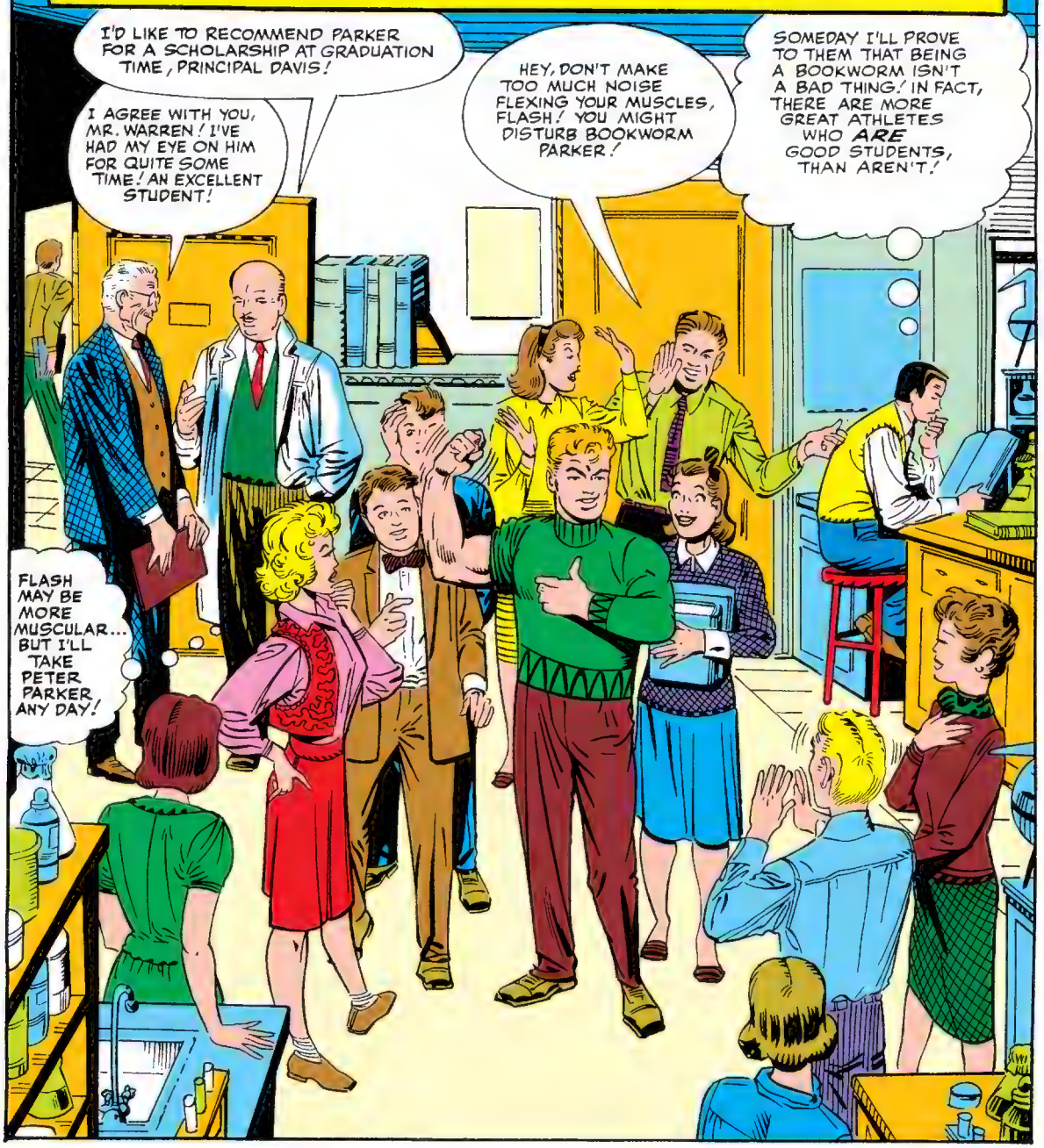



PETER PARKER AS.. SPIDER-MAN
S.D.
Best wishes from your pal, Spidey

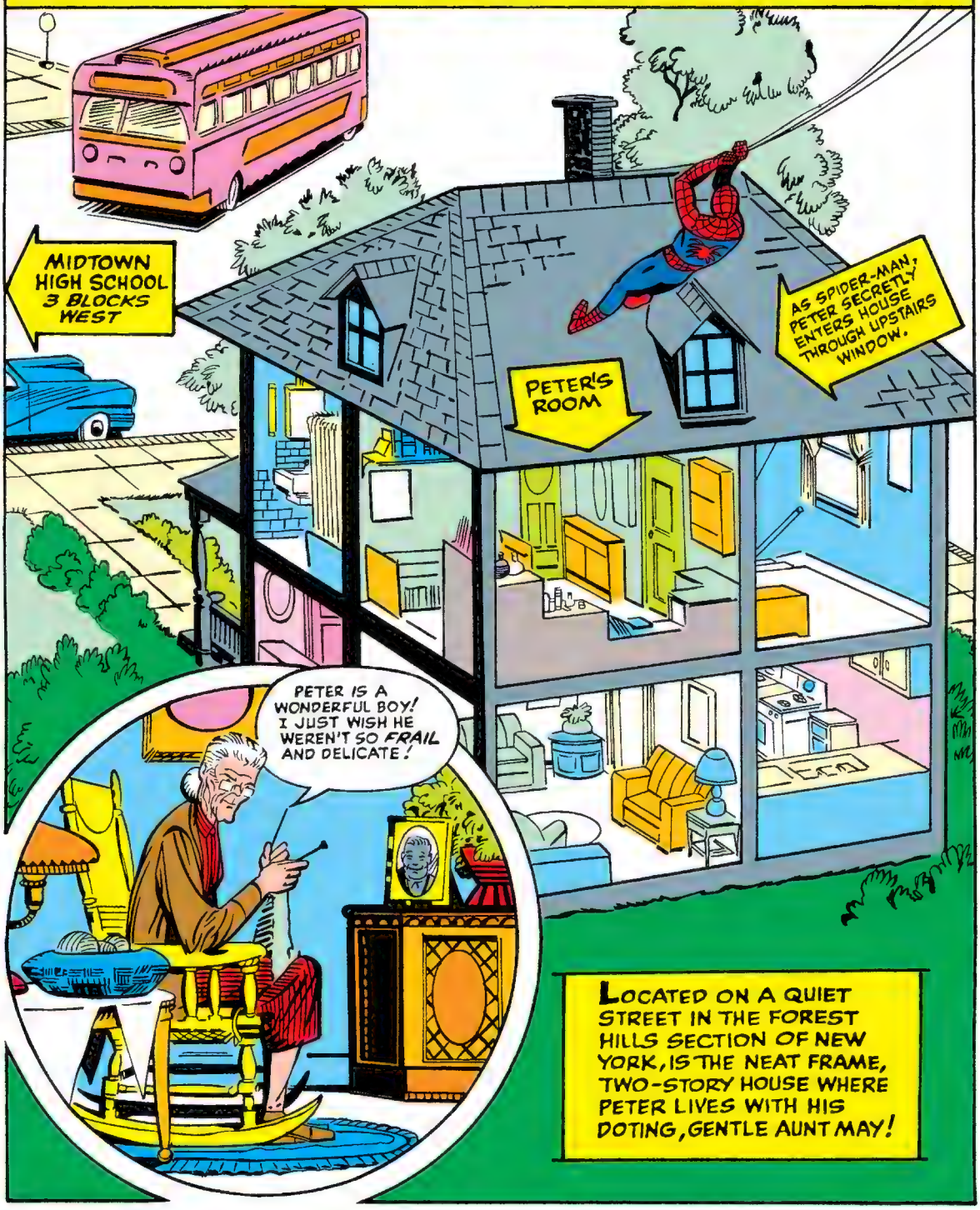
PETER PARKER'S FAVORITE
HEEL and Heart-Throb
NOW
THIS MENACE MUST BE STOPPED!!
MISS BRANT!! IF YOU INSIST ON TALKING TO THAT WEAK-KNEED, WEAK-WITTED PETER PARKER, DO IT ON YOUR OWN TIME! MISS BRANT!! AT LEAST SHUT UP LONG ENOUGH TO NOD TO ME WHILE I'M YELLING AT YOU!
YOU'LL HAVE TO SPEAK LOUDER, PETER...THERE'S A LOT OF NOISE HERE AT THE OFFICE! WHAT'S THAT? NO, I DON'T WANT TO TALK ABOUT SPIDER-MAN ...I WANT TO TALK ABOUT YOU!

PETER PARKER'S CLASSMATES

PETER IS A SENIOR AT MIDTOWN HIGH SCHOOL, IN FOREST HILLS! POSSESSING ONE OF THE HIGHEST INTELLIGENCE QUOTIENTS ON RECORD, HE HAS A STRAIGHT "A" AVERAGE IN ALL SUBJECTS, BUT HIS MAIN INTEREST IS SCIENCE! THIS IS A TYPICAL SCENE IN PETE'S SCIENCE CLASS, JUST BEFORE THE STARTING BELL RINGS ...



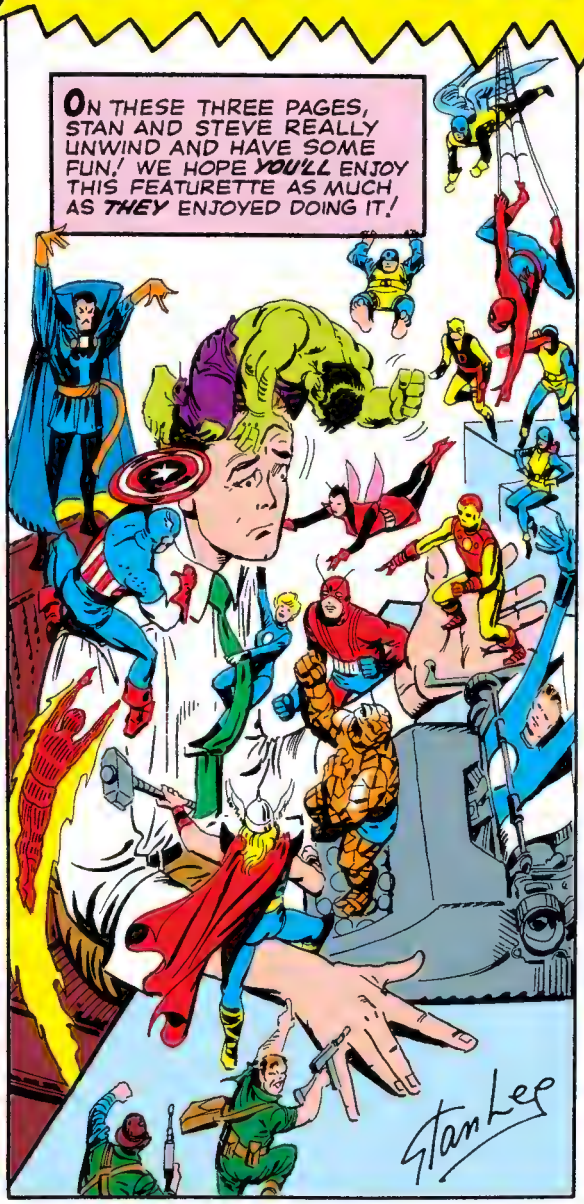
PETER PARKER'S House



GUEST STAR PAGE

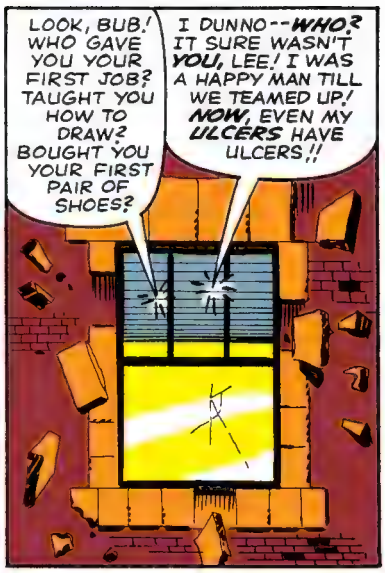
FOR YOUR MARVEL SCRAPBOOK, WE PRESENT THIS PIN-UP OF SPIDEY BATTLING THE FABULOUS FANTASTIC FOUR AND THE INCREDIBLE HULK! THIS PAGE IS CERTAIN TO BECOME A COLLECTOR'S ITEM DUE TO THE FACT THAT OUR FIVE GUEST STARS ARE DRAWN IN THE SOMEWHAT DIFFERENT DITKO STYLE!

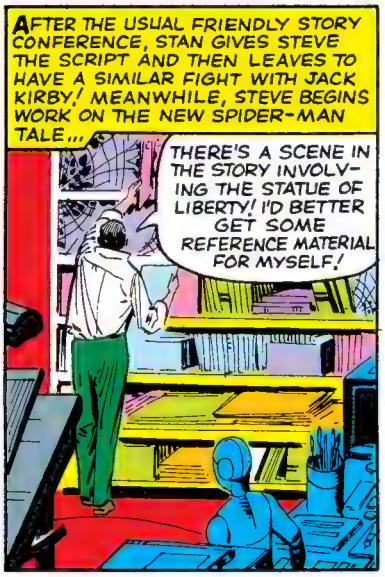
HOW STAN LEE and STEVE DITKO CREATE SPIDER-MAN!



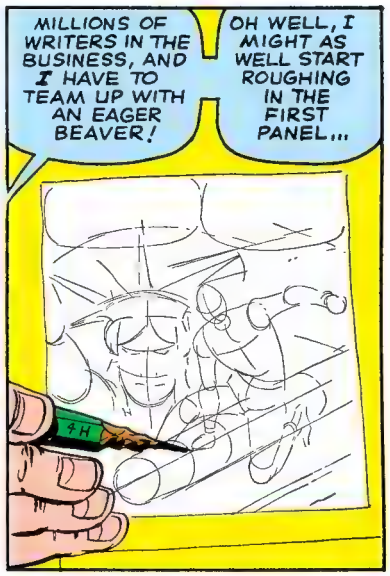
FOR SOME UNKNOWN REASON, INSPIRATIONS ONLY SEEM TO COME TO OL' STAN IN THE MIDDLE OF THE NIGHT...
WOWEE! WHAT AN IDEA FOR A SPIDER-MAN EPIC! VA VA VA VOOM!
I'D BETTER PHONE STEVE AND WAKE HIM RIGHT UP! HE WON'T MIND!

AND SO, A SHORT TIME LATER...
--HOW ABOUT THAT, STEVEY BOY?!! AND JUST FOR KICKS, WE'LL DO TWELVE PANELS TO EACH PAGE!
WADDAYA MEAN WE?? I DO THE DRAWING WHILE YOU PRACTICE SIGNING YOUR NAME ALL OVER!


LOOK, BUB! WHO GAVE YOU YOUR FIRST JOB? TAUGHT YOU HOW TO DRAW? BOUGHT YOU YOUR FIRST PAIR OF SHOES?
I DUNNO--WHO? IT SURE WASN'T YOU, LEE! I WAS A HAPPY MAN TILL WE TEAMED UP! NOW, EVEN MY ULCERS HAVE ULCERS!!


AFTER THE USUAL FRIENDLY STORY CONFERENCE, STAN GIVES STEVE THE SCRIPT AND THEN LEAVES TO HAVE A SIMILAR FIGHT WITH JACK KIRBY! MEANWHILE, STEVE BEGINS WORK ON THE NEW SPIDER-MAN TALE...
THERE'S A SCENE IN THE STORY INVOLVING THE STATUE OF LIBERTY! I'D BETTER GET SOME REFERENCE MATERIAL FOR MYSELF!

A FEW HOURS LATER, SUNNY STEVE GETS ANOTHER CHEERY CALL FROM STAN...
LEE, YOU'RE A NUT! HOW CAN THE STRIP BE TWO WEEKS LATE ALREADY?? YOU JUST GAVE IT TO ME THIS MORNING!!!
OH YEAH? WELL, THE SAME TO YOU!!


MILLIONS OF WRITERS IN THE BUSINESS, AND I HAVE TO TEAM UP WITH AN EAGER BEAVER!
OH WELL, I MIGHT AS WELL START ROUGHING IN THE FIRST PANEL...

THERE! THAT'S A PRETTY FAIR LAYOUT! NOW I'LL JUST IMPROVE THE PROPORTIONS A LITTLE!

OH NO! THAT CAN'T BE STAN AGAIN??!
BRINNG

NO--I'M NOT FINISHED YET! I JUST STARTED!!
AWWW, GO WRITE YOURSELF A DICTIONARY!
HOW COME YOU'RE ALWAYS CALLIN' ME?? HASN'T DICK AYERS GOT A PHONE??

FINALLY, THE STORY IS ALL DRAWN IN PENCIL, AND STAN AND STEVE ONCE AGAIN HAVE A CONFERENCE...

PTUI! IT LOOKS LIKE YOU'RE LEARNING TO DRAW WITH YOUR EYES SHUT!

YOU SHOULD TALK AFTER THAT CORNY SCRIPT YOU WROTE!

WADDAYA MEAN "CORNY"?? I COPIED IT FROM ONE OF THE BEST CLASSICS I COULD FIND!

AND SO, THE HOURS SPEED PLEASANTLY BY, AMIDST AN ATMOSPHERE OF CALM UNDERSTANDING AND GENIAL GOOD-FELLOWSHIP...

MY FRIEND SAM CAN WRITE BETTER THAN YOU--AND HE'S A COCKER SPANIAL!

AH HA!! HE'S PROBABLY THE ONE WHO DOES YOUR INKING FOR YOU!

HOW COME YOU DON'T USE SOME OF THOSE GAGS IN YOUR SCRIPTS??

WHAT FOR? YOU'D ONLY RUIN 'EM WITH YOUR UGH ARTWORK!

BUT, ALL GOOD THINGS MUST COME TO AN END, AND THE STRIP IS FINALLY SENT TO BE LETTERED! THEN, WHEN STEVE GETS IT BACK...

HELLO, OPERATOR? IF I GET ANY CALLS FROM A GUY NAMED LEE, TELL HIM I'VE BEEN DRAFTED!

NOW MAYBE I'LL GET THIS STRIP INKED IN PEACE!

STAN'S PROBABLY WRITTEN THE AVENGERS AND THE X-MEN BY NOW, AND I'M STILL TIGHTENING UP THE DETAILS HERE WITH A FINE PEN-POINT!

NOW I'LL FILL IN THE HEAVY BLACK AREAS WITH MY BRUSH...

THERE! THAT'S ONE PAGE DONE! NOW TO ERASE THE PENCIL LINES WHICH STILL REMAIN!

OH NO!! I FORGOT TO DRAW SPIDEY'S WEBBING!

IF ALL THE WEB-LINES I'VE DRAWN WERE LAID END TO END, THEY STILL WOULDN'T BE ENOUGH TO FIT AROUND LEE'S SWELLED HEAD!!

FINALLY, AFTER LONG HARD HOURS OF SLAVING OVER THE DRAWING BOARD, SPARKLING STEVE JOYOUSLY EXCLAIMS...

WHEW! FINISHED AT LAST! I THINK I'LL SLEEP FOR A WHOLE WEEK NOW!

BUT, AT THAT VERY MOMENT, A SHRILL CRY OF UNRESTRAINED EXCITEMENT PIERCES THE SILENT MIDNIGHT AIR...

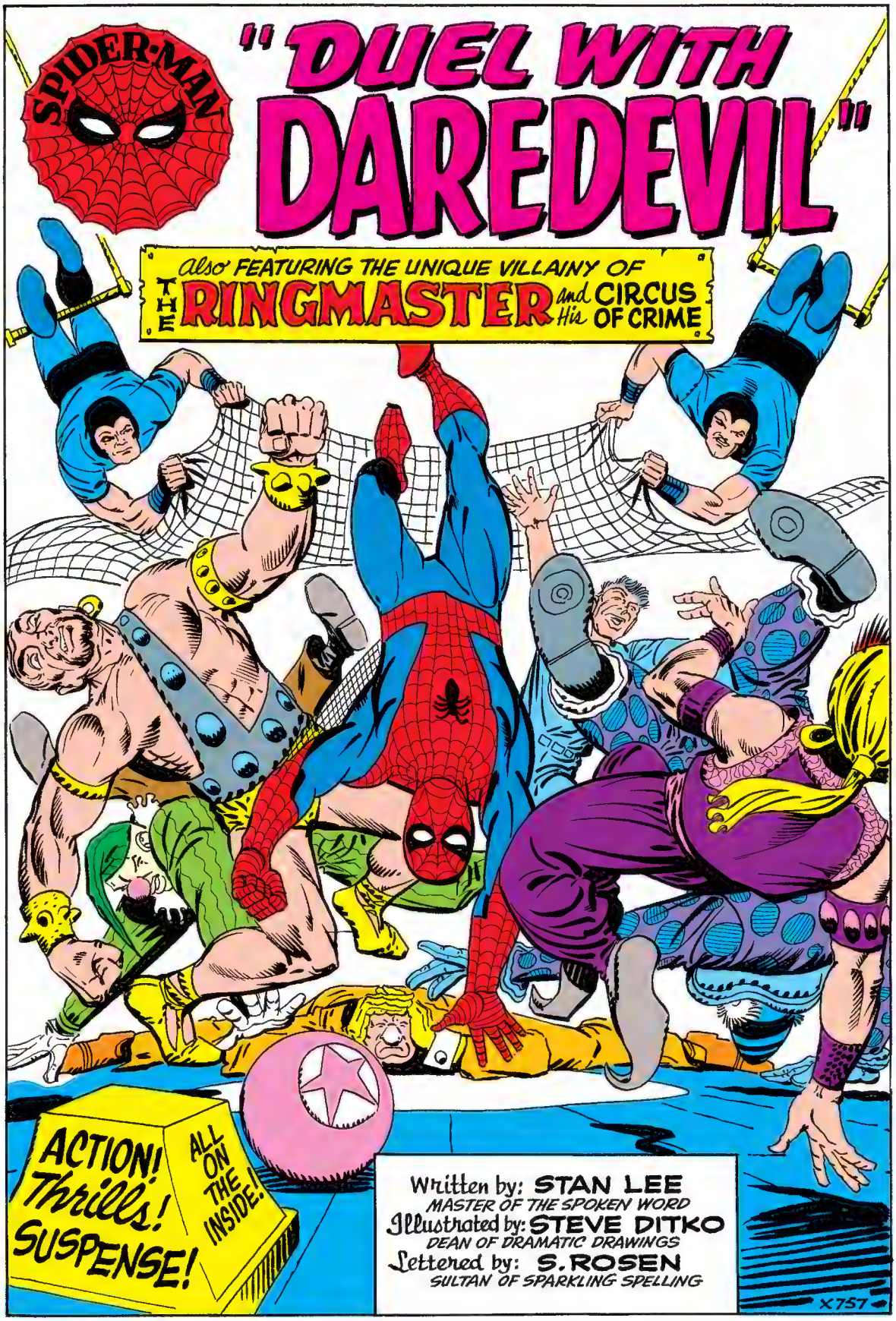
WOWEE! ANOTHER IDEA! THIS ONE'S BETTER THAN THE LAST!

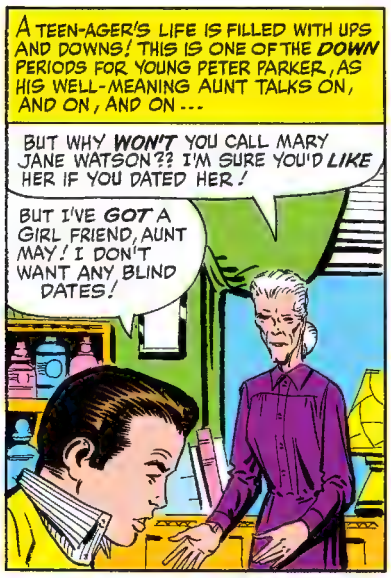
WON'T STEVERINO BE HAPPY! I'D BETTER CALL HIM RIGHT AWAY AND BREAK THE GOOD NEWS!

THE END

NATURALLY, DEAR FRIENDS, WE'RE ONLY KIDDING! BUT WAIT TILL NEXT "ANNUAL" TIME! WE'LL PROBABLY HAVE SPIDEY TELL HOW HE CREATED STAN AND STEVE!

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
16 SEPT.
"SPIDEY BATTLES DAREDEVIL!"
FEATURING: THE EERIE MENACE OF THE RINGMASTER !!
WARNING!! IF YOU DON'T SAY THIS IS ONE OF THE GREATEST ISSUES YOU'VE EVER READ, WE MAY NEVER TALK TO YOU AGAIN!

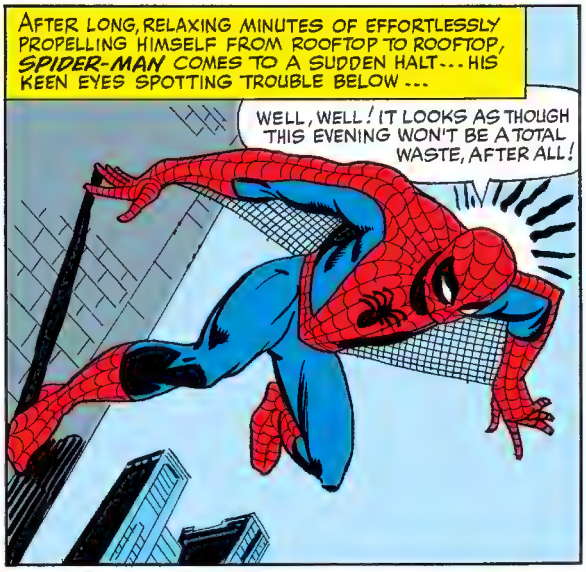

SPIDER-MAN
"DUEL WITH DAREDEVIL"
also FEATURING THE UNIQUE VILLAINY OF THE RINGMASTER and His CIRCUS OF CRIME
ACTION! Thrills! SUSPENSE!
ALL ON THE INSIDE!
Written by: STAN LEE
MASTER OF THE SPOKEN WORD
Illustrated by: STEVE DITKO
DEAN OF DRAMATIC DRAWINGS
Lettered by: S. ROSEN
SULTAN OF SPARKLING SPELLING
X757

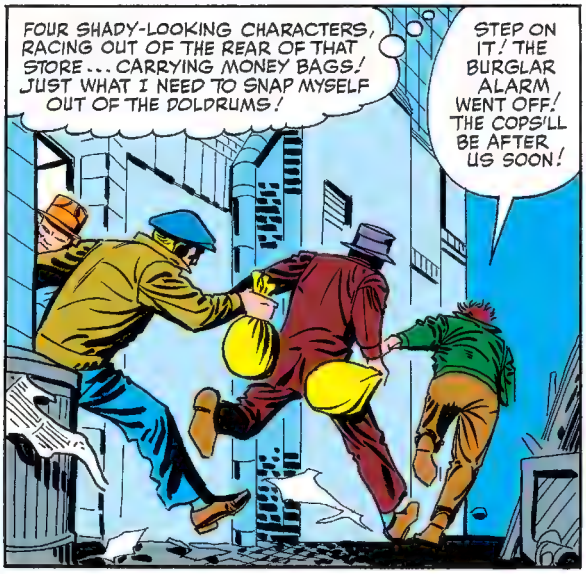

A TEEN-AGER'S LIFE IS FILLED WITH UPS AND DOWNS! THIS IS ONE OF THE DOWN PERIODS FOR YOUNG PETER PARKER, AS HIS WELL-MEANING AUNT TALKS ON, AND ON, AND ON ...
BUT WHY WON'T YOU CALL MARY JANE WATSON?? I'M SURE YOU'D LIKE HER IF YOU DATED HER!
BUT I'VE GOT A GIRL FRIEND, AUNT MAY! I DON'T WANT ANY BLIND DATES!

BUT MRS. WATSON IS SUCH A GOOD FRIEND OF MINE! AND HER NIECE, MARY JANE, WOULD JUST LOVE TO MEET YOU! AND YOU'RE NOT REALLY ENGAGED, OR ANYTHING!
GOSH, AUNT MAY, I'M OLD ENOUGH TO ARRANGE MY OWN DATES... HONEST!

I'M NOT GETTING ANY STUDYING DONE! I MIGHT AS WELL GO OUT!
I'LL BE BACK LATER, AUNT MAY! I'M GOING OUT FOR SOME AIR!
BE SURE YOU DRESS WARMLY, DEAR! IT'S A BIT NIPPY OUT!

FIVE MINUTES LATER, IF DOTING AUNT MAY HAPPENED TO GLANCE SKYWARD, SHE'D SEE THE MOST COLORFUL, MOST DRAMATIC, MOST EXCITING OF ALL SUPER-HEROES SWINGING THROUGH THE SKY... NOT FEELING THE NIP IN THE AIR ONE SINGLE BIT!
GOOD OL' AUNT MAY! SHE MEANS WELL, BLESS HER... BUT SOMETIMES I THINK I'LL POP MY CORK IF I CAN'T GET AWAY FROM HER NAGGING!


AFTER LONG, RELAXING MINUTES OF EFFORTLESSLY PROPELLING HIMSELF FROM ROOFTOP TO ROOFTOP, SPIDER-MAN COMES TO A SUDDEN HALT... HIS KEEN EYES SPOTTING TROUBLE BELOW ...
WELL, WELL! IT LOOKS AS THOUGH THIS EVENING WON'T BE A TOTAL WASTE, AFTER ALL!

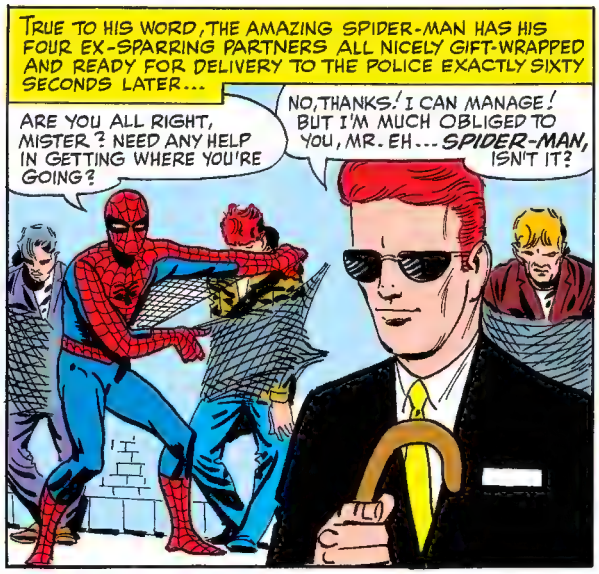

FOUR SHADY-LOOKING CHARACTERS, RACING OUT OF THE REAR OF THAT STORE... CARRYING MONEY BAGS! JUST WHAT I NEED TO SNAP MYSELF OUT OF THE DOLDRUMS!
STEP ON IT! THE BURGLAR ALARM WENT OFF! THE COPS'LL BE AFTER US SOON!

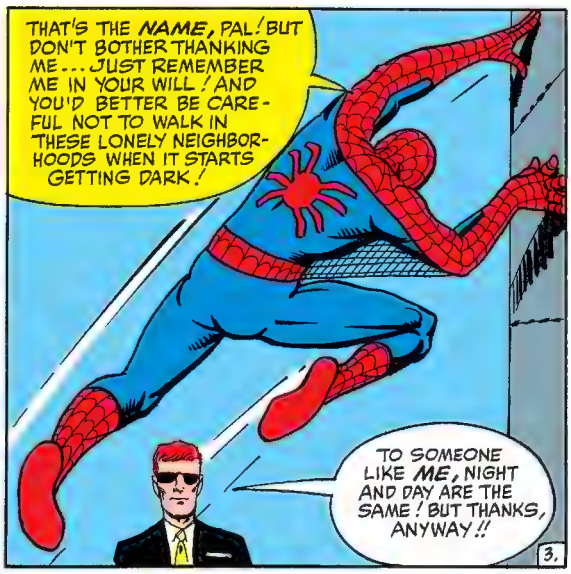
LOOK! A BLIND MAN! HE MIGHT HAVE HEARD OUR VOICES! WE CAN'T LEAVE HIM HERE TO IDENTIFY US LATER!
UH-OH! THAT INNOCENT BYSTANDER IS IN FOR TROUBLE! BUT... NOT FOR LONG!

IF YOU CREEPS DON'T WANT WITNESSES, YOU BETTER GET RID OF ME!...
...MY BABY BLUES SAW THE WHOLE THING!
IT'S SPIDER-MAN!!
LET GET OUTTA HERE!

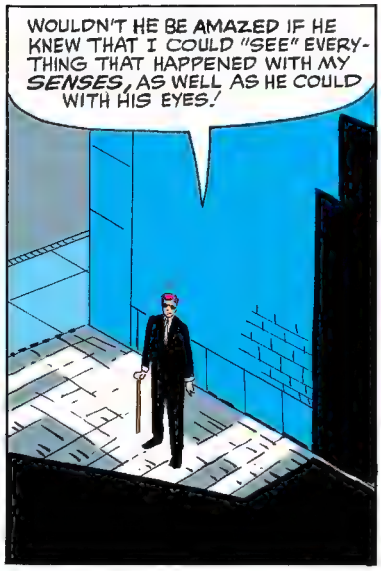
HOLD ON, BOYS... WHAT'S YOUR HURRY?
DIDN'T YOU KNOW THAT THIS IS "LET'S GET ACQUAINTED WITH SPIDER-MAN WEEK"?!
KEEP RUNNIN'! HE CAN'T CATCH US ALL!
YEAH! HE'S ONLY ONE GUY!

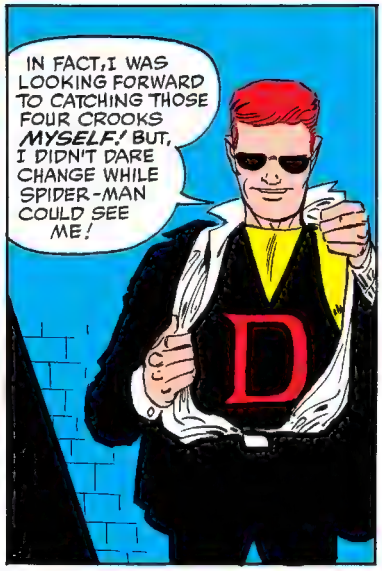
EXACTLY TWO SECONDS LATER, THAT "ONE GUY" ATTACKS LIKE A TASK FORCE!!
WHAP!
THONK!
POW!
DON'T WORRY ABOUT A THING, BOYS.....
...THIS'LL ONLY HURT...
..FOR A MINUTE!

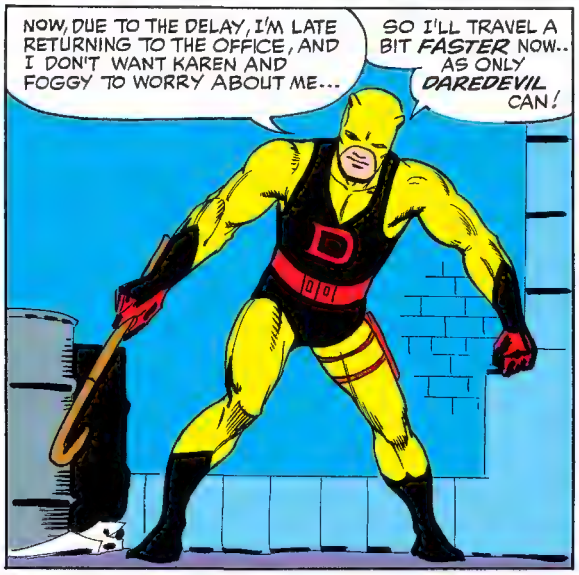

TRUE TO HIS WORD, THE AMAZING SPIDER-MAN HAS HIS FOUR EX-SPARRING PARTNERS ALL NICELY GIFT-WRAPPED AND READY FOR DELIVERY TO THE POLICE EXACTLY SIXTY SECONDS LATER...
ARE YOU ALL RIGHT, MISTER? NEED ANY HELP IN GETTING WHERE YOU'RE GOING?
NO, THANKS! I CAN MANAGE! BUT I'M MUCH OBLIGED TO YOU, MR. EH... SPIDER-MAN, ISN'T IT?


THAT'S THE NAME, PAL! BUT DON'T BOTHER THANKING ME... JUST REMEMBER ME IN YOUR WILL! AND YOU'D BETTER BE CAREFUL NOT TO WALK IN THESE LONELY NEIGHBORHOODS WHEN IT STARTS GETTING DARK!
TO SOMEONE LIKE ME, NIGHT AND DAY ARE THE SAME! BUT THANKS, ANYWAY!!

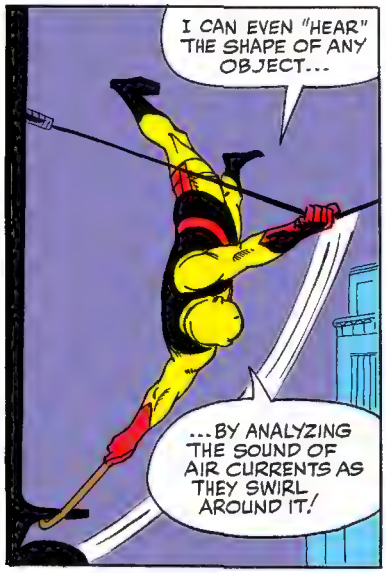
SO THAT WAS SPIDER-MAN!! HMM.. I'D SAY HE'S ABOUT 17... FIVE FOOT TEN INCHES... AND, JUDGING BY THE SOUND OF HIS PULSE AND HEARTBEATS, IN EXCELLENT HEALTH...


WOULDN'T HE BE AMAZED IF HE KNEW THAT I COULD "SEE" EVERYTHING THAT HAPPENED WITH MY SENSES, AS WELL AS HE COULD WITH HIS EYES!

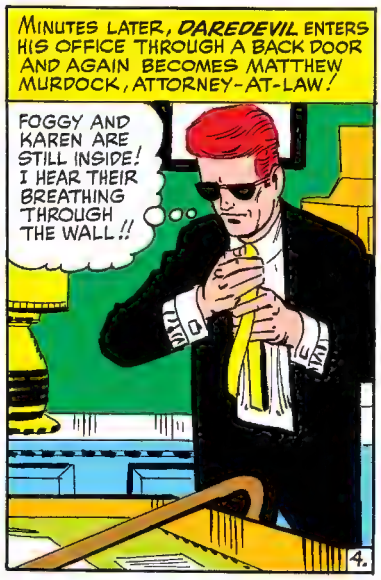

IN FACT, I WAS LOOKING FORWARD TO CATCHING THOSE FOUR CROOKS MYSELF! BUT, I DIDN'T DARE CHANGE WHILE SPIDER-MAN COULD SEE ME!


NOW, DUE TO THE DELAY, I'M LATE RETURNING TO THE OFFICE, AND I DON'T WANT KAREN AND FOGGY TO WORRY ABOUT ME...
SO I'LL TRAVEL A BIT FASTER NOW.. AS ONLY DAREDEVIL CAN!

MY BUILT-IN "RADAR SENSE" ENABLES ME TO DETECT OBJECTS ALL AROUND ME, AND MY SENSE OF HEARING, TOUCH, TASTE AND SMELL... MAGNIFIED DOZENS OF TIMES MORE THAN NORMAL... FORM MY INFALLIBLE "EYES"!

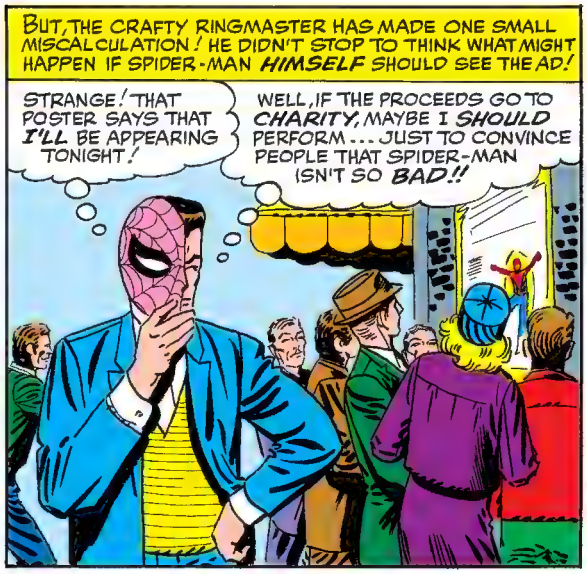

I CAN EVEN "HEAR" THE SHAPE OF ANY OBJECT...
...BY ANALYZING THE SOUND OF AIR CURRENTS AS THEY SWIRL AROUND IT!

IN FACT, WITH MY EVERY SENSE OPERATING AT PEAK EFFICIENCY, I ACTUALLY HAVE AN ADVANTAGE OVER ANY NORMAL SIGHTED PERSON!


MINUTES LATER, DAREDEVIL ENTERS HIS OFFICE THROUGH A BACK DOOR AND AGAIN BECOMES MATTHEW MURDOCK, ATTORNEY-AT-LAW!
FOGGY AND KAREN ARE STILL INSIDE! I HEAR THEIR BREATHING THROUGH THE WALL!!

AND THEN...
OH, MR. MURDOCK! WE DIDN'T HEAR YOU COME IN! WE'VE BEEN WAITING FOR YOU!
I'M TAKING KAREN TO THE CIRCUS TOMORROW, MATT... AND WE WONDERED IF YOU'D LIKE TO JOIN US!
THE CIRCUS?
NO, THANKS, FOGGY! YOU TWO GO ALONE AND ENJOY YOURSELVES! I HAVE QUITE A BIT OF UNFINISHED WORK TO CATCH UP ON, TOMORROW!
BUT, MR. MURDOCK ...YOU WORK SO HARD! YOU NEED SOME RELAXATION!
KAREN'S RIGHT, MATT! YOU MUSTN'T ALLOW YOUR HANDICAP TO MAKE YOU A RECLUSE! YOU CAN'T WORK ALL THE TIME!
I DARE NOT TELL THEM THE TRUTH...THAT I DON'T TRUST MY FEELINGS FOR KAREN... IT'S BETTER THAT I DON'T SEE HER SOCIALLY!
BUT NOW LET US LEAVE THE LAW OFFICES OF FRANKLIN "FOGGY" NELSON AND MATTHEW MURDOCK, AND TURN OUR ATTENTION TO NEW YORK'S BIGGEST ARENA, THE NEXT DAY, WHERE WE FIND...
KEEP REHEARSING! EVERYTHING MUST BE PERFECT TONIGHT! FOR THIS WILL BE OUR GREATEST "SHOW"!
NEVER BEFORE HAS SUCH A DARING CRIME BEEN ATTEMPTED IN THE HEART OF A BIG CITY!
EVER SINCE THE HULK DEFEATED ME MONTHS AGO,* I'VE PLANNED THIS ONE SPECTACULAR PERFORMANCE ---TO OUTDO ANYTHING WE'VE EVER DONE IN THE PAST!!
*FROM THE HULK MAGAZINE (NOW DISCONTINUED) ISSUE #3
BRING ME THE NEWSPAPERS, THE ADS, THE POSTERS! I WANT TO CHECK THEM! WE MUST MAKE SURE WE PLAY TO A SELL-OUT AUDIENCE TONIGHT!
HERE THEY ARE, RINGMASTER! EVERYTHING IS THE WAY YOU WANT IT!
5.

AH! GOOD! GOOD! BY THE TIME THE FOOLS REALIZE THAT SPIDER-MAN IS NOT ON THE SHOW, IT WILL BE TOO LATE FOR THEM TO DO ANYTHING ABOUT IT!
IT WAS A GREAT IDEA OF YOURS, BOSS, TO ADVERTISE SPIDER-MAN! THE TICKETS ARE SELLIN' LIKE HOT-CAKES!
CIRCUS! IN PERSON TONIGHT! SPIDER-MAN
Proceeds To GO To CHARITY

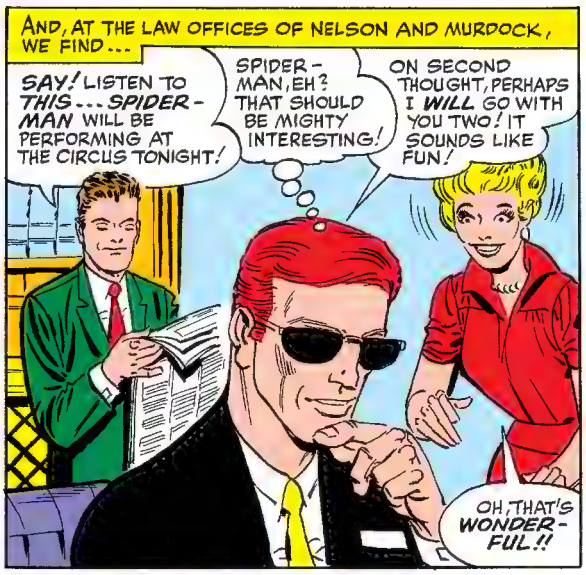

BUT, THE CRAFTY RINGMASTER HAS MADE ONE SMALL MISCALCULATION! HE DIDN'T STOP TO THINK WHAT MIGHT HAPPEN IF SPIDER-MAN HIMSELF SHOULD SEE THE AD!
STRANGE! THAT POSTER SAYS THAT I'LL BE APPEARING TONIGHT!
WELL, IF THE PROCEEDS GO TO CHARITY, MAYBE I SHOULD PERFORM... JUST TO CONVINCE PEOPLE THAT SPIDER-MAN ISN'T SO BAD!!

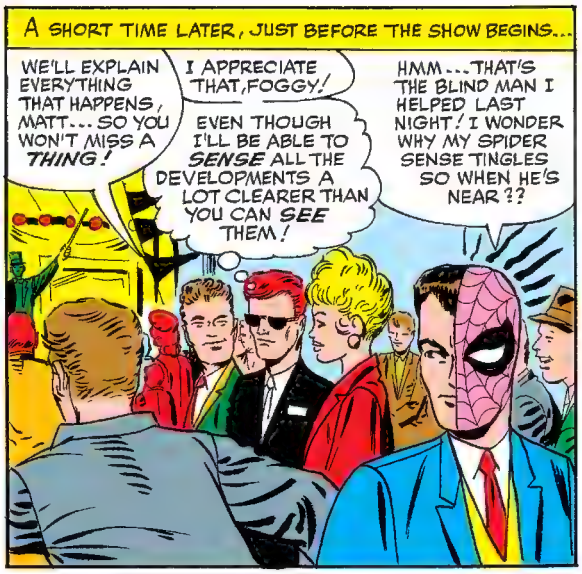
AND SO...
I HOPE YOU WON'T NEED ME TONIGHT, MR. JAMESON! I'D LIKE TO GO TO THE CIRCUS!
YOU CAN GO TO TIMBUKTU FOR ALL I CARE!! YOU HAVEN'T BROUGHT ME ANY SENSATIONAL PHOTOS FOR DAYS! AND I DON'T KEEP YOU AROUND FOR YOUR PERSONALITY!

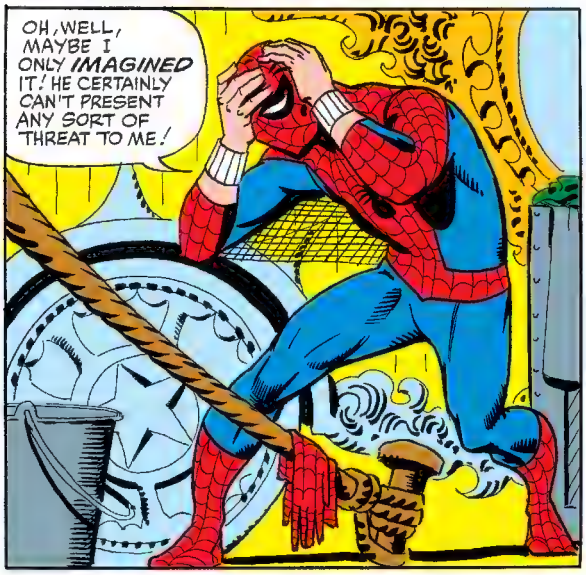
AND BY THE WAY, WHILE YOU'RE THERE, DON'T TAKE ANY PICTURES OF SPIDER-MAN! I'M THROUGH PRINTING NEWS ABOUT THAT PHONY! MAYBE IF I STOP WRITING ABOUT HIM, THAT PUBLICITY HOUND WILL GO TO SOME OTHER CITY!
THAT SUITS ME, MR. JAMESON!
PETER, MAY I SEE YOU FOR A MOMENT WHEN YOU'RE THROUGH??

I JUST FOUND THE GREATEST RECIPE FOR SPAGHETTI, AND I THOUGHT I'D COOK SOME TONIGHT! WOULD YOU AND YOUR AUNT MAY LIKE TO COME FOR DINNER??
GEE, I'D LOVE TO, BETTY! BUT I'M SORRY... I'LL BE BUSY TONIGHT! YOU SEE... OOPS!
DARN! I DROPPED MY CIRCUS TICKET!

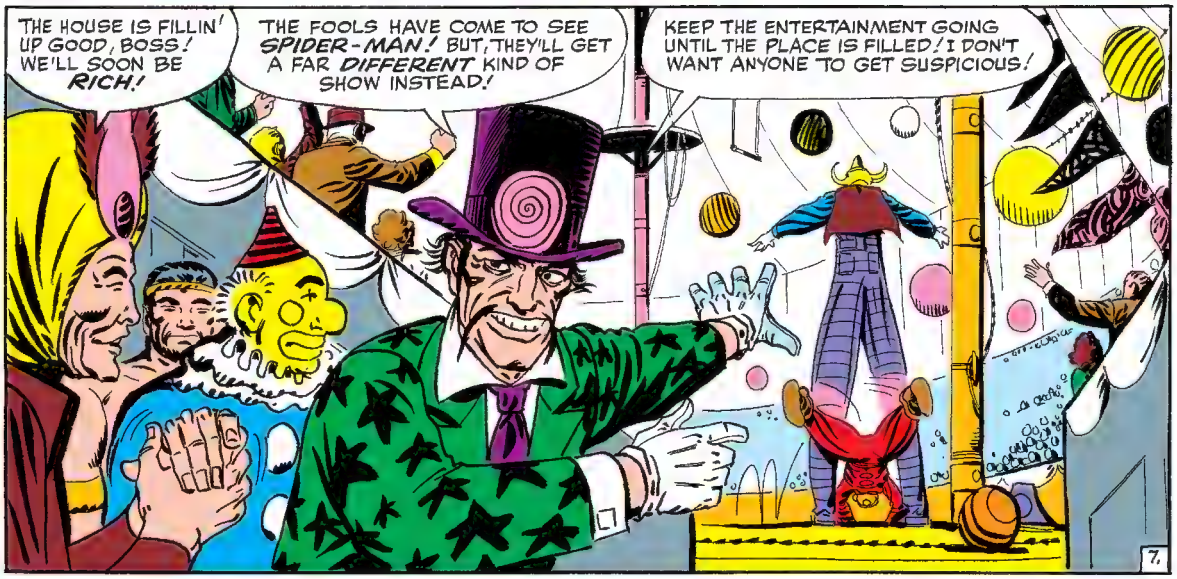
I SAW THAT, PETER! IF YOU WANT TO GO TO THE CIRCUS WITHOUT ME, THAT'S ALL RIGHT! BUT YOU COULD HAVE TOLD ME! I-I DON'T CARE IF YOU'RE TAKING SOME OTHER GIRL...!!
NO, BETTY, YOU DON'T UNDERSTAND! WAIT!
HECK! HOW CAN I EXPLAIN THAT I CAN'T TAKE HER BECAUSE I'LL BE CHANGING TO SPIDER-MAN!

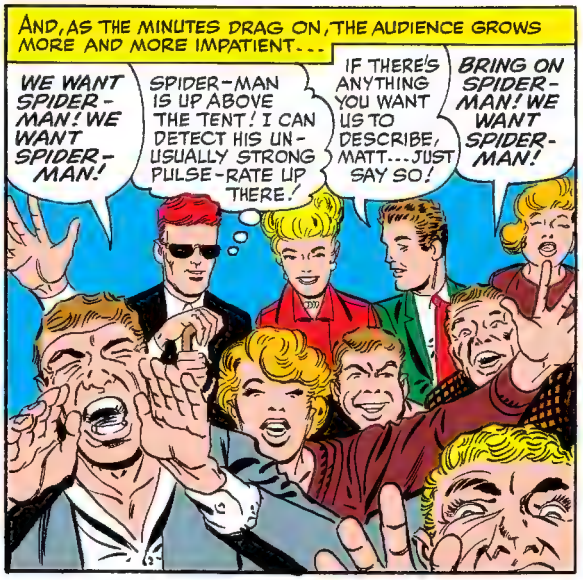

AND, AT THE LAW OFFICES OF NELSON AND MURDOCK, WE FIND...
SAY! LISTEN TO THIS... SPIDER-MAN WILL BE PERFORMING AT THE CIRCUS TONIGHT!
SPIDER-MAN, EH? THAT SHOULD BE MIGHTY INTERESTING!
ON SECOND THOUGHT, PERHAPS I WILL GO WITH YOU TWO! IT SOUNDS LIKE FUN!
OH, THAT'S WONDER-FUL!!

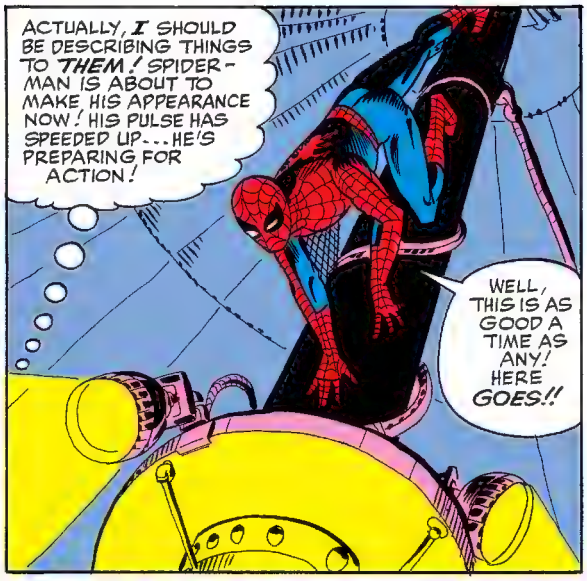

A SHORT TIME LATER, JUST BEFORE THE SHOW BEGINS...
WE'LL EXPLAIN EVERYTHING THAT HAPPENS, MATT... SO YOU WON'T MISS A THING!
I APPRECIATE THAT, FOGGY!
EVEN THOUGH I'LL BE ABLE TO SENSE ALL THE DEVELOPMENTS A LOT CLEARER THAN YOU CAN SEE THEM!
HMM... THAT'S THE BLIND MAN I HELPED LAST NIGHT! I WONDER WHY MY SPIDER SENSE TINGLES SO WHEN HE'S NEAR??

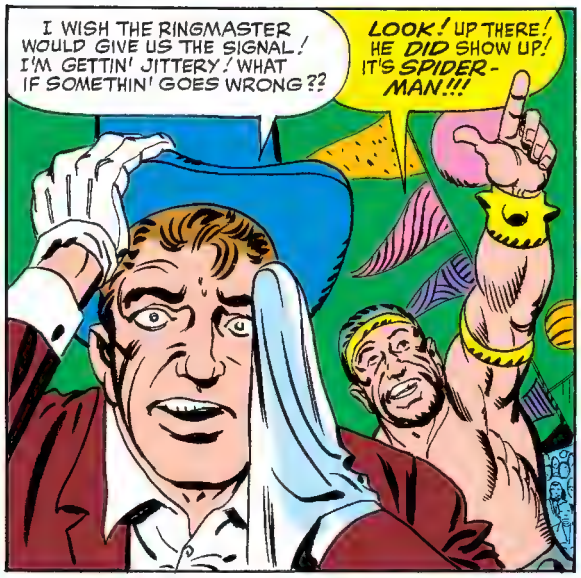

OH, WELL, MAYBE I ONLY IMAGINED IT! HE CERTAINLY CAN'T PRESENT ANY SORT OF THREAT TO ME!

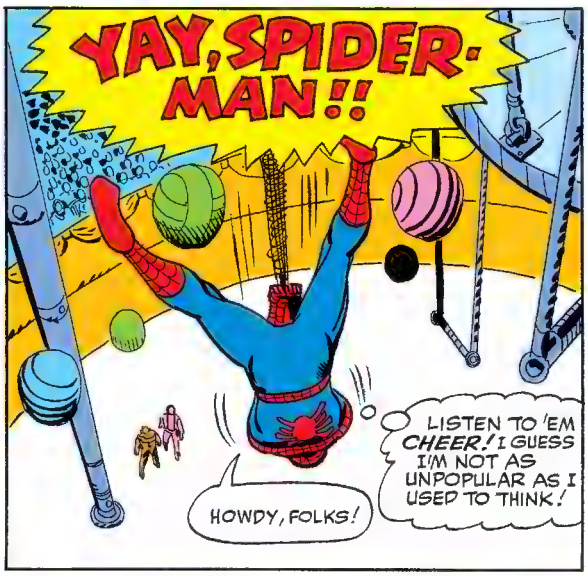
I THINK I'M GONNA ENJOY THIS! I ALWAYS WANTED TO BE A CIRCUS STAR... AND WITH MY SPIDER POWERS I OUGHTTA BE A SMASH SENSATION!!
ANYWAY IT'S NICE TO BE ABLE TO DO SOMETHING FOR CHARITY!

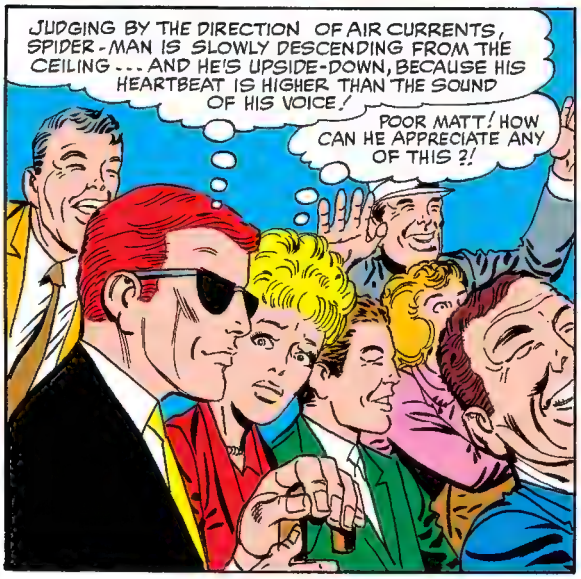

THE HOUSE IS FILLIN' UP GOOD, BOSS! WE'LL SOON BE RICH!
THE FOOLS HAVE COME TO SEE SPIDER-MAN! BUT, THEY'LL GET A FAR DIFFERENT KIND OF SHOW INSTEAD!
KEEP THE ENTERTAINMENT GOING UNTIL THE PLACE IS FILLED! I DON'T WANT ANYONE TO GET SUSPICIOUS!

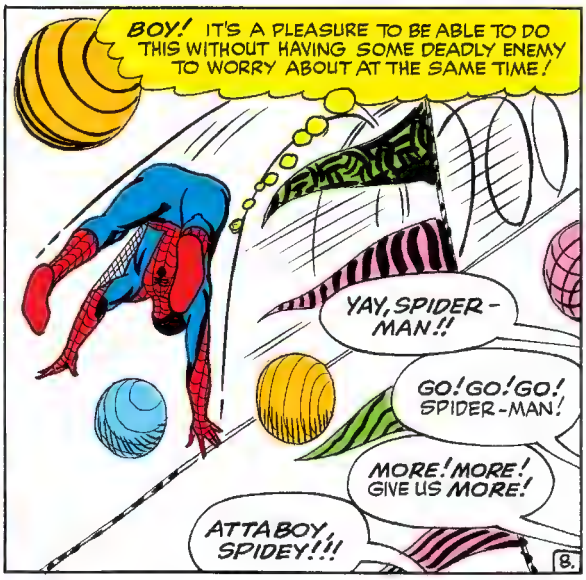

AND, AS THE MINUTES DRAG ON, THE AUDIENCE GROWS MORE AND MORE IMPATIENT...
WE WANT SPIDER-MAN! WE WANT SPIDER-MAN!
SPIDER-MAN IS UP ABOVE THE TENT! I CAN DETECT HIS UNUSUALLY STRONG PULSE-RATE UP THERE!
IF THERE'S ANYTHING YOU WANT US TO DESCRIBE, MATT...JUST SAY SO!
BRING ON SPIDER-MAN! WE WANT SPIDER-MAN!

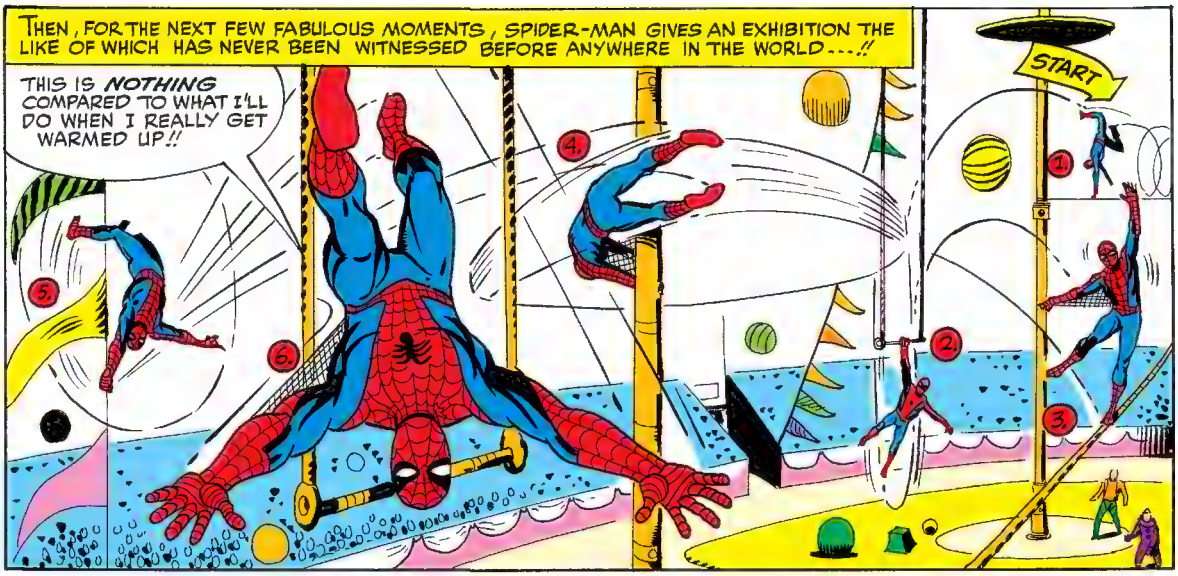

ACTUALLY, I SHOULD BE DESCRIBING THINGS TO THEM! SPIDER-MAN IS ABOUT TO MAKE HIS APPEARANCE NOW! HIS PULSE HAS SPEEDED UP...HE'S PREPARING FOR ACTION!
WELL, THIS IS AS GOOD A TIME AS ANY! HERE GOES!!


I WISH THE RINGMASTER WOULD GIVE US THE SIGNAL! I'M GETTIN' JITTERY! WHAT IF SOMETHIN' GOES WRONG??
LOOK! UP THERE! HE DID SHOW UP! IT'S SPIDER-MAN!!!


YAY, SPIDER-MAN!!
HOWDY, FOLKS!
LISTEN TO 'EM CHEER! I GUESS I'M NOT AS UNPOPULAR AS I USED TO THINK!


JUDGING BY THE DIRECTION OF AIR CURRENTS, SPIDER-MAN IS SLOWLY DESCENDING FROM THE CEILING...AND HE'S UPSIDE-DOWN, BECAUSE HIS HEARTBEAT IS HIGHER THAN THE SOUND OF HIS VOICE!
POOR MATT! HOW CAN HE APPRECIATE ANY OF THIS?!


BOY! IT'S A PLEASURE TO BE ABLE TO DO THIS WITHOUT HAVING SOME DEADLY ENEMY TO WORRY ABOUT AT THE SAME TIME!
YAY, SPIDER-MAN!!
GO! GO! GO! SPIDER-MAN!
MORE! MORE! GIVE US MORE!
ATTABOY, SPIDEY!!!


THEN, FOR THE NEXT FEW FABULOUS MOMENTS, SPIDER-MAN GIVES AN EXHIBITION THE LIKE OF WHICH HAS NEVER BEEN WITNESSED BEFORE ANYWHERE IN THE WORLD...!!
THIS IS NOTHING COMPARED TO WHAT I'LL DO WHEN I REALLY GET WARMED UP!!
START
1.
2.
3.
4.
5.
6.

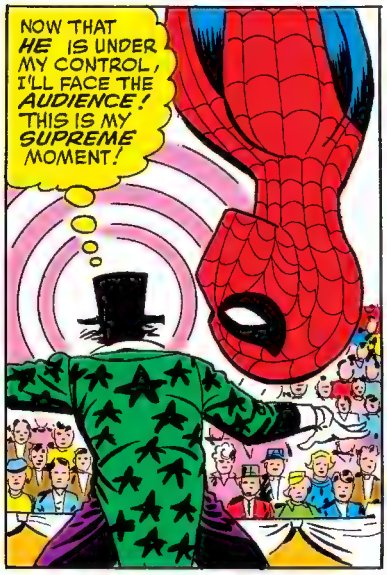
I NEVER THOUGHT HE'D REALLY SHOW UP!! BUT, THERE'S NO REASON TO LET HIM INTERFERE WITH MY PLANS! EVEN SPIDER-MAN CANNOT STOP ME!

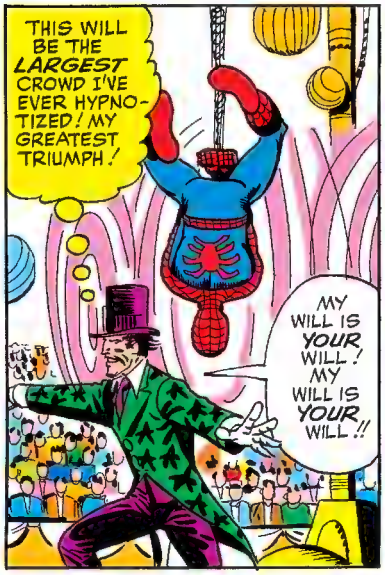
WOW! THIS IS THE GREATEST ACT I'VE EVER SEEN!
HE MUST DO IT WITH MIRRORS!
THAT GUY'S THE MOST!

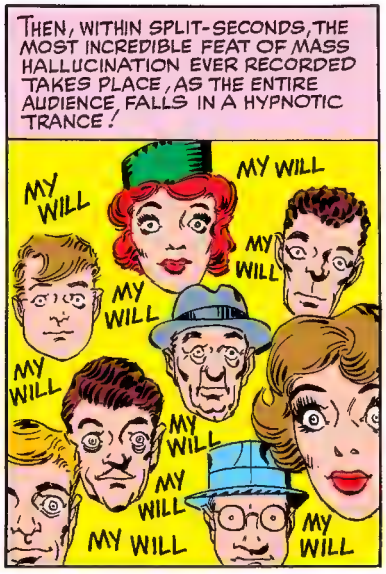
THE TIME HAS COME! THE ARENA IS PACKED! NOBODY SUSPECTS A THING!
LET'S GO!! YOU ALL KNOW WHAT TO DO! THERE MUST BE NO SLIP-UPS!!

THAT MUST BE THE RINGMASTER DOWN THERE! I DIDN'T SEE HIM BEFORE!
I WONDER WHY HE'S STANDING AND WAVING LIKE THAT?? WHAT'S HE TRYIN' TO DO, CRAB MY ACT??

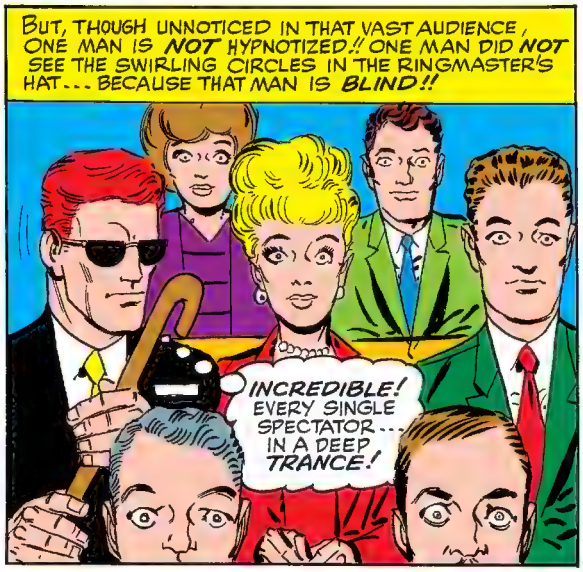
THOSE SWIRLING CIRCLES ON HIS HAT! THEY'RE MAKING ME DIZZY... DIZZY...
I AM THE RING-MASTER! MY WILL IS YOUR WILL! MY WILL IS YOUR WILL!!


NOW THAT HE IS UNDER MY CONTROL, I'LL FACE THE AUDIENCE! THIS IS MY SUPREME MOMENT!


THIS WILL BE THE LARGEST CROWD I'VE EVER HYPNOTIZED! MY GREATEST TRIUMPH!
MY WILL IS YOUR WILL! MY WILL IS YOUR WILL!!


THEN, WITHIN SPLIT-SECONDS, THE MOST INCREDIBLE FEAT OF MASS HALLUCINATION EVER RECORDED TAKES PLACE, AS THE ENTIRE AUDIENCE, FALLS IN A HYPNOTIC TRANCE!
MY WILL
MY WILL
MY WILL
MY WILL
MY WILL
MY WILL
MY WILL
MY WILL
MY WILL

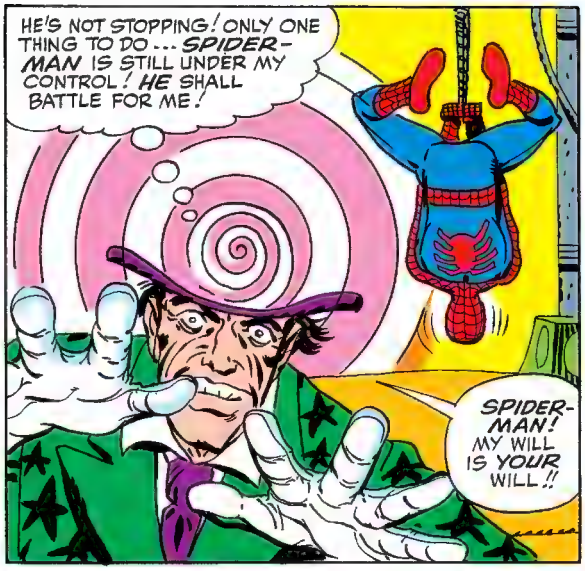
I'VE DONE IT! NOW QUICKLY, GO AMONG THEM AND TAKE THEIR WALLETS, AND THEIR JEWELRY! HURRY!!
THE SPELL LASTS ONLY FOR ONE HOUR... AND WHEN THEY AWAKE, THEY WILL REMEMBER NOTHING! WHEN THEY FIND THEIR VALUABLES MISSING, THEY'LL SIMPLY BLAME IT ON PICKPOCKETS!!


BUT, THOUGH UNNOTICED IN THAT VAST AUDIENCE, ONE MAN IS NOT HYPNOTIZED!! ONE MAN DID NOT SEE THE SWIRLING CIRCLES IN THE RINGMASTER'S HAT... BECAUSE THAT MAN IS BLIND!!
INCREDIBLE! EVERY SINGLE SPECTATOR... IN A DEEP TRANCE!

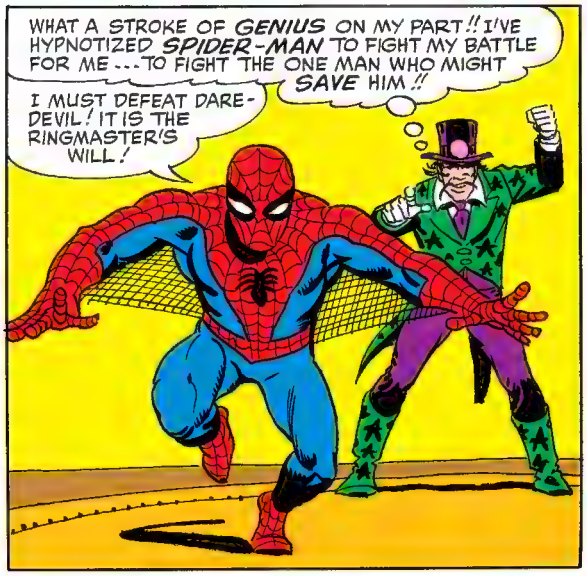
MOVING WITH SURE CAT-LIKE GRACE, THE FEARLESS ADVENTURER SILENTLY DROPS TO THE CORRIDOR BELOW!

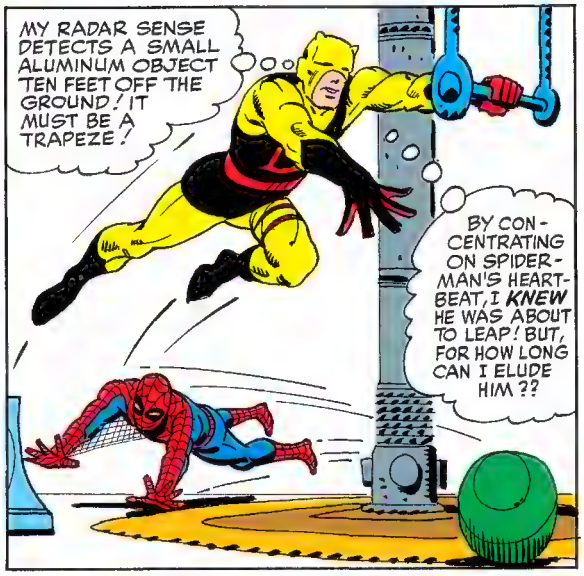
AND, WITHIN SECONDS...
UNLESS I'M MISTAKEN, I'LL HAVE TO BATTLE THE ENTIRE CIRCUS CAST!!
SO I MAY AS WELL GET AN EARLY START!

DAREDEVIL!! WHAT'S WRONG?? WHY ISN'T HE GOING INTO A TRANCE?!


HE'S NOT STOPPING! ONLY ONE THING TO DO... SPIDER-MAN IS STILL UNDER MY CONTROL! HE SHALL BATTLE FOR ME!
SPIDER-MAN! MY WILL IS YOUR WILL!!

DAREDEVIL IS YOUR MORTAL ENEMY! ATTACK HIM!!
UH-OH! SPIDER-MAN IS UNDER HYPNOSIS, TOO! HE HAS TO OBEY THE RINGMASTER!
DAREDEVIL IS MY ENEMY! I MUST DEFEAT HIM!


WHAT A STROKE OF GENIUS ON MY PART!! I'VE HYPNOTIZED SPIDER-MAN TO FIGHT MY BATTLE FOR ME...TO FIGHT THE ONE MAN WHO MIGHT SAVE HIM!!
I MUST DEFEAT DAREDEVIL! IT IS THE RINGMASTER'S WILL!


MY RADAR SENSE DETECTS A SMALL ALUMINUM OBJECT TEN FEET OFF THE GROUND! IT MUST BE A TRAPEZE!
BY CONCENTRATING ON SPIDER-MAN'S HEARTBEAT, I KNEW HE WAS ABOUT TO LEAP! BUT, FOR HOW LONG CAN I ELUDE HIM??

FOOTSTEPS! THE RINGMASTER IS FLEEING! ONLY HE CAN BREAK THE HYPNOTIC SPELL! I'VE GOT TO STOP HIM!
SPIDER-MAN! SAVE ME!!
YOUR WILL IS MY WILL!

THUD!
I MUST SAVE THE RINGMASTER!

AND SO, THE TWO MASKED ADVENTURERS BEGIN THEIR BATTLE... A BATTLE CAUSED BY THE RUTHLESS POWER OF THE RINGMASTER!
DAREDEVIL IS MUCH FASTER THAN I WOULD HAVE GUESSED!
HIS STRENGTH IS ASTOUNDING!! IT'S MANY TIMES THAT OF A NORMAL MAN!
I CAN'T POSSIBLY MATCH HIS OWN SUPERHUMAN STRENGTH! MY ONLY CHANCE IS TO OUT-THINK HIM!!
I HAVE SAVED THE RINGMASTER... AS HE COMMANDED!
STILL IN A HYPNOTIC TRANCE, NOT ACTING UNDER HIS OWN WILL, SPIDEY WAITS FOR FURTHER ORDERS AFTER HE HAS DONE WHAT HE WAS TOLD TO...
DON'T STOP, YOU FOOL! DAREDEVIL ISN'T BEATEN YET!!
LUCKY FOR ME SPIDER-MAN CAN'T THINK FOR HIMSELF!
THE ADVANTAGE IS MINE WHILE HE'S MOVING UNDER A HYPNOTIC SPELL!
AFTER HIM! DAREDEVIL MUST BE DEFEATED!!
DAREDEVIL MUST BE DEFEATED!
THIS POLE MUST LEAD TO THE TRAPEZE PLATFORM! I'LL HAVE ROOM TO MANEUVER UP THERE!
WHILE I AM DENIED THE USE OF MY VISION, SPIDER-MAN'S BRAIN IS FOGGED BY HYPNOSIS!!
THUS, NEITHER OF US HAS A CLEAR-CUT ADVANTAGE!
MY RADAR SENSE INFORMS ME OF OBJECTS HANGING NEARBY... AND MY LOGIC KNOWS THEY MUST BE TRAPEZES!
YOU CAN'T ESCAPE ME AS EASILY AS THAT, DAREDEVIL!
12.

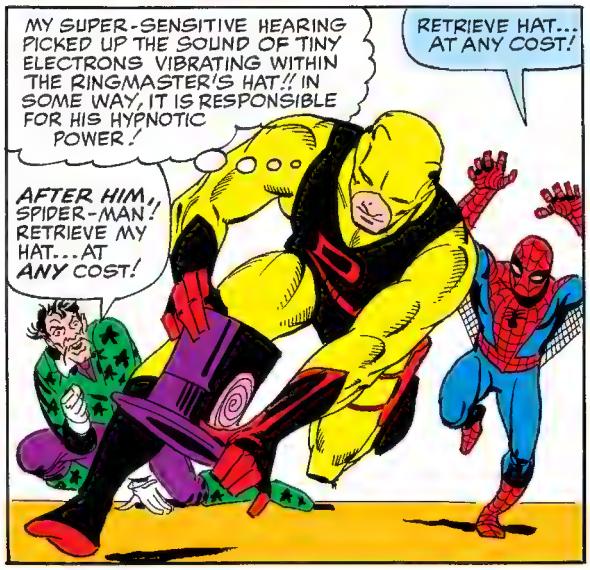
MY SPIDER'S WEB CAN BEAT ANY TRAPEZE!!
HE'S COMING TOWARDS ME AGAIN! HEAD HIM OFF!!

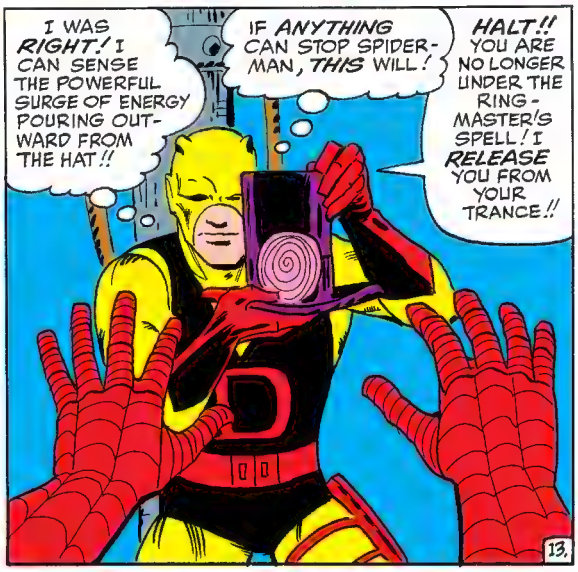
HE'S AGILE AS A PANTHER! HE LANDED IN FRONT OF ME! BUT NOW HE'LL STOP, TO WAIT FOR FURTHER ORDERS FROM THE RINGMASTER!
I'LL TAKE ADVANTAGE OF THAT SLIGHT PAUSE TO FLIP MYSELF OVER HIS HEAD!!

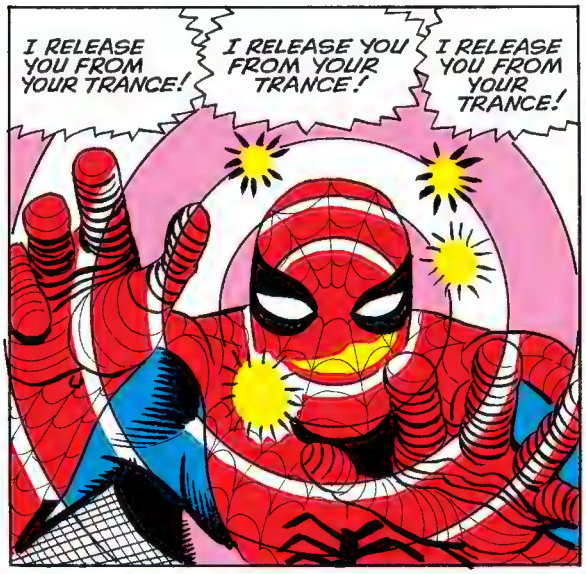
I DID IT! AND I CAN HEAR THE RINGMASTER'S HEART POUNDING TEN FEET IN FRONT OF ME!
MY FOOT TOUCHED A CIRCUS BALL! JUST WHAT I NEED!

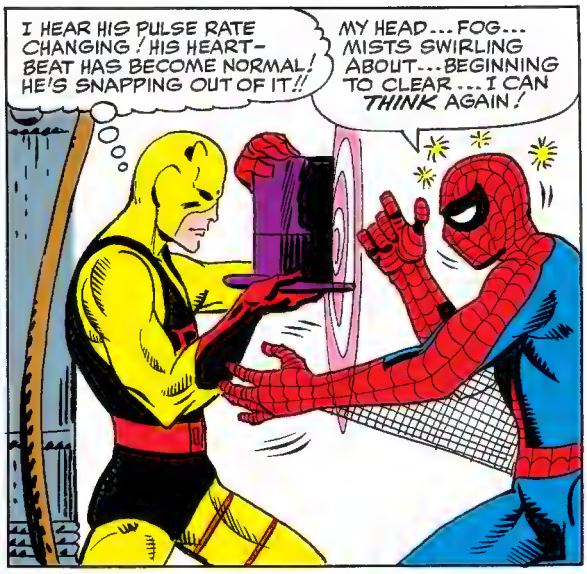
THEN, BEFORE THE STARTLED HYPNOTIST CAN MAKE A MOVE ...
IF I MAKE YOU TUMBLE, YOUR HAT IS SURE TO FALL OFF!

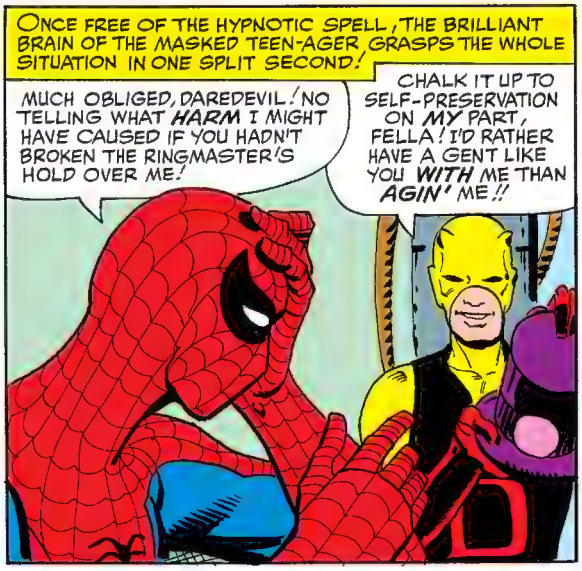
A SECOND LATER, GUIDED BY THE SOUND OF THE STILL-SHAKING HAT, FEARLESS DAREDEVIL HURLS HIS ALL-PURPOSE BILLY-CLUB CANE WITH UNERRING ACCURACY!
WHAP!
MY HAT! I MUST GET IT!!

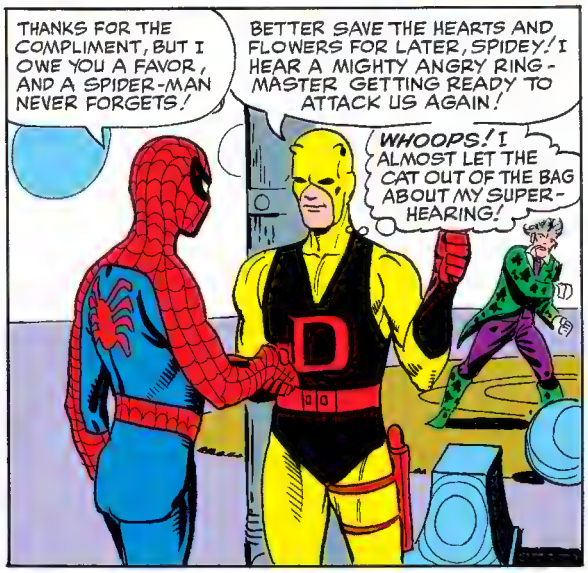

MY SUPER-SENSITIVE HEARING PICKED UP THE SOUND OF TINY ELECTRONS VIBRATING WITHIN THE RINGMASTER'S HAT!! IN SOME WAY, IT IS RESPONSIBLE FOR HIS HYPNOTIC POWER!
RETRIEVE HAT... AT ANY COST!
AFTER HIM, SPIDER-MAN! RETRIEVE MY HAT... AT ANY COST!

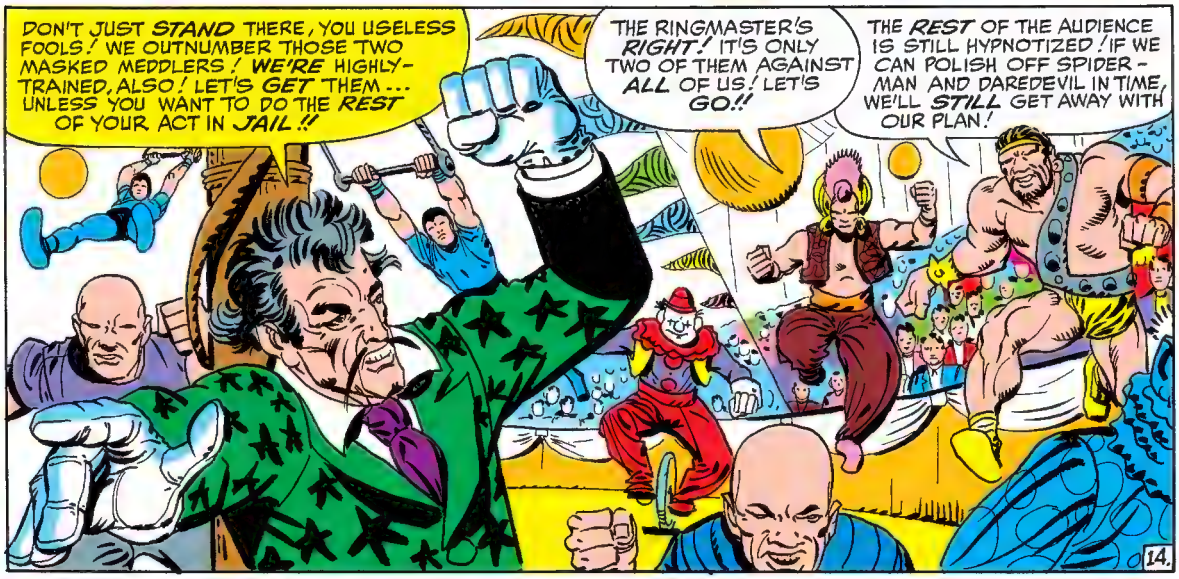

I WAS RIGHT! I CAN SENSE THE POWERFUL SURGE OF ENERGY POURING OUTWARD FROM THE HAT!!
IF ANYTHING CAN STOP SPIDER-MAN, THIS WILL!
HALT!! YOU ARE NO LONGER UNDER THE RINGMASTER'S SPELL! I RELEASE YOU FROM YOUR TRANCE!!

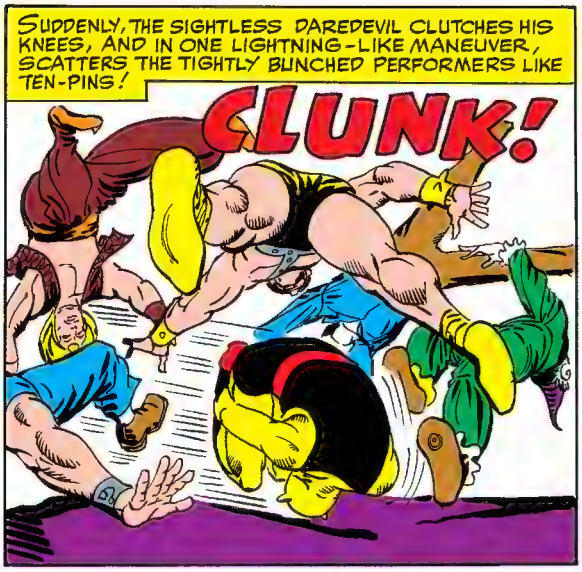

I RELEASE YOU FROM YOUR TRANCE!
I RELEASE YOU FROM YOUR TRANCE!
I RELEASE YOU FROM YOUR TRANCE!

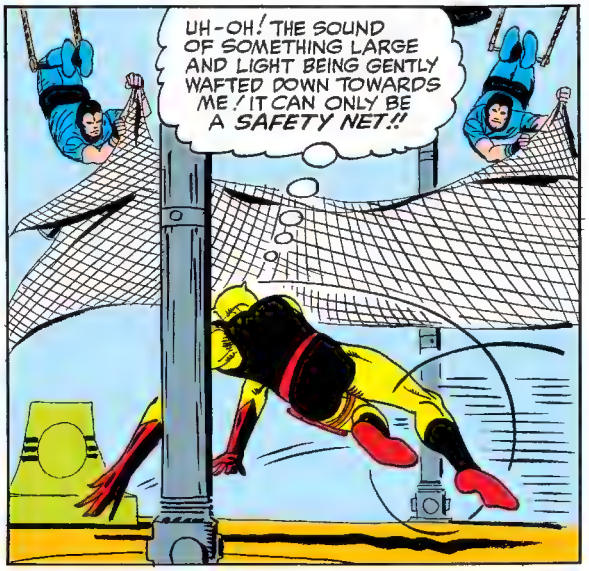

I HEAR HIS PULSE RATE CHANGING! HIS HEART-BEAT HAS BECOME NORMAL! HE'S SNAPPING OUT OF IT!!
MY HEAD... FOG... MISTS SWIRLING ABOUT... BEGINNING TO CLEAR... I CAN THINK AGAIN!

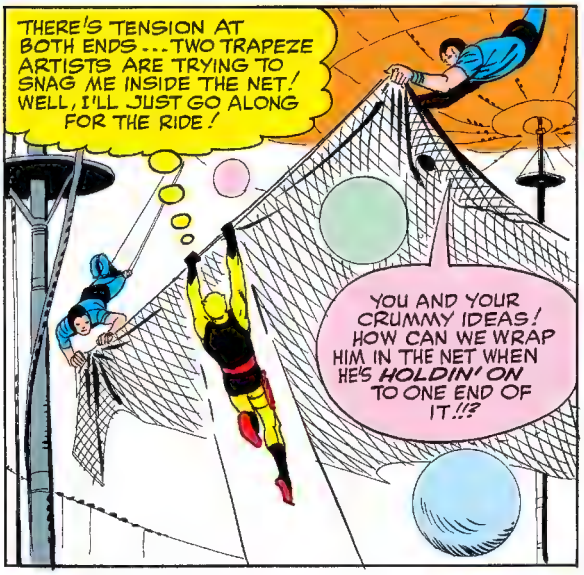

ONCE FREE OF THE HYPNOTIC SPELL, THE BRILLIANT BRAIN OF THE MASKED TEEN-AGER GRASPS THE WHOLE SITUATION IN ONE SPLIT SECOND!
MUCH OBLIGED, DAREDEVIL! NO TELLING WHAT HARM I MIGHT HAVE CAUSED IF YOU HADN'T BROKEN THE RINGMASTER'S HOLD OVER ME!
CHALK IT UP TO SELF-PRESERVATION ON MY PART, FELLA! I'D RATHER HAVE A GENT LIKE YOU WITH ME THAN AGIN' ME!!


THANKS FOR THE COMPLIMENT, BUT I OWE YOU A FAVOR, AND A SPIDER-MAN NEVER FORGETS!
BETTER SAVE THE HEARTS AND FLOWERS FOR LATER, SPIDEY! I HEAR A MIGHTY ANGRY RING-MASTER GETTING READY TO ATTACK US AGAIN!
WHOOPS! I ALMOST LET THE CAT OUT OF THE BAG ABOUT MY SUPER-HEARING!

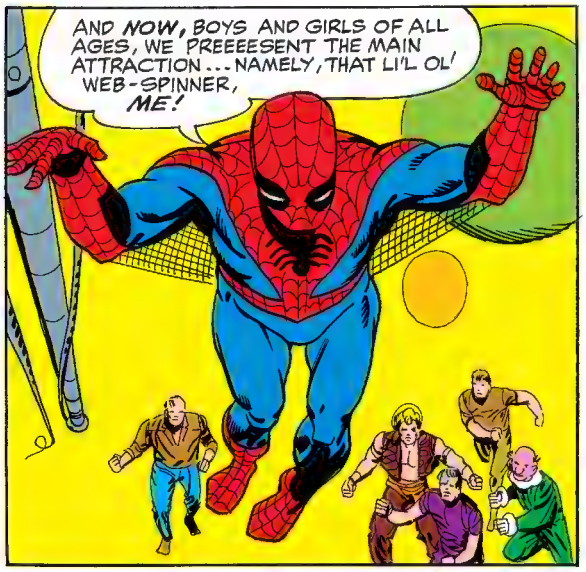

DON'T JUST STAND THERE, YOU USELESS FOOLS! WE OUTNUMBER THOSE TWO MASKED MEDDLERS! WE'RE HIGHLY-TRAINED, ALSO! LET'S GET THEM... UNLESS YOU WANT TO DO THE REST OF YOUR ACT IN JAIL!!
THE RINGMASTER'S RIGHT! IT'S ONLY TWO OF THEM AGAINST ALL OF US! LET'S GO!!
THE REST OF THE AUDIENCE IS STILL HYPNOTIZED! IF WE CAN POLISH OFF SPIDER-MAN AND DAREDEVIL IN TIME, WE'LL STILL GET AWAY WITH OUR PLAN!


SUDDENLY, THE SIGHTLESS DAREDEVIL CLUTCHES HIS KNEES, AND IN ONE LIGHTNING-LIKE MANEUVER, SCATTERS THE TIGHTLY BUNCHED PERFORMERS LIKE TEN-PINS!
CLUNK!


UH-OH! THE SOUND OF SOMETHING LARGE AND LIGHT BEING GENTLY WAFTED DOWN TOWARDS ME! IT CAN ONLY BE A SAFETY NET!!

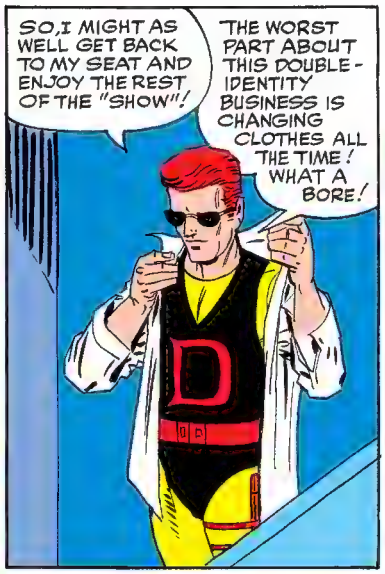

THERE'S TENSION AT BOTH ENDS... TWO TRAPEZE ARTISTS ARE TRYING TO SNAG ME INSIDE THE NET! WELL, I'LL JUST GO ALONG FOR THE RIDE!
YOU AND YOUR CRUMMY IDEAS! HOW CAN WE WRAP HIM IN THE NET WHEN HE'S HOLDIN' ON TO ONE END OF IT!!?

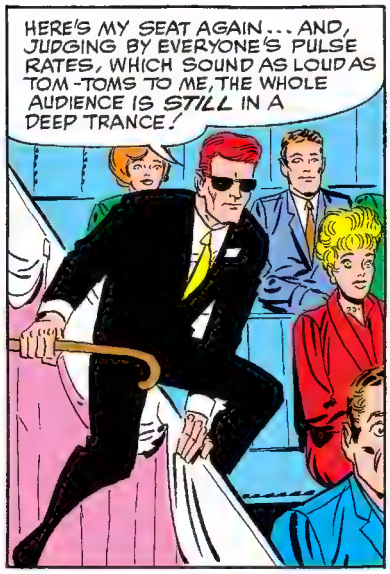
DAREDEVIL!! YOU'VE DONE YOUR SHARE! IT'S MY FIGHT NOW! C'MON DOWN!!
OKAY, SPIDEY, THEY'RE ALL YOURS!! BUT IF YOU NEED ME, JUST WIGGLE YOUR WEB, FELLA!

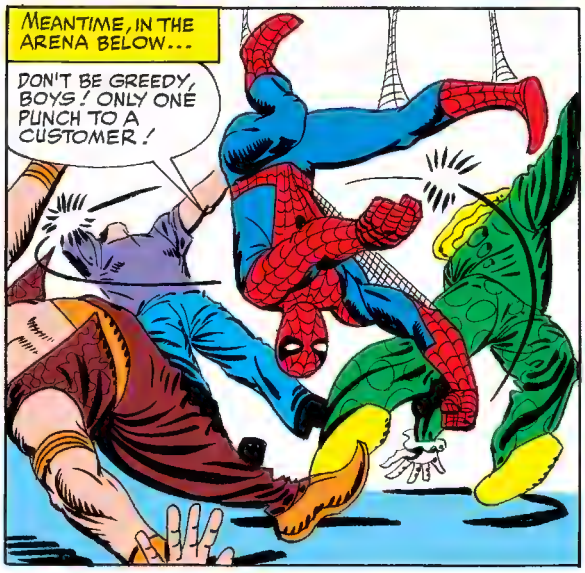

AND NOW, BOYS AND GIRLS OF ALL AGES, WE PREEEESENT THE MAIN ATTRACTION... NAMELY, THAT LI'L OL' WEB-SPINNER, ME!

CAREFUL! DON'T BE OVER-EAGER! THERE'LL BE PLENTY OF ME TO GO AROUND!
YOU'LL EACH GET A CHANCE TO BE SLAPPED SILLY BY SPIDEY!
THUNK!

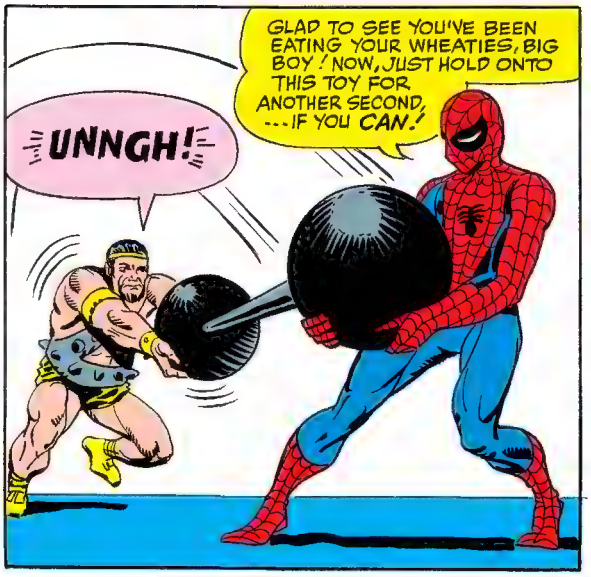
BRO-THER! JUDGING BY THE SOUND OF PANDEMONIUM OUT THERE, SPIDER-MAN NEEDS ME ABOUT AS MUCH AS THE HULK NEEDS VITAMIN PILLS!!
D

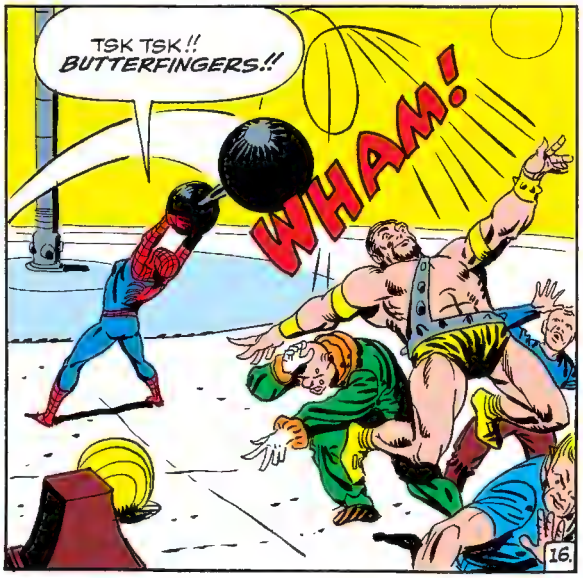

SO, I MIGHT AS WELL GET BACK TO MY SEAT AND ENJOY THE REST OF THE "SHOW"!
THE WORST PART ABOUT THIS DOUBLE-IDENTITY BUSINESS IS CHANGING CLOTHES ALL THE TIME! WHAT A BORE!
D

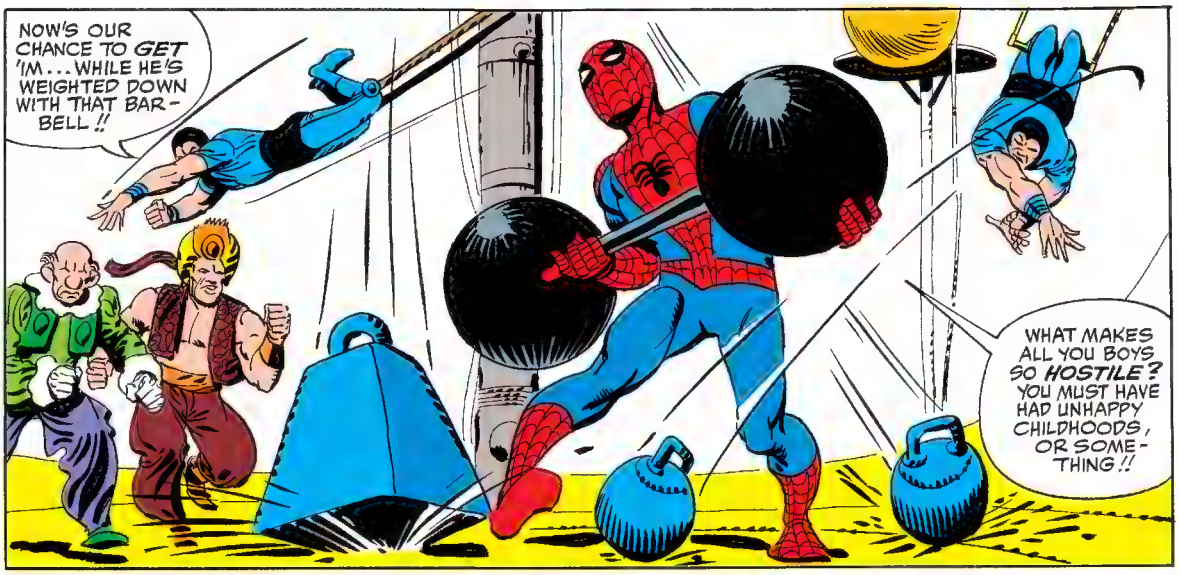

HERE'S MY SEAT AGAIN... AND, JUDGING BY EVERYONE'S PULSE RATES, WHICH SOUND AS LOUD AS TOM-TOMS TO ME, THE WHOLE AUDIENCE IS STILL IN A DEEP TRANCE!


MEANTIME, IN THE ARENA BELOW...
DON'T BE GREEDY, BOYS! ONLY ONE PUNCH TO A CUSTOMER!

HE'LL BE SINGIN' A DIFFERENT TUNE AFTER I WRAP THIS 500-POUND BAR BELL AROUND HIM!
FOR SHAME, SAMSON! DON'T YOU KNOW BETTER THAN TO TRY TO SNEAK UP ON A CITIZEN WHO'S LOADED WITH SPIDER SENSE?!

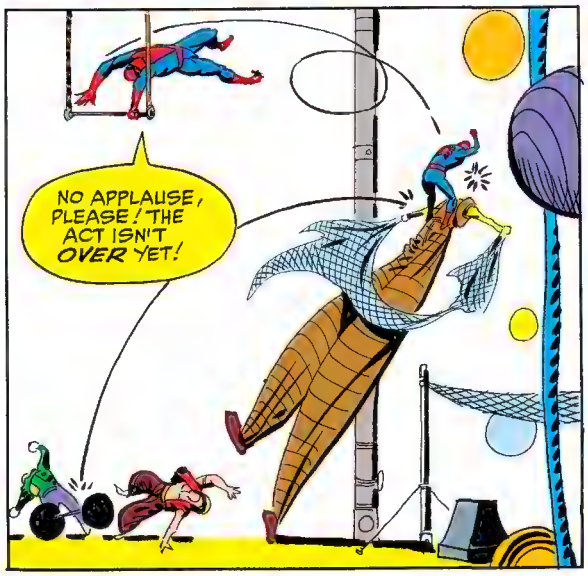

UNNGH!
GLAD TO SEE YOU'VE BEEN EATING YOUR WHEATIES, BIG BOY! NOW, JUST HOLD ONTO THIS TOY FOR ANOTHER SECOND, ...IF YOU CAN!

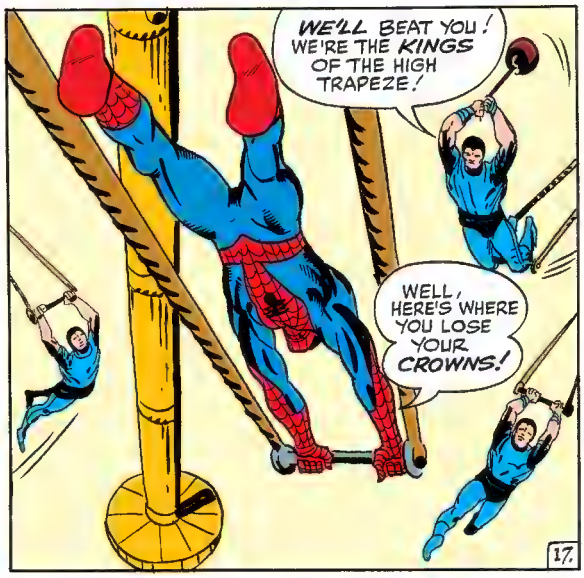

TSK TSK!! BUTTERFINGERS!!
WHAM!

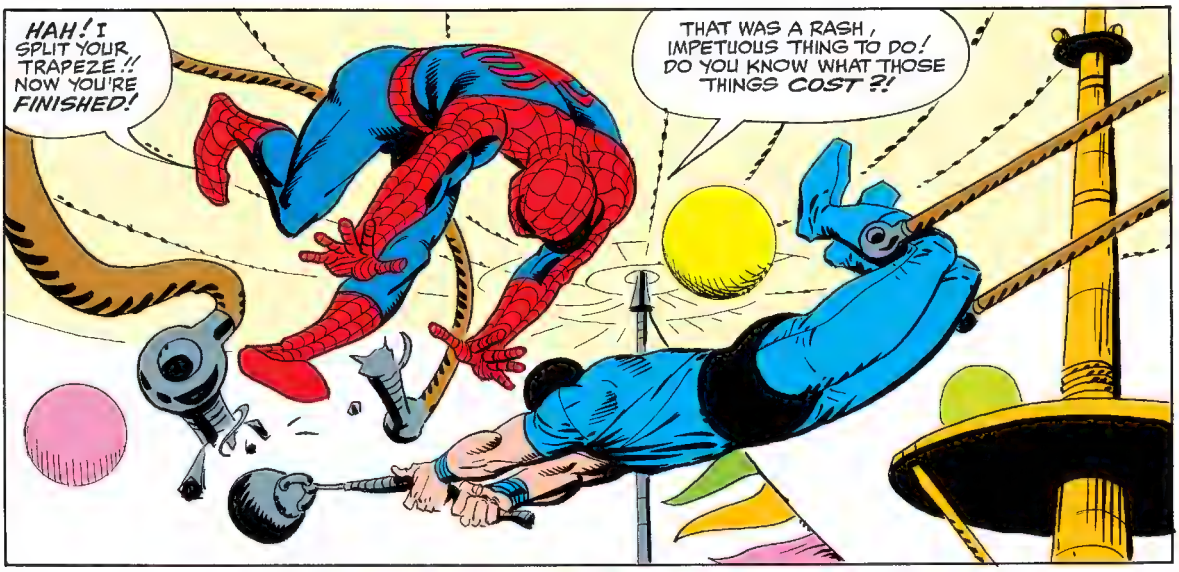

NOW'S OUR CHANCE TO GET 'IM... WHILE HE'S WEIGHTED DOWN WITH THAT BAR-BELL!!
WHAT MAKES ALL YOU BOYS SO HOSTILE? YOU MUST HAVE HAD UNHAPPY CHILDHOODS, OR SOME-THING!!

WELL, I CAN'T STAND AROUND HOLDING THIS THING FOREVER! HERE... CATCH!
LOOK OUT!!
HE TOSSED IT LIKE A BASKET-BALL!!

WELL, DON'T JUST STAND THERE!! THAT THING'S HEAVY! YOU'D BETTER LIE DOWN!
MEANWHILE, IT'S TIME FOR ME TO PRACTICE MY HIGH-JUMPING!

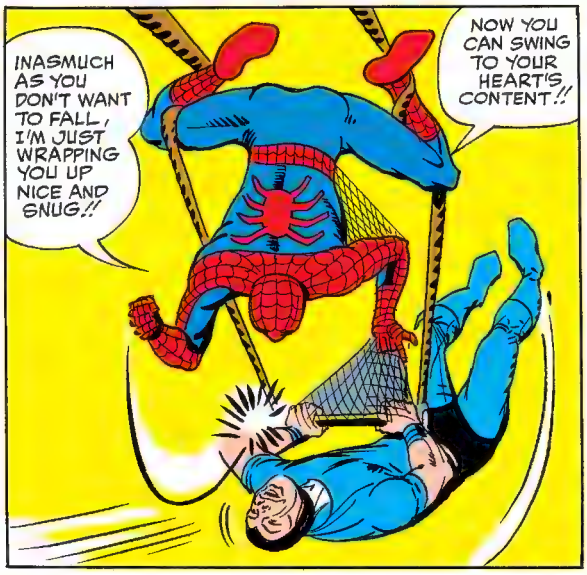

NO APPLAUSE, PLEASE! THE ACT ISN'T OVER YET!

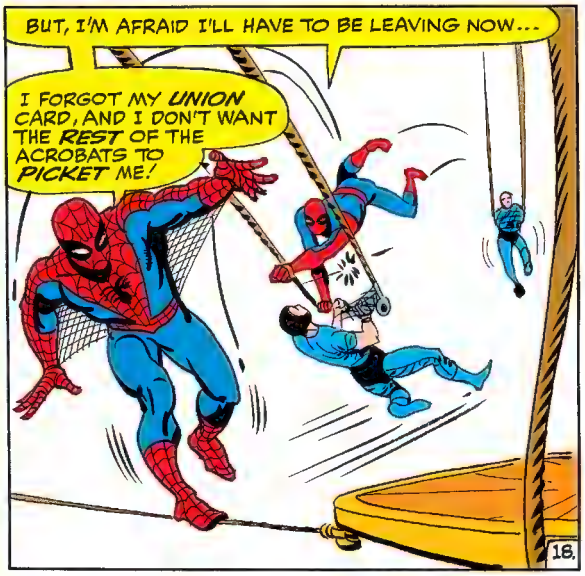

WE'LL BEAT YOU! WE'RE THE KINGS OF THE HIGH TRAPEZE!
WELL, HERE'S WHERE YOU LOSE YOUR CROWNS!

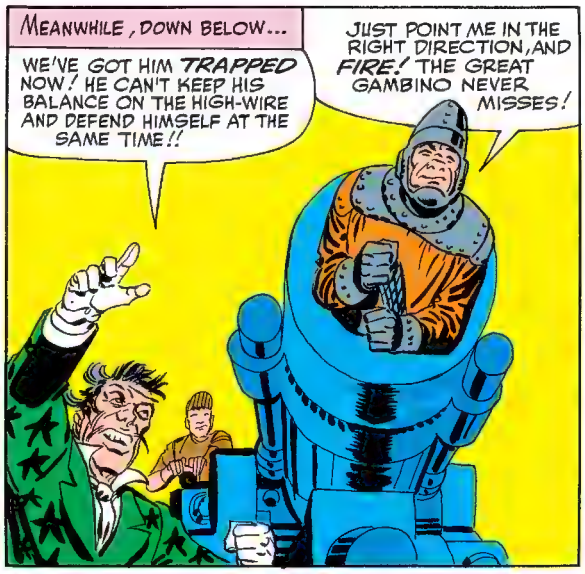

HAH! I SPLIT YOUR TRAPEZE!! NOW YOU'RE FINISHED!
THAT WAS A RASH, IMPETUOUS THING TO DO! DO YOU KNOW WHAT THOSE THINGS COST ?!

YOU'VE ONLY YOURSELF TO BLAME FOR THIS! UNTIL YOU GET ME A NEW TRAPEZE, I'LL HAVE TO RIDE ON YOURS!
NO!! DON'T!! GET OFF, YOU FOOL!! YOU'LL MAKE US BOTH TOPPLE TO THE GROUND!!

BUT YOU CAN'T STAY UP HERE FOREVER! YOU'LL CATCH YOUR DEATH OF COLD!!
YOU MANIAC! NOW WHAT ARE YOU DOING ??


INASMUCH AS YOU DON'T WANT TO FALL, I'M JUST WRAPPING YOU UP NICE AND SNUG!!
NOW YOU CAN SWING TO YOUR HEART'S CONTENT!!

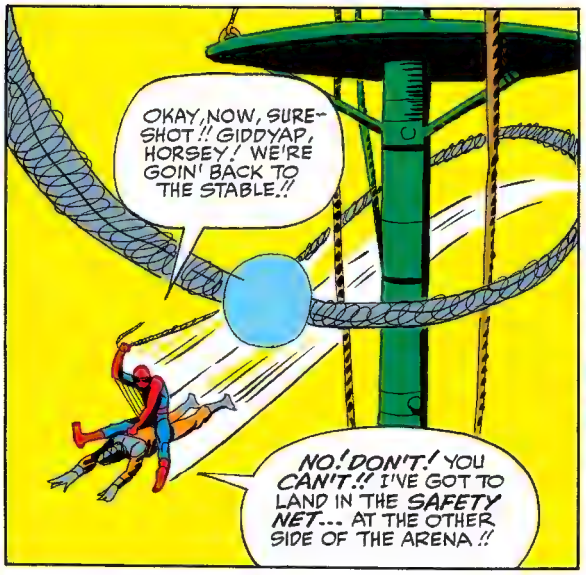

BUT, I'M AFRAID I'LL HAVE TO BE LEAVING NOW...
I FORGOT MY UNION CARD, AND I DON'T WANT THE REST OF THE ACROBATS TO PICKET ME!


MEANWHILE, DOWN BELOW...
WE'VE GOT HIM TRAPPED NOW! HE CAN'T KEEP HIS BALANCE ON THE HIGH-WIRE AND DEFEND HIMSELF AT THE SAME TIME!!
JUST POINT ME IN THE RIGHT DIRECTION, AND FIRE! THE GREAT GAMBINO NEVER MISSES!

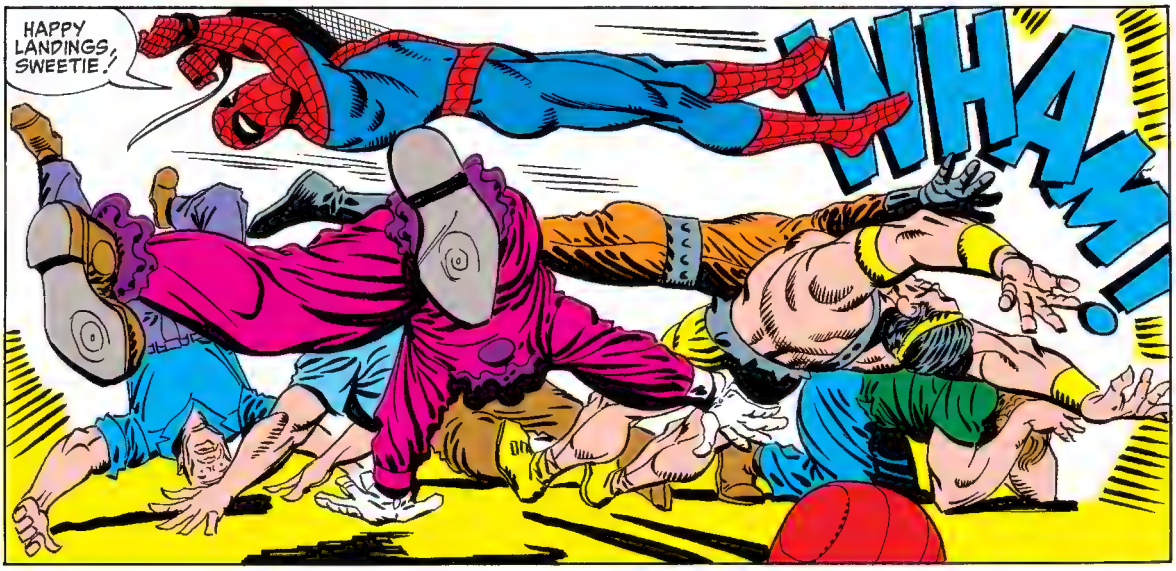
NOW! LOWER YOUR HEAD! BUTT HIM OFF THE WIRE!
WELL, WELL! COMPANY! AND I DIDN'T EVEN BAKE A CAKE!
DON'T WORRY!! IT'S AS GOOD AS DONE!!
WHOOM!

YOU LAMEBRAIN!! DID YOU THINK I'D STAND STILL AND WAIT FOR YOU TO HIT ME??
WH-WHERE'D HE GO?!!

DON'T WORRY! I'M NOT LOST! US FRIENDLY NEIGHBORHOOD SPIDER-MEN KNOW OUR WAY AROUND PRETTY WELL!!
HE'S TOSSED HIS WEB OVER ME!! B-BUT WHY??


OKAY, NOW, SURE-SHOT!! GIDDYAP, HORSEY! WE'RE GOIN' BACK TO THE STABLE!!
NO! DON'T! YOU CAN'T!! I'VE GOT TO LAND IN THE SAFETY NET... AT THE OTHER SIDE OF THE ARENA!!

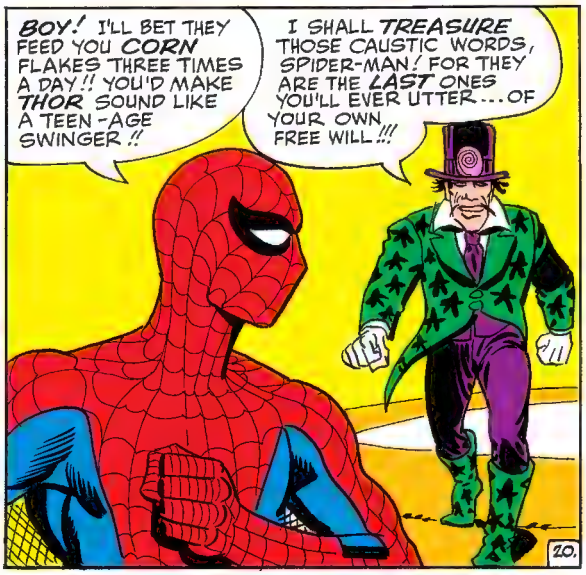
NOW, NOW! YOU DON'T WANT OLD SPIDEY TO THINK YOU'RE A CREATURE OF HABIT, DO YOU??
I'M GONNA SHOW YOU A NICE NEW WAY TO LAND! HERE GOES!
LOOK OUT!!
RUN!


HAPPY LANDINGS, SWEETIE!
WHAM!

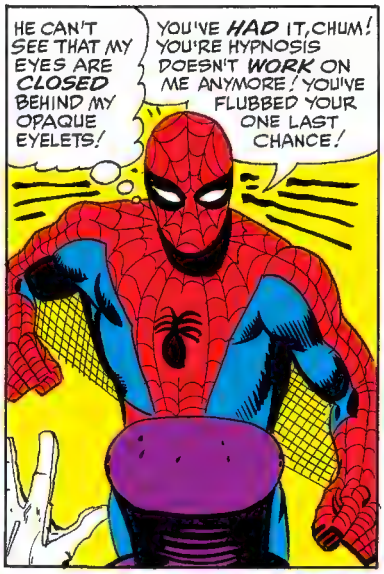
THAT WASN'T A BAD ACT, GROUP! THE ONLY THING THAT PUZZLES ME IS... WHAT'LL WE DO FOR AN ENCORE?? OH, WELL, LET'S SEE NOW... ARE YOU ALL PRESENT AND ACCOUNTED FOR??
HMM... I HAVE A SNEAKY SUSPICION THAT SOMEONE'S MISSING!

AND THERE HE IS!!
NOW I KNOW HOW YOU STAY SO SLIM, RINGY! YOU'RE ALWAYS RUNNING!
MY HAT!! ONCE I GET MY HANDS ON IT, I'LL HAVE SPIDER-MAN UNDER MY CONTROL AGAIN! I'M NOT BEATEN YET!

AND NOW, YOU BRASH, BOASTFUL, BRAZEN BOOR!! NOW YOU'LL PAY FOR YOUR TAUNTS AND INSOLENCE!!

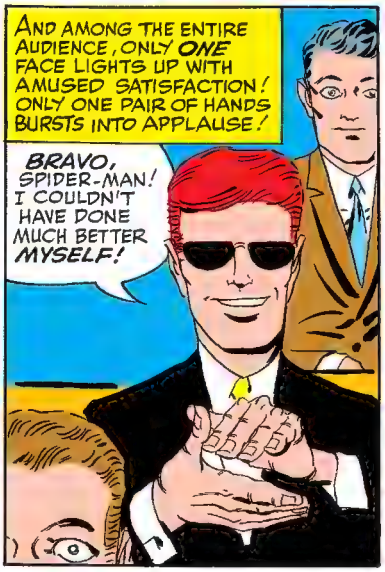

BOY! I'LL BET THEY FEED YOU CORN FLAKES THREE TIMES A DAY!! YOU'D MAKE THOR SOUND LIKE A TEEN-AGE SWINGER!!
I SHALL TREASURE THOSE CAUSTIC WORDS, SPIDER-MAN! FOR THEY ARE THE LAST ONES YOU'LL EVER UTTER... OF YOUR OWN FREE WILL!!!

AND NOW, REPEAT AFTER ME ...I MUST OBEY THE RINGMASTER!! HIS WILL IS MY WILL! HIS WILL IS MY WILL!!


HE CAN'T SEE THAT MY EYES ARE CLOSED BEHIND MY OPAQUE EYELETS!
YOU'VE HAD IT, CHUM! YOU'RE HYPNOSIS DOESN'T WORK ON ME ANYMORE! YOU'VE FLUBBED YOUR ONE LAST CHANCE!

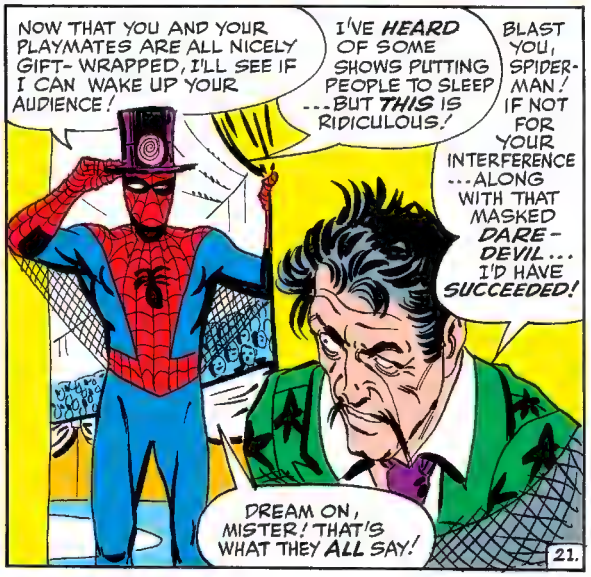
AND NOW, IF THERE ARE NO FURTHER QUESTIONS, WE'LL BRING THIS SESSION TO A CLOSE... MY WAY!
NO! WAIT! I'LL MAKE A DEAL WITH YOU... STOP!

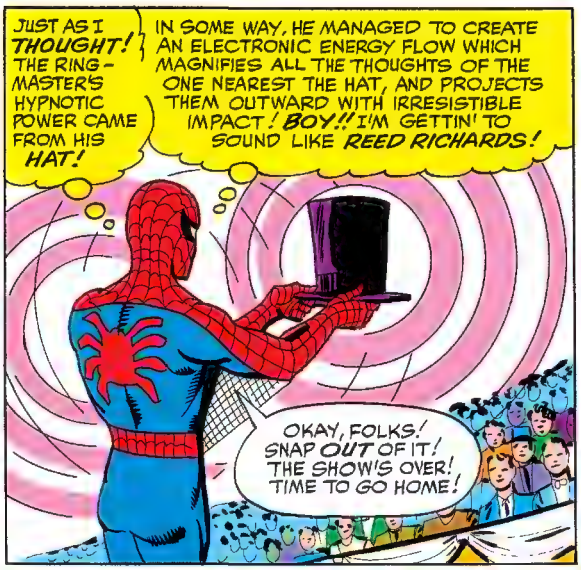
I NEVER DEAL WITH GENTS WHO HAVE GLASS JAWS!
WHOOPS! MUSTN'T LOSE THE HAT!!

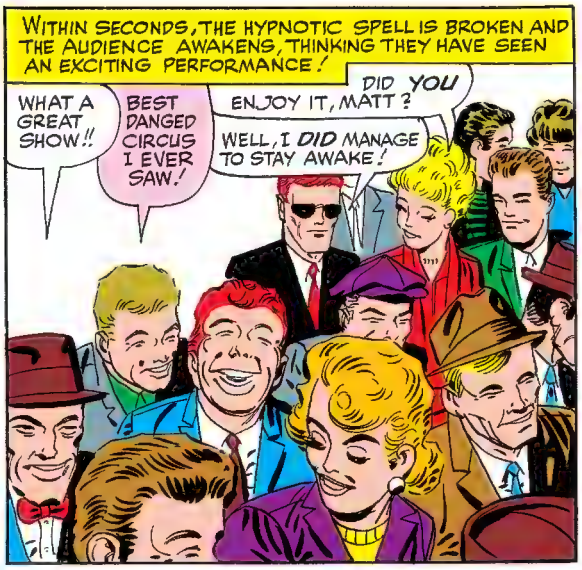

AND AMONG THE ENTIRE AUDIENCE, ONLY ONE FACE LIGHTS UP WITH AMUSED SATISFACTION! ONLY ONE PAIR OF HANDS BURSTS INTO APPLAUSE!
BRAVO, SPIDER-MAN! I COULDN'T HAVE DONE MUCH BETTER MYSELF!

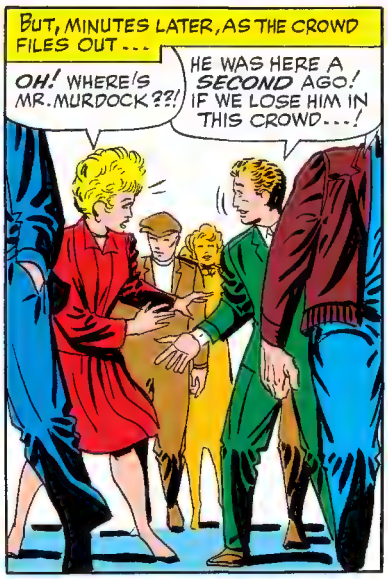
THAT MUST HAVE BEEN DAREDEVIL! EVERYONE ELSE IS STILL IN A TRANCE!
BUT WITH ALL THE ECHOES IN THIS PLACE, I CAN'T TELL WHERE THE VOICE CAME FROM!

WELL, WHEREVER DAREDEVIL IS, I'M GLAD HE ENJOYED THE SHOW! ALTHOUGH I WONDER HOW HE MANAGED TO RESIST THE RINGMASTER'S HYPNOSIS!?
IT ALL HAPPENED SO SUDDENLY THAT ONLY A BLIND MAN COULD HAVE BEEN UNAFFECTED! WELL, NATURALLY THAT CAN'T BE THE ANSWER! OH, WELL, I'LL DOPE IT OUT SOME DAY!!

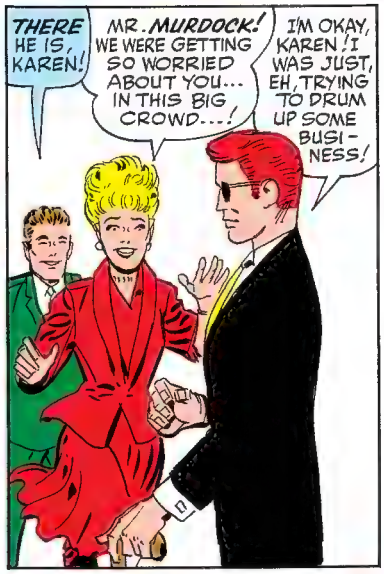

NOW THAT YOU AND YOUR PLAYMATES ARE ALL NICELY GIFT-WRAPPED, I'LL SEE IF I CAN WAKE UP YOUR AUDIENCE!
I'VE HEARD OF SOME SHOWS PUTTING PEOPLE TO SLEEP ...BUT THIS IS RIDICULOUS!
BLAST YOU, SPIDER-MAN! IF NOT FOR YOUR INTERFERENCE ...ALONG WITH THAT MASKED DAREDEVIL... I'D HAVE SUCCEEDED!
DREAM ON, MISTER! THAT'S WHAT THEY ALL SAY!


JUST AS I THOUGHT! THE RING-MASTER'S HYPNOTIC POWER CAME FROM HIS HAT!
IN SOME WAY, HE MANAGED TO CREATE AN ELECTRONIC ENERGY FLOW WHICH MAGNIFIES ALL THE THOUGHTS OF THE ONE NEAREST THE HAT, AND PROJECTS THEM OUTWARD WITH IRRESISTIBLE IMPACT! BOY!! I'M GETTIN' TO SOUND LIKE REED RICHARDS!
OKAY, FOLKS! SNAP OUT OF IT! THE SHOW'S OVER! TIME TO GO HOME!

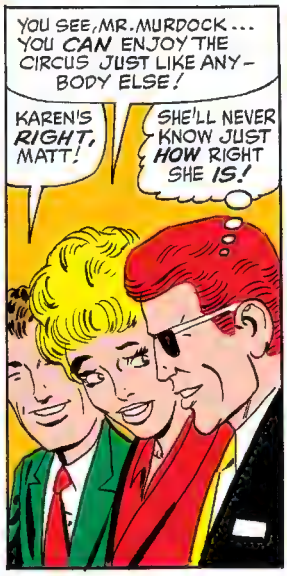

WITHIN SECONDS, THE HYPNOTIC SPELL IS BROKEN AND THE AUDIENCE AWAKENS, THINKING THEY HAVE SEEN AN EXCITING PERFORMANCE!
WHAT A GREAT SHOW!!
BEST DANGED CIRCUS I EVER SAW!
DID YOU ENJOY IT, MATT?
WELL, I DID MANAGE TO STAY AWAKE!

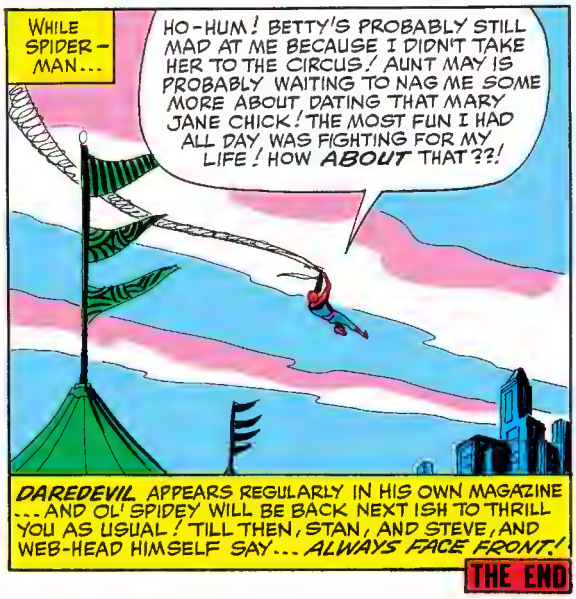

BUT, MINUTES LATER, AS THE CROWD FILES OUT...
OH! WHERE'S MR. MURDOCK??!
HE WAS HERE A SECOND AGO! IF WE LOSE HIM IN THIS CROWD...!

HOWEVER, NOT FAR AWAY, THE IRREPRESSIBLE MATT MURDOCK ENJOYS ONE LAST PRIVATE JOKE...
I COULDN'T HELP HEARING THE POLICE TAKING YOU AWAY, SIR! IF YOU SHOULD NEED A LAWYER, HERE'S MY CARD!
KEEP 'EM MOVIN', JOE!
AWW, GET LOST!


THERE HE IS, KAREN!
MR. MURDOCK! WE WERE GETTING SO WORRIED ABOUT YOU... IN THIS BIG CROWD...!
I'M OKAY, KAREN! I WAS JUST, EH, TRYING TO DRUM UP SOME BUSI-NESS!

WELL, THAT'S THE LAST OF THE RINGMASTER AND HIS CREW! TOO BAD I DIDN'T GET TO KNOW DAREDEVIL BETTER!


YOU SEE, MR. MURDOCK... YOU CAN ENJOY THE CIRCUS JUST LIKE ANY-BODY ELSE!
KAREN'S RIGHT, MATT!
SHE'LL NEVER KNOW JUST HOW RIGHT SHE IS!


WHILE SPIDER-MAN...
HO-HUM! BETTY'S PROBABLY STILL MAD AT ME BECAUSE I DIDN'T TAKE HER TO THE CIRCUS! AUNT MAY IS PROBABLY WAITING TO NAG ME SOME MORE ABOUT DATING THAT MARY JANE CHICK! THE MOST FUN I HAD ALL DAY WAS FIGHTING FOR MY LIFE! HOW ABOUT THAT??!
DAREDEVIL APPEARS REGULARLY IN HIS OWN MAGAZINE ...AND OL' SPIDEY WILL BE BACK NEXT ISH TO THRILL YOU AS USUAL! TILL THEN, STAN, AND STEVE, AND WEB-HEAD HIMSELF SAY... ALWAYS FACE FRONT!
THE END

SPIDER'S WEB

Dear Stan and Steve,

Although I'm just a lowly college freshman I'm a great fan of all Marvel Comics, and I just had to write to tell you how much I appreciate them—especially SPIDER-MAN! I just finished reading your latest and your greatest Spider-Man, which is stupendous, to say the very least! Seconds after I finished reading I was so frenzied with enthusiasm that I picked up the first piece of paper and writing apparatus in sight. The way you bring your readers to the edge of a nervous breakdown by the thought of seeing the end of Spider-Man, and then slapping them in the face with the fact that our favorite hero is better off than ever, is unbelievable. My highest compliments to both of you. Stan did a really terrifyingly terrific job—the white-heat of his inspiration must be his genius showing through. Steve's drawings depicted every moment of emotion in outstanding fashion. I thank you very much!

Andy G. Nevares, 3911 Zephyr St.
Houston 21, Texas

Gee whiz, Andy, if you don't like our mags, why don't you just come right out 'n say so?!

Dear Stan and Steve,

We wish to have some information concerning Spider-Man's unique webbing. In issue #12 you showed Spider-Man reloading with cartridges of web fluid. Now, since we didn't get the first few issues of Spider-Man, we would like to know how he made or makes the fluid which he uses, the way the release works, and the method used in forcing the fluid out. Please do not tell us that it is a secret and it cannot be told!

Darrell Wade, Tony & Joe Muscatello
Rt. #1, Box 329, Bluefield, W. Va.

Not only do you ask tough questions, but then you tell us what we shouldn't tell you, eh? You'll find most of the answers you want in the Spidey Annual on sale in June! Anything you don't see there—forget it!

Dear Stan and Steve,

You know that a person who is addicted to cigarettes is likely to have a nicotine fit if he goes too long between smokes. Well, as of two days ago I am having a Spider-Man fit! My pupils are dilated (from lack of reading material), my pulse is rapid, I can't eat and I can't sleep. If the next issue doesn't come out soon I think I might start pulling my hair out by the roots. There is one thing about your mag which I simply can't stand—it only comes out once a month instead of every week! Please see if you can do anything about this intolerable situation.

Bill Payne, 2701 Portland Ave.
Louisville, Ky.

You think YOU'VE got trouble? You should see US when our pay checks arrive late!!

Dear Stan and Steve,

Today I read the latest issue of SPIDER-MAN and F.F. They were both okay except that in some parts of both magazines it got too mushy. Girls are okay in their own place, I always say. How would you like your magazines to be called "The Marvel Age of Henpecked Super-Heroes"? So please get Betty out of Spider-Man and keep Sue just the Invisible Girl—not Mrs. Reed Richards!

Jay Blackburn, 548 Ingham Ave.
Calumet City, Ill.

That might be okay with US, Jay—but we're not so sure Spidey and Reed would like your suggestion!

Dear Stan and Steve,

STRANGE TALES #120 was a very good issue but we think Iceman should have a girl friend just like everyone else. We also feel after reading issue #12 of SPIDER-MAN that he should reveal his identity to Betty; then he would be able to carry on a more normal life for he would have someone to talk to. We would appreciate an answer as we read your comic books when we take a coffee break while we study.

Gail Schottenstein & Phyllis Schwartz
100 Beacon St., Boston, Mass.

Well, gals, it seems to us that it would be pretty tough to lead a normal life, even if you reveal your secret to your girl friend, if you happen to be a guy who runs around evenings in a Spider costume and swings thru the air on webs! But, to each his own!

Dear Stan and Steve,

I have just finished reading SPIDER-MAN #12 and it was pretty good. But the one boo-boo you made was on page 6 at the bottom of the page in the lower lefthand corner when you said, "...and atop the highest roller coaster at the Amusement Park." They were not on a roller coaster but on a ferris wheel! That was the only thing wrong with #12—otherwise it was one of the best!

Steve Keyes, 3077 Donny Brook
Costa Mesa, Calif.

You're right, Steve, and we're wrong—as usual! Apparently the blamed thing was so high that we couldn't tell WHAT it was from 'way down below!

Dear Stan and Steve,

I'd like to mention simply the question of realism which you are forever injecting into your Spider-Man stories: I've noticed that Spider-Man is the first comic in which the police have been given a bit of recognition. Too often police are ignored even though they do a good job of handling the necessary task of protecting law and order. (Of course this is understandable since some of their work would make dry comic reading and you'd probably have trouble convincing a reader that a cop was as effective as ol' Spidey, anyway!) At any rate, I was pleased to see your use of the police.

Richard Weingroff, 3231 Southgreen Rd.
Baltimore, Md.

A fat lot of GOOD it does us! Ol' Stan just got a parking ticket last week!

Dear Stan and Steve,

Lots of readers have complained that word balloons spoil your covers. Well, something else like that bugs me. I've been looking at your current Marvel issues and have seen the slogans about how great Marvel is. It spoils the whole cover! So how about cutting out all these words of praise so we can see the art? We readers know that this is the MARVEL AGE OF COMICS and if *you* don't, then for the love of Pete, read one of your mags sometime!

Dick North, 5962 N. Sheridan Rd.
Chicago 40, Ill.

What?? After WRITING them all day?? Have a heart, Dick!

Dear Stan and Steve,

Your Spider-Man magazine is really beginning to take hold here. The main reason is that Spider-Man is portrayed as such a natural guy. This makes the magazine very enjoyable to read and gives it humor in between the dramatic moments. In reference to Pete himself, we think that he should stick to dating high school girls. Although you have explained that Betty is Pete's age, there is some-

CONTINUED

thing about his dating a working girl that seems out of character. Dating her denotes a certain suave, man-of-the-world trait that we don't think he possesses. We hope that Spider-Man does not become incorporated into another magazine because then he would lose his significance. In short, your magazine is a very entertaining and original work. We hope to see a lot more of it!

Jim Frank & Pete Rabalais
St. Edward's University, Austin, Texas.

Thanks, guys. But maybe YOU have the nerve to tell Spidey whom he should date—WE sure don't!

Dear Stan and Steve,

Holy Toledo! In my opinion Spider-Man #12 was the best issue since #4 which featured the Sandman. However, the title of the story just didn't fit. Pete *was* unmasked, but it wasn't the main point of the story. Come to think of it, I don't know what the heck *was* the main point??!!

Gary Rafferty, 19 120th St.
Troy, N. Y.

Know something, Gary? We're with YOU! Half the time WE never can figure out the point of these stories either! But, we never knew they NEEDED one!

Dear Stan and Steve,

My husband and I buy all the Marvel magazines we can get our hands on. We think they are really great! By the way, we feel that sometimes using Communists as villains gives a story impact, and promotes an interest in world affairs. Keep up the good work and we'll do our part — buying!

Mrs. Danny Lee Moore
Leftwitch St., Gretna, Va.

We can't ask for more than THAT! As for the Communists—they haven't been bothering Spidey much lately. We don't know whether to be pleased or offended!

Dear Stan and Steve,

I have read enough of your boring hogwash! I hate your comics so much I always want the bad guys to win! You call them "mags"! They should be "rags"! Where do you get your jokes from . . . "Romper Room"? As far as I know the Marvel Age of Comics should have gone out with the Ice Age. And another thing . . . I hope Spider-Man gets swatted!!

Bruce Donehower, 47 Woodland Rd.
Short Hills, N. J.

Sorry, Bruce! No matter how you beg—you can't have our autographs!!

Dear Stan and Steve,

Our organization "Candid Opinions" feels that your periodical is one of the greatest to hit the stands today. The entire concept which you impose is incomparable. The art and plots are totally different in the sense that they have never before been attempted with such successful results. Keep up the good work—we wish you every success due your fine magazine!

Mark Larde, President
Candid Opinions Organization
1537 S. Clarion, Philadelphia, Pa.

We're not quite sure what "Candid Opinions" IS, Mark —but considering the good taste you show in literature, we feel you're a FINE organization!

Dear Stan and Steve,

I'm sure that if everyone of us out here in Comicland, including spiders, took a poll for the top super-hero of the year, SPIDER-MAN would win hands down. Never... yes . . . never in the history of Comicdom has there been a character whose personality is played up as much as Peter Parker's! This has contributed to making Spider-Man your most realistic magazine. It seems that Peter always has something to say behind the backs of others unlike many heroes who are so good and wholesame that it's downright disgusting! Peter, being a teenager, is at an age when most young people think that they are being looked down upon, and even though he has superhuman powers, he is a human being, so naturally he would have a lot of rebuttal. Please continue the half Peter/Spider-Man pictures—I think this illuminates the inner conflict due to his dual identity. Because of his emotions and his exciting stories, you have made AMAZING SPIDER-MAN one of the top ranking heroes in the brief history of his comic. Many thanks!

Steve Jam, 949 Gretta Ave.
West Covina, Cal.

Wow! Another few flattering letters like yours, Steve, and we'll start believing our own publicity! Anyway, we still maintain that the best thing about ol' Spidey is his ever-lovin' FANS!

SPECIAL ANNOUNCEMENTS SECTION:

—Well, how about that DAREDEVIL, eh?? No featured character we've ever presented, not even Spidey himself, has ever been greeted with so spontaneous a wave of enthusiasm from you fans as D.D.! And, if you haven't seen it yet, his new third ish is on sale now, featuring the macabre menace of the mysterious Owl, Overlord of Crime! ((Whew! Try saying THAT thru a mouthful of peanut butter!)

—The SPIDER-MAN ANNUAL #1 should be going on sale just about now, and if you miss it, don't say we didn't warn you! Besides having an unbroken 41-page feature story—plus a million unexpected features and pin-ups—it also has the surprise sensation of the season: A novelty entitled "How Stan and Steve Create Spider-Man." We guarantee you'll get a real charge out of it!

—However, we didn't have room in the Spidey Annual to include the much-requested Origin story of our li'l web-head! But, in our usual mixed-up manner, we DID manage to squeeze it into MARVEL TALES ANNUAL #1, also on sale in June. This, too, will most likely be a sellout, for it features the origins of Spidey, Thor, Giant-Man, Sgt. Fury, Iron Man, and the incredible Hulk, together with photos of practically every member of the Marvel bullpen!

—Have you met Diablo yet? He's the FANTASTIC FOUR's newest villiain and you might as well get to know him because, the way WE operate, Spidey will probably be battling him before long! F.F. #30—Another great one from the leader!

—Remember the Enchantress and the Executioner, from THOR #103?? Well, they both team up with Zemo to battle THE AVENGERS in the current ish! And wait'll you see the Thunder God battling his own allies in this one!

—BIG NEWS! Starting with ish #60, our jolly green giant, the Hulk, will be the co-feature of TALES TO ASTONISH, sharing the top billing with GIANT-MAN! And to start things off on the right foot, ol' high-pockets and the Wasp battle the Hulk in the issue preceding it —#59, now on sale! So, Hulk-lovers of the world, arise! TALES TO ASTONISH—Get it!

—Another item of earth-shattering import is the fact that the ever-lovin' Thing will be teamed up with the Human Torch in STRANGE TALES from now on, beginning with the current #124 ish! And Doc Strange will still be the back-up feature of that mag!

—By the way, don't dare miss SGT. FURY #9, now on sale! When Marvel decides to find a villain, we don't kid around! We get the MOST villain there is! Yep, you guessed it! Fury and his Howlers tackle Hitler himself in this ish! It's a corker!

—And while you're at it, you might as well make it a clean sweep and buy IRON MAN #57 to see what ol' shell-head is up to! He's battling a nut named Hawkeye this month and some of Don Heck's artwork will make your eyes pop! Meanwhile, back at the ranch, our hammer-swinging hero, Thor, is trying to figure out how to defeat a character who calls himself The Grey Gargoyle! You'll find all the sordid details in THOR #107!

—We still have a little space left, but we're gonna resist the temptation to tell you what MILLIE THE MODEL and PATSY WALKER are doing this month!! As for KID COLT OUTLAW, TWO-GUN KID, and RAWHIDE KID—we can't remember what's going on with them ourselves! But, if Westerns are your meat, you can be sure that they're a'ridin' and a'fightin' and a'shootin' with the best of 'em!

—There's no telling WHAT our next ish of SPIDER-MAN will be, because Stan and Steve are still in a fog from knocking themselves out on THIS one, as well as putting together the 72-page Annual! But, you can be sure they'll come up with SOMETHING — and, whether it's their best, or their worst, you know it'll STILL be worth reading! So, till then, face front!!

the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
17 OCT.
GUEST-STARRING: THE HUMAN TORCH
"THE RETURN OF "THE GREEN GOBLIN!" (AND WHAT A RETURN IT IS!)

SPIDER-MAN
"THE RETURN OF THE GREEN GOBLIN!"
RUGGEDLY WRITTEN BY: STAN LEE
ROBUSTLY DRAWN BY: STEVE DITKO
RECENTLY LETTERED BY: S. ROSEN
STAN AND STEVE DO IT AGAIN!!
BE SURE TO READ THIS YARN CAREFULLY, FOR IT'S CERTAIN TO BE DISCUSSED AND ARGUED ABOUT BY SPIDEY FANS THROUGHOUT THE FREE WORLD FOR A LONG TIME TO COME!
LOOK AT OL' BOOKWORM PARKER! THE WAY HE'S GLUED TO THAT CHEM BOOK, YOU'D THINK HE WAS READIN' THE LATEST JAMES BOND MYSTERY!
IT'S BEEN MONTHS SINCE I HAD THAT BATTLE WITH THE GREEN GOBLIN!* I WONDER WHAT BECAME OF HIM? WHY HASN'T HE BEEN HEARD FROM SINCE ??
SEE ME AFTER CLASS, KIDS! OL' FLASH HAS SOME BIG NEWS FOR YOU!!
*SEE SPIDER-MAN #14... EDITOR.
X-777

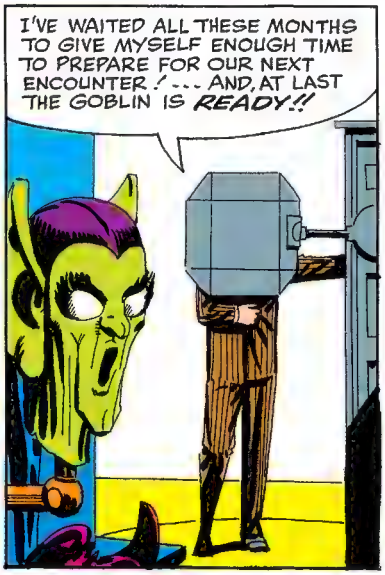
IN ANOTHER PART OF THE CITY, AT THE SAME TIME THAT PETER PARKER SITS IN HIS SCIENCE CLASSROOM, THE VERY ONE HE IS THINKING OF IS ALSO THINKING OF HIM! OR, TO PUT IT MORE ACCURATELY...OF SPIDER-MAN!
THE NEXT TIME I BATTLE SPIDER-MAN, I'LL HAVE NEW WEAPONS TO DEFEAT HIM WITH!

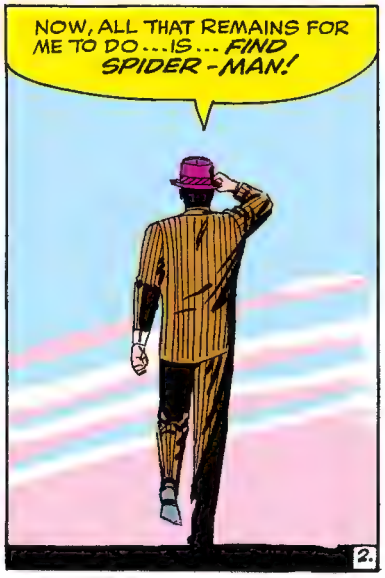
NOW I'M ONLY PRACTICING WITH A DUMMY TARGET! BUT I CAN'T WAIT UNTIL I GET A CHANCE TO USE MY LITTLE BAG OF TRICKS ON THE REAL SPIDER-MAN!

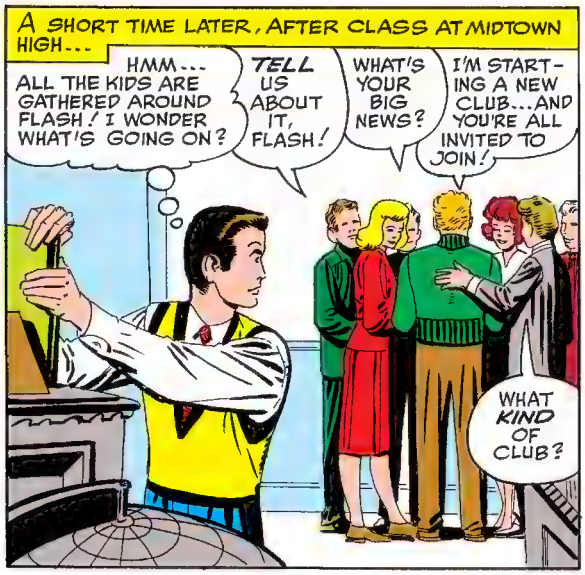
WITH ALL THE PRACTICING I'VE DONE, I SHOULD BE ABLE TO VANQUISH HIM JUST AS EASILY AS I'VE BEATEN HIS LIFELESS REPLICA!

I'VE EVEN REDESIGNED MY JET-POWERED GOBLIN-GLIDER, MAKING IT STILL FASTER AND MORE MANEUVERABLE!

AH, YES! WHEN NEXT WE MEET, SPIDER-MAN WILL FIND THAT THE MYSTERIOUS GREEN GOBLIN IS MORE THAN A MATCH FOR HIM AND HIS OWN PUNY POWERS!!


I'VE WAITED ALL THESE MONTHS TO GIVE MYSELF ENOUGH TIME TO PREPARE FOR OUR NEXT ENCOUNTER!... AND, AT LAST THE GOBLIN IS READY!!

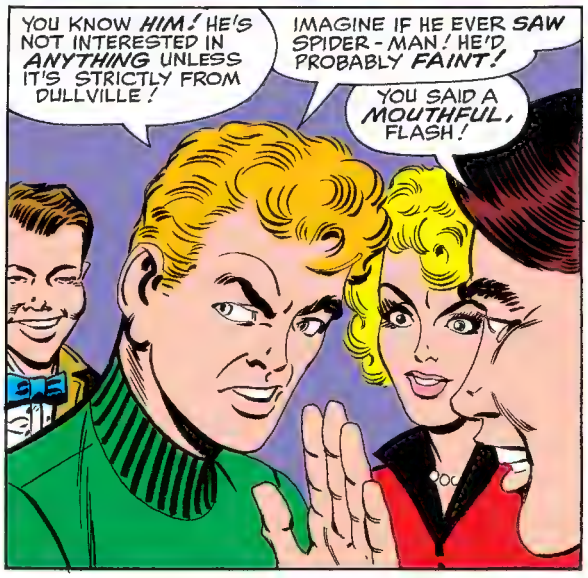

NOW, ALL THAT REMAINS FOR ME TO DO...IS... FIND SPIDER-MAN!

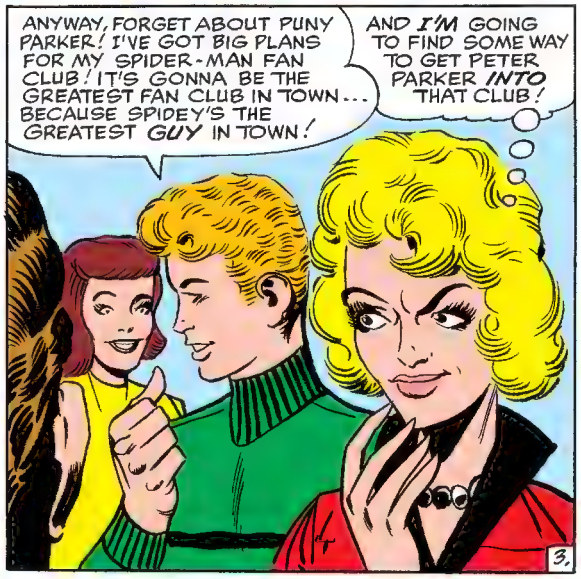

A SHORT TIME LATER, AFTER CLASS AT MIDTOWN HIGH...
HMM... ALL THE KIDS ARE GATHERED AROUND FLASH! I WONDER WHAT'S GOING ON?
TELL US ABOUT IT, FLASH!
WHAT'S YOUR BIG NEWS?
I'M STARTING A NEW CLUB...AND YOU'RE ALL INVITED TO JOIN!
WHAT KIND OF CLUB?

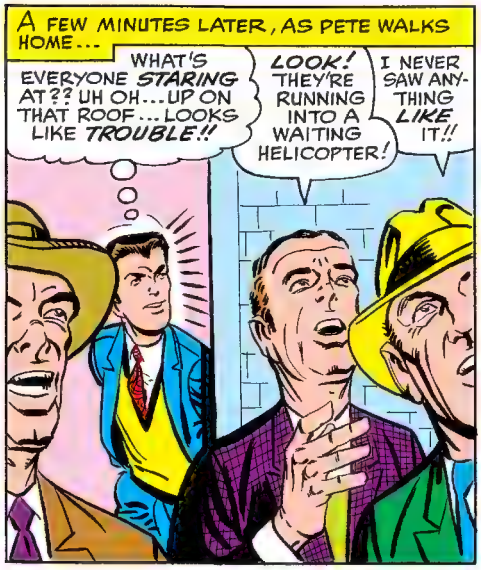
I MIGHT AS WELL SEE WHAT IT'S ALL ABOUT!
IT'S A SPIDER-MAN FAN CLUB... FOREST HILLS CHAPTER! AND I'M THE PRESIDENT!
IXNAY! HERE COMES PUNY PARKER!
NATURALLY!
IT SOUNDS GROOVY!

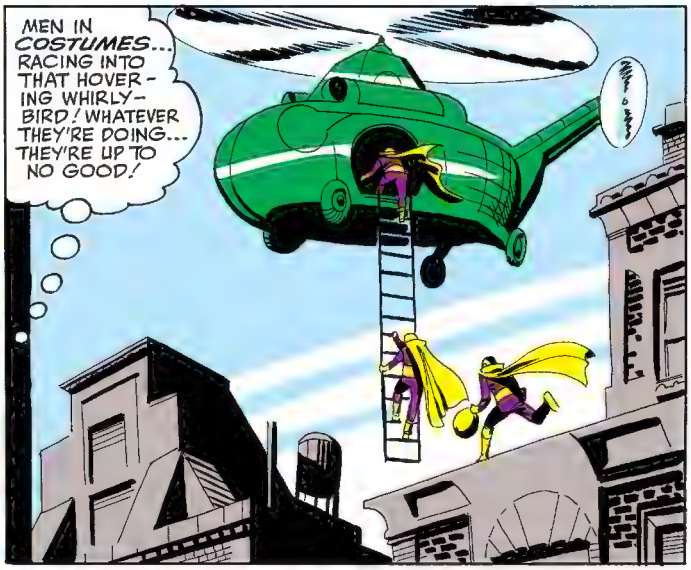
HELLO, PETER! HAVE YOU HEARD ABOUT THE CLUB FLASH IS FORMING?
WHY, NO... I HAVENT!
FORGET IT, LIZ! PARKER WOULDN'T BE INTERESTED! DON'T LET US KEEP YOU FROM WHERE YOU'RE GOING, USELESS!

DON'T WORRY, FLASH... I CAN ALWAYS THINK OF SOMETHING BETTER TO DO THAN TALK TO YOU!!
FLASH THOMPSON! THAT WAS THE CRUELEST THING I'VE EVER SEEN YOU DO! WHY WON'T YOU LET PETER PARKER JOIN YOUR SPIDER-MAN FAN CLUB?
WHO NEEDS THAT CREEP!? ANYWAY, HE DOESN'T EVEN LIKE SPIDER-MAN!


YOU KNOW HIM! HE'S NOT INTERESTED IN ANYTHING UNLESS IT'S STRICTLY FROM DULLVILLE!
IMAGINE IF HE EVER SAW SPIDER-MAN! HE'D PROBABLY FAINT!
YOU SAID A MOUTHFUL, FLASH!

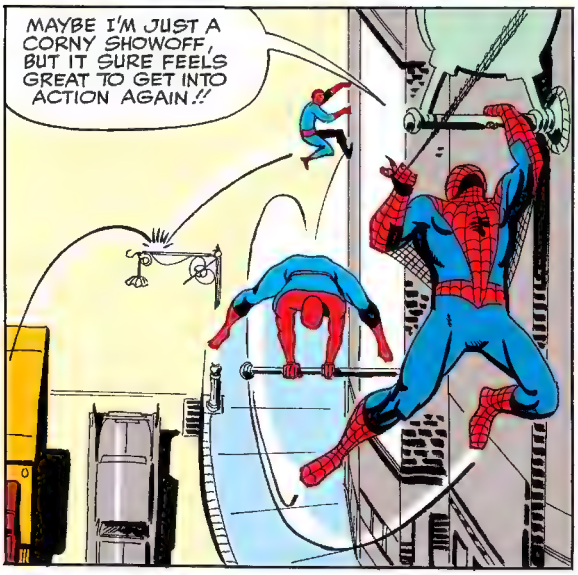

ANYWAY, FORGET ABOUT PUNY PARKER! I'VE GOT BIG PLANS FOR MY SPIDER-MAN FAN CLUB! IT'S GONNA BE THE GREATEST FAN CLUB IN TOWN... BECAUSE SPIDEY'S THE GREATEST GUY IN TOWN!
AND I'M GOING TO FIND SOME WAY TO GET PETER PARKER INTO THAT CLUB!


A FEW MINUTES LATER, AS PETE WALKS HOME...
WHAT'S EVERYONE STARING AT?? UH OH...UP ON THAT ROOF...LOOKS LIKE TROUBLE!!
LOOK! THEY'RE RUNNING INTO A WAITING HELICOPTER!
I NEVER SAW ANYTHING LIKE IT!!


MEN IN COSTUMES... RACING INTO THAT HOVERING WHIRLY-BIRD! WHATEVER THEY'RE DOING... THEY'RE UP TO NO GOOD!

THEY'VE GOT A REAL HEAD START, BUT WITH A LITTLE LUCK, OL' SPIDER-MAN OUGHT TO BE ABLE TO CATCH THEM BEFORE THEY CAN GET OUT OF REACH! HERE GOES NOTHIN'...!

WHEEEEEE! LOOK, MA...NO HANDS!!

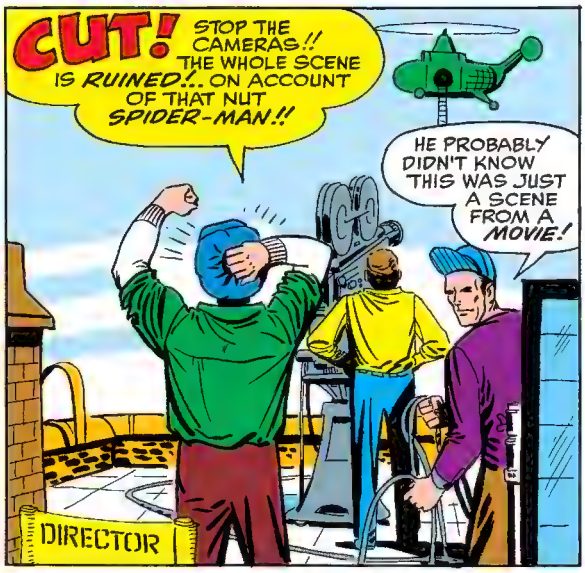

MAYBE I'M JUST A CORNY SHOWOFF, BUT IT SURE FEELS GREAT TO GET INTO ACTION AGAIN!!

I WONDER IF FLASH THOMPSON IS WATCHING? WOULDN'T IT BE SOMETHING IF HE EVER FOUND OUT WHO I REALLY AM?!!

ONE GOOD THING ABOUT BEING SPIDER-MAN... IT KEEPS A GROWING BOY LIKE ME OUT IN THE FRESH AIR!

HEY! WHA...?? GET HIM OUT OF HERE!
THAT'S A FINE ATTITUDE AFTER I KNOCK MYSELF OUT TO PAY YOU THIS LITTLE VISIT!
WHERE'D YOU COME FROM?? HOW'D YOU GET HERE?!

I HATE TO SEEM ANTI-SOCIAL, BUT I'LL ASK THE QUESTIONS! AND THE FIRST ONE IS... WHAT MADE YOU THINK YOU COULD GET AWAY WITH A CAPER LIKE THIS??
LOOK... YOU'VE GOT THIS ALL WRONG! YOU DON'T UNDERSTAND!


CUT! STOP THE CAMERAS!! THE WHOLE SCENE IS RUINED!.. ON ACCOUNT OF THAT NUT SPIDER-MAN!!
HE PROBABLY DIDN'T KNOW THIS WAS JUST A SCENE FROM A MOVIE!
DIRECTOR

BUT, MINUTES LATER, AFTER SPIDEY REALIZES THE TRUTH!
I'M SORRY I SPOILED YOUR SCENE! GUESS I WAS OVER-EAGER!
SORRY?! YOU WEB-SWINGING LAMEBRAIN! THEY OUGHTTA KEEP YOU IN A CAGE!!

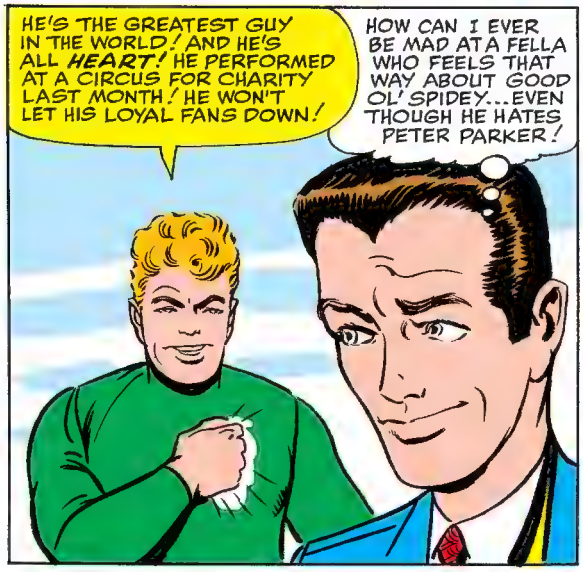
DID YOU HEAR WHAT HAPPENED TO SPIDER-MAN?
SOME SENSATIONAL SUPER-HERO HE IS! I WONDER HOW HE FINDS HIS WAY HOME AT NIGHT!
VER-RY FUNNY! HO HO HO!

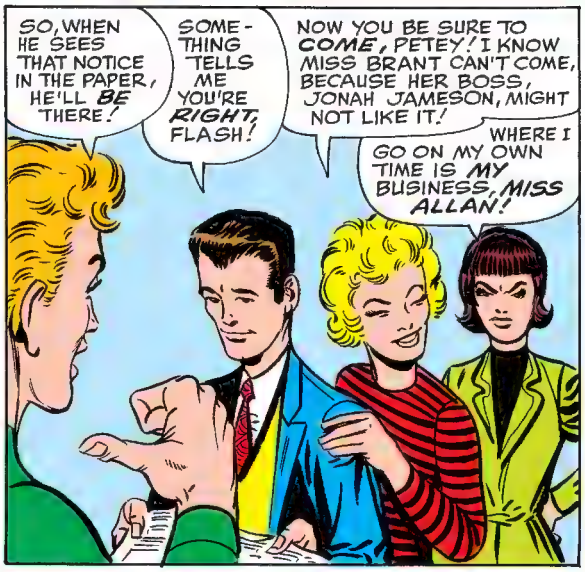
IF YOU ASK ME, THAT SPIDER-MAN IS GETTING TOO BIG FOR HIS BRITCHES!!!
SO WHO ASKED HER??!
BOY! IT DOESN'T MATTER HOW MANY GREAT THINGS A FELLA MIGHT DO... MAKE ONE LITTLE MISTAKE AND THEY NEVER FORGET IT!!

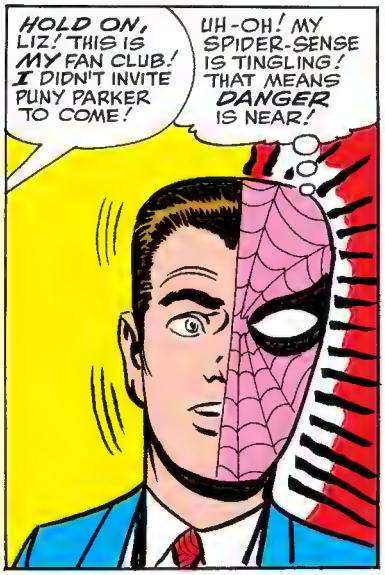
AND, AS YOU'D EXPECT, WHEN PETER REACHES THE NEWSPAPER OFFICE OF J. JONAH JAMESON, HE FINDS...
THIS IS THE BEST NEWS I'VE HEARD IN MONTHS! SPIDER-MAN MADE A LAUGHING STOCK OF HIMSELF! EVERYONE'S TALKING ABOUT HIS BONEHEAD MISTAKE!
OH, HELLO, PETER! IS SOMETHING WRONG? WHY THE FROWN?
I DON'T KNOW ...I GUESS I'VE JUST GOT A HEADACHE!
WELL, WELL! PETER PARKER, MY DEMON PHOTOGRAPHER! I FEEL SO GOOD, I'M EVEN GLAD TO SEE YOU!
I'LL BE RIGHT WITH YOU AS SOON AS I FINISH WRITING THIS ANTI-SPIDER MAN EDITORIAL FOR THE NEXT EDITION
THAT'S OKAY, MR. JAMESON! I JUST CAME BY TO WALK BETTY HOME!
I'M READY TO LEAVE NOW, PETER!
YOU KNOW, PETER...I WISH MR. JAMESON DIDN'T HATE SPIDER-MAN SO!
REALLY? WHAT DIFFERENCE DOES IT MAKE TO YOU, BETTY?
GOSH, I HOPE SHE'S NOT BEGINNING TO SUSPECT WHO SPIDEY REALLY IS!!
HAVE YOU FORGOTTEN, PETER? SPIDER-MAN SAVED MY LIFE THREE TIMES IN THE PAST!
WHEW! SO THAT'S ALL SHE MEANT! WHAT A RELIEF! AND NOW...OH NO! UP AHEAD!! JUST MY LUCK!!
BETTY, I JUST REMEMBERED SOMETHING I FORGOT TO TELL MR. JAMESON! LET'S GO BACK FOR A MINUTE AND... UH...
PETER! WHAT ON EARTH...? OH, SOMEONE IS CALLING YOU!
PETEY!!
PETEY! IT'S ME, LIZ! COME HERE! I HAVE SOMETHING TO SHOW YOU!
DOES THAT SQUARE HAVE TO POP UP WHEREVER WE GO?
GOSH, I'M SORRY, BETTY! I KNOW HOW YOU FEEL ABOUT LIZ! I HOPED WE COULD GET AWAY BEFORE SHE SAW US!
OH, STOP THE ACT, "PETEY"! YOU'RE NOT IMPRESSING ME ONE BIT!
PAPERS
MMMM, PUTTING ON SOME WEIGHT, AREN'T YOU, MISS BRANT? HERE, PETEY...I WANT YOU TO READ THIS!
IT'S ABOUT THE SPIDER-MAN FAN CLUB!
OHHH! WHEN SHE CALLS ME "MISS BRANT" I FEEL A HUNDRED YEARS OLD!!
BIG DEAL! PARKER CAN READ!
6.

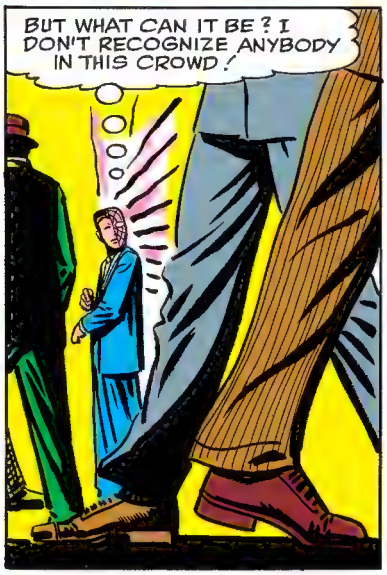
GOSH! YOU ACTUALLY PUT AN AD IN THE PAPER ANNOUNCING YOUR FAN CLUB MEETING! BUT... WHAT'S THIS...??
YOU'RE HAVING YOUR MEETING AT A REAL DINNER CLUB... AND SPIDER-MAN WILL BE THERE??
IMPORTANT NOTICE
THE FIRST MEETING of The SPIDER-MAN FAN CLUB, Forest Hills Chapter, will be held at the elegant AVENUE DINNER CLUB! SPIDER-MAN will appear IN PERSON!

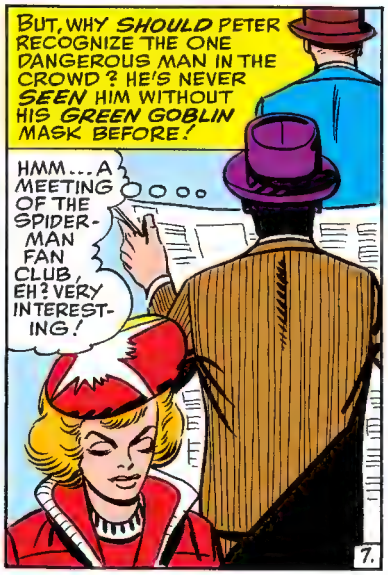
MY FATHER IS LETTING US USE THE AVENUE DINNER CLUB! HE OWNS IT! AND HE PAID FOR THE AD IN THE PAPER, TOO! HE'S ALWAYS BEEN A SPIDER-MAN FAN!
BUT HOW DO YOU KNOW SPIDER-MAN WILL BE THERE?!
BECAUSE HE'S NOT A CRUMB, LIKE SOME GUYS I KNOW!
THAT BLONDE BOY-STEALER WANTS THE WORLD TO KNOW HOW RICH SHE IS!

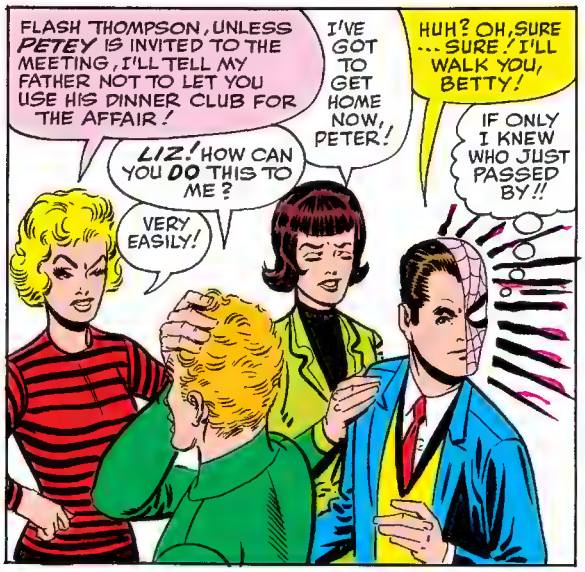

HE'S THE GREATEST GUY IN THE WORLD! AND HE'S ALL HEART! HE PERFORMED AT A CIRCUS FOR CHARITY LAST MONTH! HE WON'T LET HIS LOYAL FANS DOWN!
HOW CAN I EVER BE MAD AT A FELLA WHO FEELS THAT WAY ABOUT GOOD OL' SPIDEY... EVEN THOUGH HE HATES PETER PARKER!


SO, WHEN HE SEES THAT NOTICE IN THE PAPER, HE'LL BE THERE!
SOMETHING TELLS ME YOU'RE RIGHT, FLASH!
NOW YOU BE SURE TO COME, PETEY! I KNOW MISS BRANT CAN'T COME, BECAUSE HER BOSS, JONAH JAMESON, MIGHT NOT LIKE IT!
WHERE I GO ON MY OWN TIME IS MY BUSINESS, MISS ALLAN!


HOLD ON, LIZ! THIS IS MY FAN CLUB! I DIDN'T INVITE PUNY PARKER TO COME!
UH-OH! MY SPIDER-SENSE IS TINGLING! THAT MEANS DANGER IS NEAR!

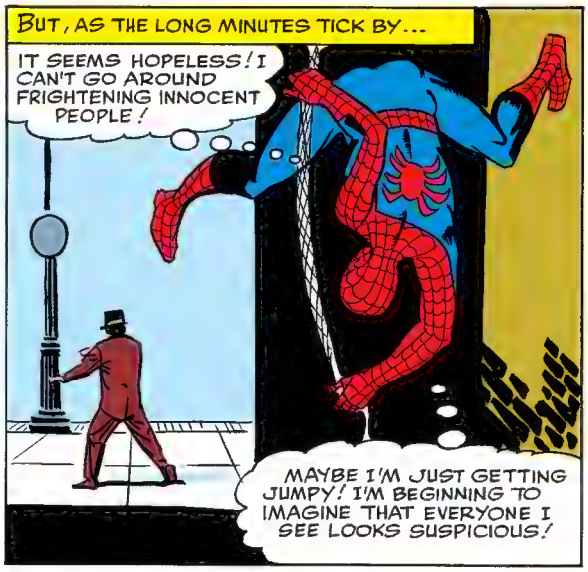

BUT WHAT CAN IT BE? I DON'T RECOGNIZE ANYBODY IN THIS CROWD!


BUT, WHY SHOULD PETER RECOGNIZE THE ONE DANGEROUS MAN IN THE CROWD? HE'S NEVER SEEN HIM WITHOUT HIS GREEN GOBLIN MASK BEFORE!
HMM... A MEETING OF THE SPIDER-MAN FAN CLUB, EH? VERY INTERESTING!


FLASH THOMPSON, UNLESS PETEY IS INVITED TO THE MEETING, I'LL TELL MY FATHER NOT TO LET YOU USE HIS DINNER CLUB FOR THE AFFAIR!
I'VE GOT TO GET HOME NOW, PETER!
HUH? OH, SURE ... SURE! I'LL WALK YOU, BETTY!
LIZ! HOW CAN YOU DO THIS TO ME?
VERY EASILY!
IF ONLY I KNEW WHO JUST PASSED BY!!

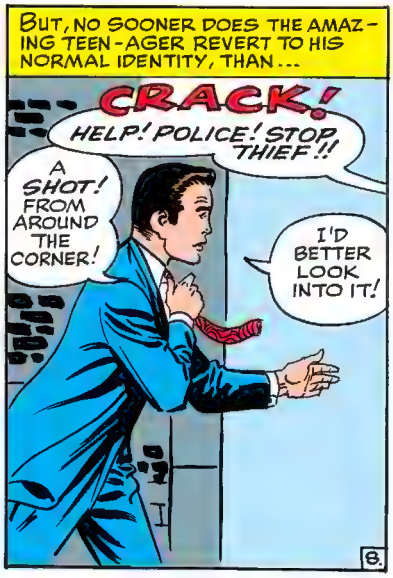
WELL, GOODNIGHT, BETTY! I'LL BE SEEING YOU!
HE DIDN'T EVEN ASK ME TO SEE SPIDER-MAN AT THE FAN CLUB MEETING WITH HIM!
I CAN'T ASK BETTY TO COME TO THE MEETING WITH ME BECAUSE I'VE GOT TO ATTEND AS SPIDER-MAN! HOPE SHE DOESN'T FEEL HURT!

SECONDS LATER...
AT LAST! I COULDN'T WAIT TO CHANGE TO SPIDEY AND TRY TO FIND THE ONE WHO AROUSED MY SPIDER SENSE!


BUT, AS THE LONG MINUTES TICK BY...
IT SEEMS HOPELESS! I CAN'T GO AROUND FRIGHTENING INNOCENT PEOPLE!
MAYBE I'M JUST GETTING JUMPY! I'M BEGINNING TO IMAGINE THAT EVERYONE I SEE LOOKS SUSPICIOUS!

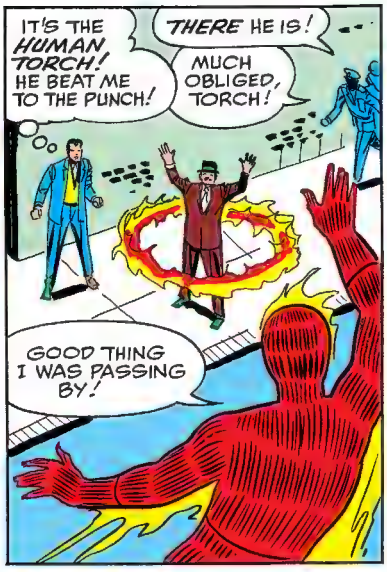
I CAN'T AFFORD TO MAKE ANY MORE BLUNDERS AFTER SPOILING THAT MOVIE SCENE YESTERDAY!

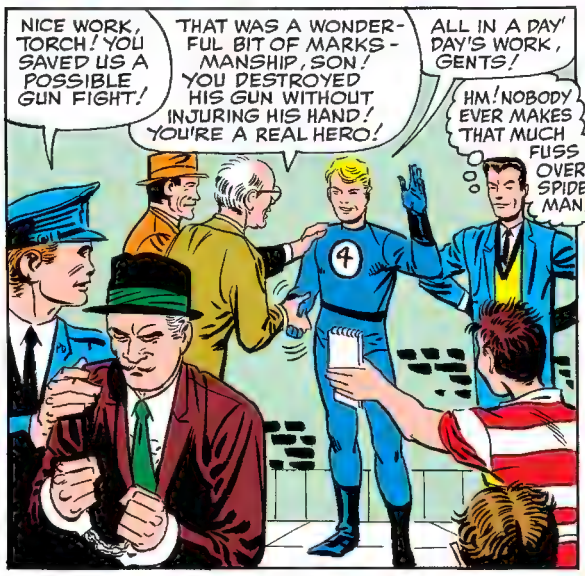
OH, WELL! I MIGHT AS WELL CHANGE BACK TO PETER PARKER! IF THERE IS A DANGER TO ME SOMEWHERE IN THE AREA, I'LL LEARN ABOUT IT SOONER OR LATER!

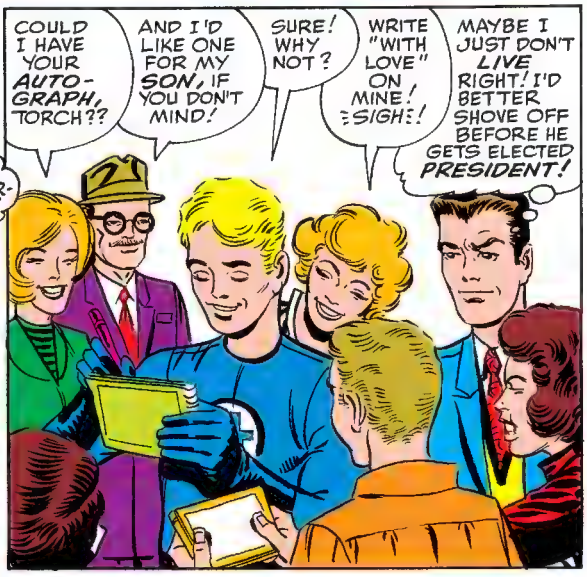

BUT, NO SOONER DOES THE AMAZING TEEN-AGER REVERT TO HIS NORMAL IDENTITY, THAN...
CRACK!
HELP! POLICE! STOP THIEF!!
A SHOT! FROM AROUND THE CORNER!
I'D BETTER LOOK INTO IT!

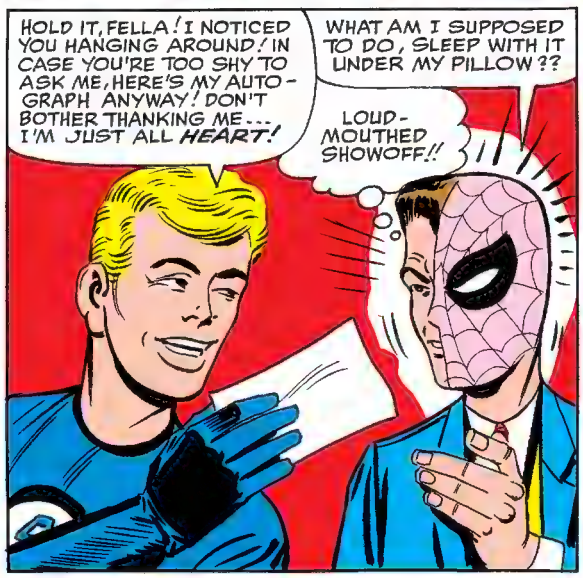
IT'S THE MAN I SAW IN THE STREET BEFORE! WITH A GUN! HE WAS A CROOK!
SHOULD I TACKLE HIM AS PETER PARKER, OR HIDE SOMEWHERE AND CHANGE AGAIN!?

BUT, AS THE HESITANT YOUTH PONDERS HIS COURSE OF ACTION, A FLAMING FIREBALL STREAKS DOWN FROM ABOVE, MELTING THE STARTLED FUGITIVE'S GUN!
WHA...?!


IT'S THE HUMAN TORCH! HE BEAT ME TO THE PUNCH!
THERE HE IS!
MUCH OBLIGED, TORCH!
GOOD THING I WAS PASSING BY!


NICE WORK, TORCH! YOU SAVED US A POSSIBLE GUN FIGHT!
THAT WAS A WONDERFUL BIT OF MARKSMANSHIP, SON! YOU DESTROYED HIS GUN WITHOUT INJURING HIS HAND! YOU'RE A REAL HERO!
ALL IN A DAY' DAY'S WORK, GENTS!
HM! NOBODY EVER MAKES THAT MUCH FUSS OVER SPIDER-MAN!


COULD I HAVE YOUR AUTOGRAPH, TORCH??
AND I'D LIKE ONE FOR MY SON, IF YOU DON'T MIND!
SURE! WHY NOT?
WRITE "WITH LOVE" ON MINE! :SIGH:!
MAYBE I JUST DON'T LIVE RIGHT! I'D BETTER SHOVE OFF BEFORE HE GETS ELECTED PRESIDENT!

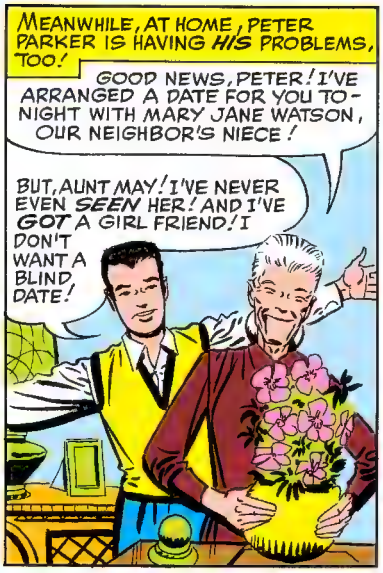

HOLD IT, FELLA! I NOTICED YOU HANGING AROUND! IN CASE YOU'RE TOO SHY TO ASK ME, HERE'S MY AUTOGRAPH ANYWAY! DON'T BOTHER THANKING ME... I'M JUST ALL HEART!
WHAT AM I SUPPOSED TO DO, SLEEP WITH IT UNDER MY PILLOW??
LOUD-MOUTHED SHOWOFF!!

BOY! THIS IS MY LUCKY DAY! HEY! DID YOU GET HIS AUTOGRAPH, TOO?
I MIGHT AS WELL HAVE SOME FUN WITH THIS KID...
NO! THIS IS SPIDER-MAN'S! WOULD YOU LIKE TO SWAP?
WHAT DO YOU THINK I AM... A NUT?!
OH, WELL! YOU CAN'T WIN THEM ALL!

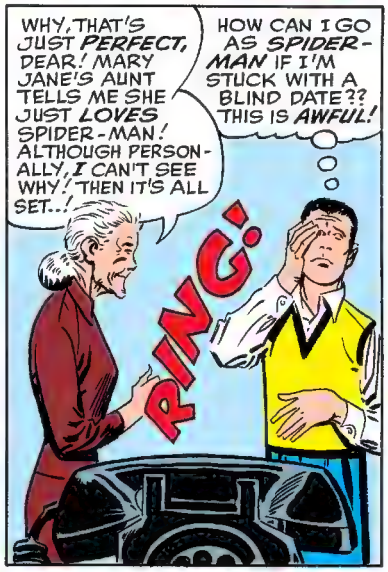
THE NEXT DAY, AT J. JONAH JAMESON'S OFFICE...
MISS BRANT, I DON'T LIKE THIS AD WHICH SPIDER-MAN'S FAN CLUB PUT IN MY PAPER!
WHY NOT, MR. JAMESON?

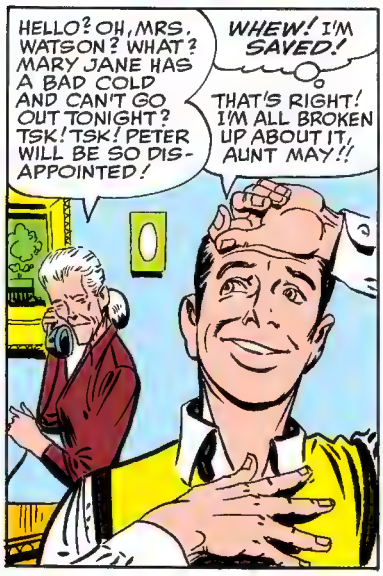
IF THE CLUB'S A SUCCESS, THAT WEB-SPINNING CLOWN COULD BECOME AS POPULAR AS THE BEATLES! TELL PARKER TO BE AT THAT MEETING, WITH HIS CAMERA! WE'LL JOIN HIM THERE!
I'LL FIND SOME WAY TO PUT A DAMPER ON THAT CLUB!

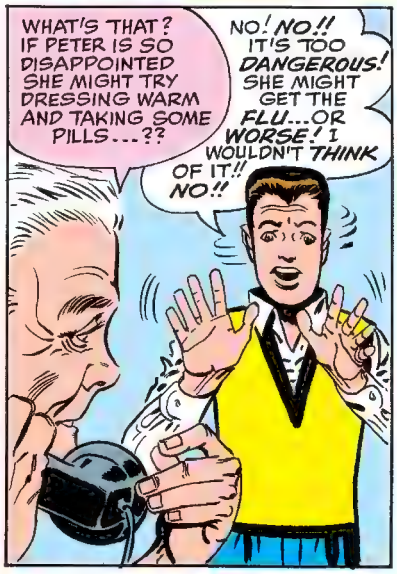
WELL, DON'T JUST STAND THERE! GO CALL PARKER!
YES, SIR!
I'LL WAIT TILL I'M SURE PETER HAS LEFT! I DON'T WANT HIM AT THAT MEETING WHERE LIZ CAN MAKE A PLAY FOR HIM!

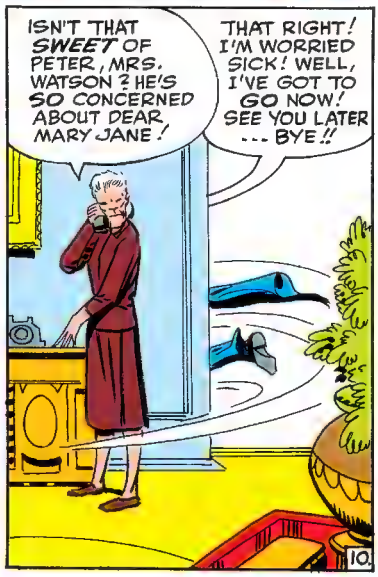

MEANWHILE, AT HOME, PETER PARKER IS HAVING HIS PROBLEMS, TOO!
GOOD NEWS, PETER! I'VE ARRANGED A DATE FOR YOU TONIGHT WITH MARY JANE WATSON, OUR NEIGHBOR'S NIECE!
BUT, AUNT MAY! I'VE NEVER EVEN SEEN HER! AND I'VE GOT A GIRL FRIEND! I DON'T WANT A BLIND DATE!

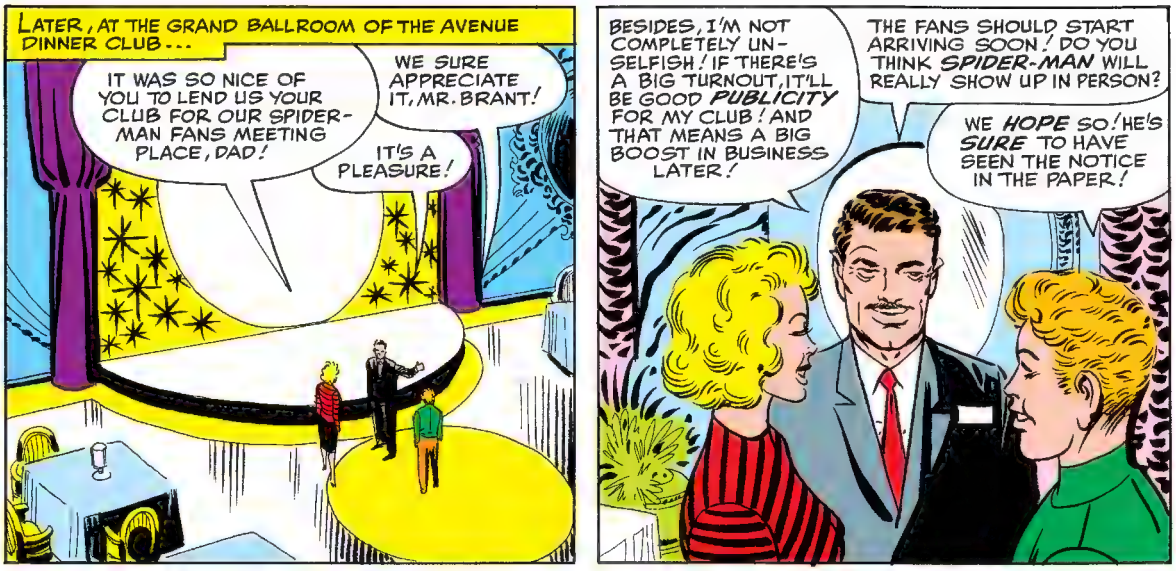
NONSENSE, DEAR! I KNOW WHAT'S BEST FOR YOU! SHE'S A VERY SWEET GIRL... MRS. WATSON SAYS SO!
I'VE GOT TO THINK FAST! AH, I KNOW!
GOSH, AUNT MAY, IT'S IMPOSSIBLE TONIGHT! I'M GOING TO A MEETING OF THE SPIDER-MAN FAN CLUB! SHE WOULDN'T BE INTERESTED IN THAT!

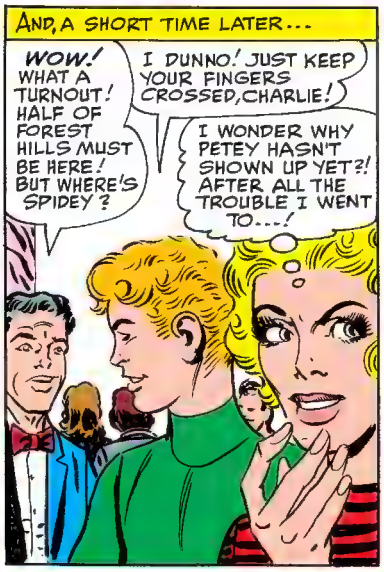

WHY, THAT'S JUST PERFECT, DEAR! MARY JANE'S AUNT TELLS ME SHE JUST LOVES SPIDER-MAN! ALTHOUGH PERSONALLY, I CAN'T SEE WHY! THEN IT'S ALL SET..!
HOW CAN I GO AS SPIDER-MAN IF I'M STUCK WITH A BLIND DATE?? THIS IS AWFUL!
RING!


HELLO? OH, MRS. WATSON? WHAT? MARY JANE HAS A BAD COLD AND CAN'T GO OUT TONIGHT? TSK! TSK! PETER WILL BE SO DISAPPOINTED!
WHEW! I'M SAVED!
THAT'S RIGHT! I'M ALL BROKEN UP ABOUT IT, AUNT MAY!!


WHAT'S THAT? IF PETER IS SO DISAPPOINTED SHE MIGHT TRY DRESSING WARM AND TAKING SOME PILLS...??
NO! NO!! IT'S TOO DANGEROUS! SHE MIGHT GET THE FLU...OR WORSE! I WOULDN'T THINK OF IT!! NO!!

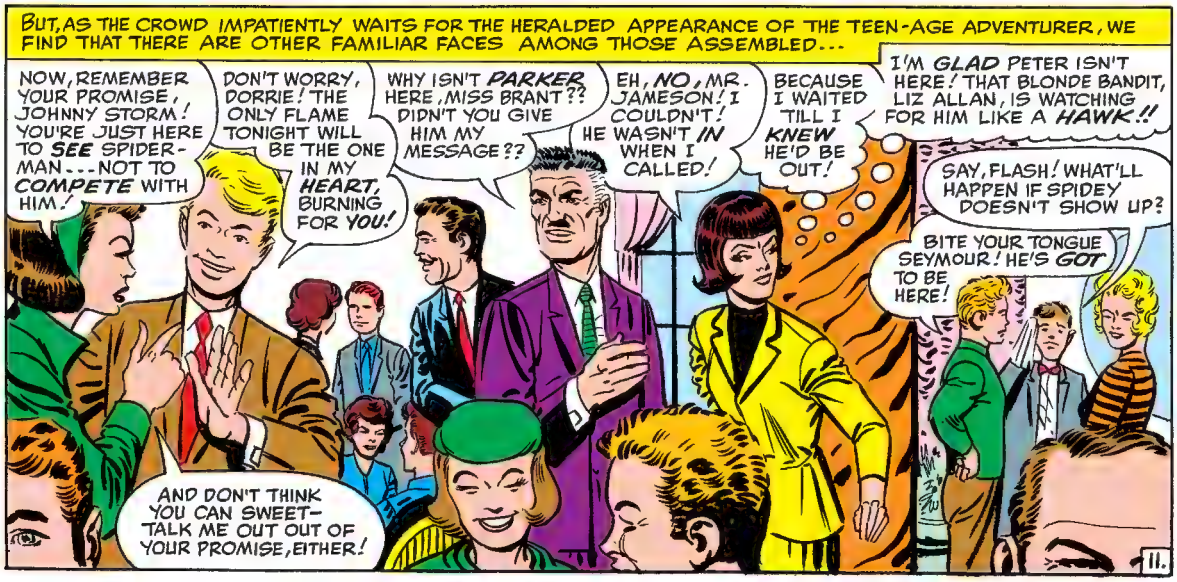

ISN'T THAT SWEET OF PETER, MRS. WATSON? HE'S SO CONCERNED ABOUT DEAR MARY JANE!
THAT RIGHT! I'M WORRIED SICK! WELL, I'VE GOT TO GO NOW! SEE YOU LATER ... BYE!!

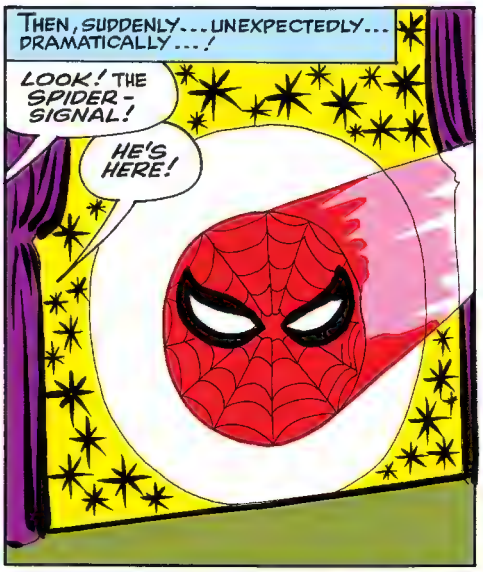

LATER, AT THE GRAND BALLROOM OF THE AVENUE DINNER CLUB...
IT WAS SO NICE OF YOU TO LEND US YOUR CLUB FOR OUR SPIDER-MAN FANS MEETING PLACE, DAD!
WE SURE APPRECIATE IT, MR. BRANT!
IT'S A PLEASURE!
BESIDES, I'M NOT COMPLETELY UN-SELFISH! IF THERE'S A BIG TURNOUT, IT'LL BE GOOD PUBLICITY FOR MY CLUB! AND THAT MEANS A BIG BOOST IN BUSINESS LATER!
THE FANS SHOULD START ARRIVING SOON! DO YOU THINK SPIDER-MAN WILL REALLY SHOW UP IN PERSON?
WE HOPE SO! HE'S SURE TO HAVE SEEN THE NOTICE IN THE PAPER!

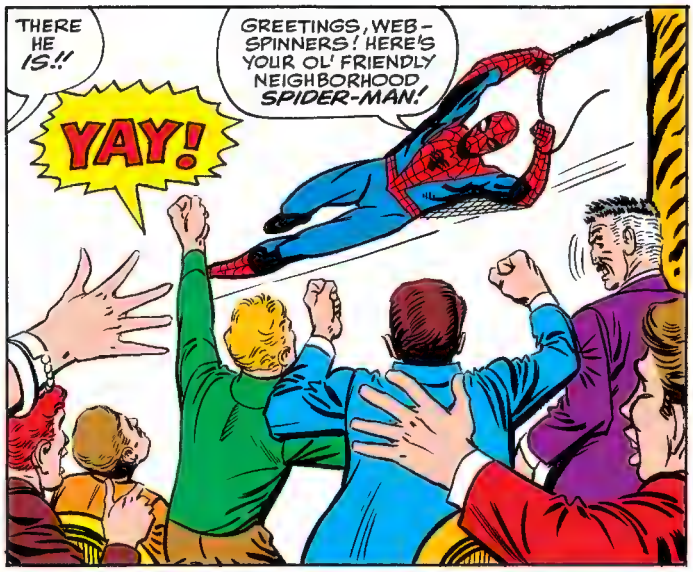

AND, A SHORT TIME LATER...
WOW! WHAT A TURNOUT! HALF OF FOREST HILLS MUST BE HERE! BUT WHERE'S SPIDEY?
I DUNNO! JUST KEEP YOUR FINGERS CROSSED, CHARLIE!
I WONDER WHY PETEY HASN'T SHOWN UP YET?! AFTER ALL THE TROUBLE I WENT TO...!

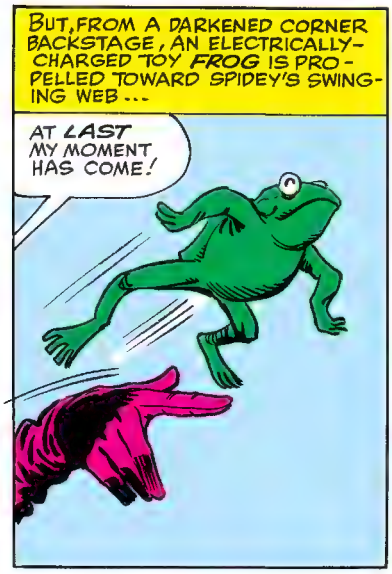
WHILE, ON A ROOFTOP NEARBY...
THIS IS MY BIG CHANCE! IF I MAKE A GOOD IMPRESSION IN THERE, MAYBE PEOPLE WILL STOP DIS-TRUSTING ME AND START LIKING ME THE WAY THEY LIKE THE TORCH!
I FEEL LIKE A NERVOUS ACTOR ON OPENING NIGHT!

AND, SPIDEY MIGHT BE STILL MORE NERVOUS IF HE COULD SEE THE STRANGE FIGURE ACROSS TOWN WHO IS SILENTLY SPEEDING TOWARDS THE SAME DESTINATION...
WON'T SPIDER-MAN BE SUR-PRISED TO SEE THE GREEN GOBLIN AMONG HIS MANY "FANS"?!!

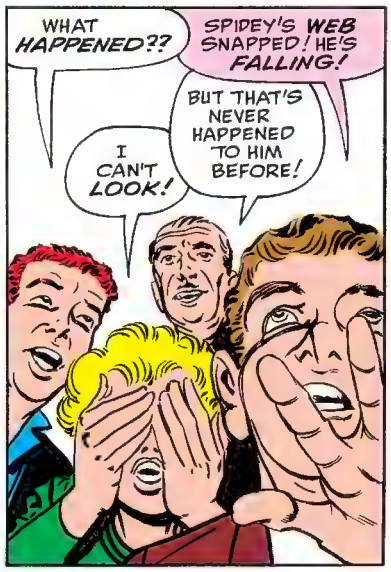

BUT, AS THE CROWD IMPATIENTLY WAITS FOR THE HERALDED APPEARANCE OF THE TEEN-AGE ADVENTURER, WE FIND THAT THERE ARE OTHER FAMILIAR FACES AMONG THOSE ASSEMBLED...
NOW, REMEMBER YOUR PROMISE, JOHNNY STORM! YOU'RE JUST HERE TO SEE SPIDER-MAN...NOT TO COMPETE WITH HIM!
DON'T WORRY, DORRIE! THE ONLY FLAME TONIGHT WILL BE THE ONE IN MY HEART, BURNING FOR YOU!
AND DON'T THINK YOU CAN SWEET-TALK ME OUT OUT OF YOUR PROMISE, EITHER!
WHY ISN'T PARKER HERE, MISS BRANT?? DIDN'T YOU GIVE HIM MY MESSAGE??
EH, NO, MR. JAMESON! I COULDN'T! HE WASN'T IN WHEN I CALLED!
BECAUSE I WAITED TILL I KNEW HE'D BE OUT!
I'M GLAD PETER ISN'T HERE! THAT BLONDE BANDIT, LIZ ALLAN, IS WATCHING FOR HIM LIKE A HAWK!!
SAY, FLASH! WHAT'LL HAPPEN IF SPIDEY DOESN'T SHOW UP?
BITE YOUR TONGUE SEYMOUR! HE'S GOT TO BE HERE!

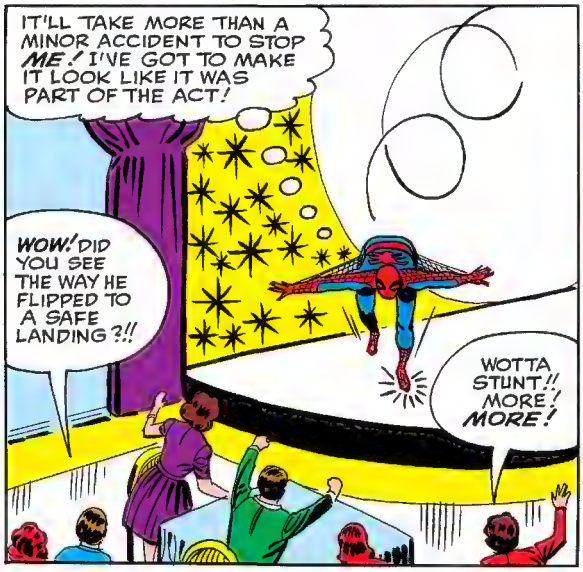

THEN, SUDDENLY... UNEXPECTEDLY... DRAMATICALLY...!
LOOK! THE SPIDER-SIGNAL!
HE'S HERE!

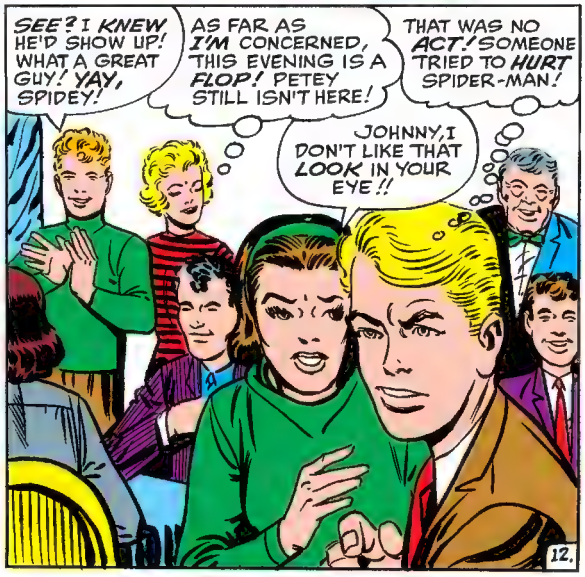

THERE HE IS!!
YAY!
GREETINGS, WEB-SPINNERS! HERE'S YOUR OL' FRIENDLY NEIGHBORHOOD SPIDER-MAN!


BUT, FROM A DARKENED CORNER BACKSTAGE, AN ELECTRICALLY-CHARGED TOY FROG IS PROPELLED TOWARD SPIDEY'S SWINGING WEB...
AT LAST MY MOMENT HAS COME!

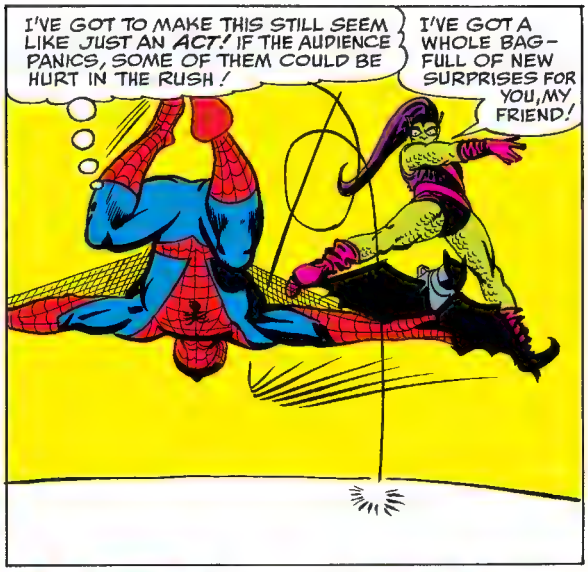
AND, AS THE STRANGE DEVICE STRIKES THE GOSSAMER-THIN LINE, IT SEVERS IT INSTANTLY...
SOMETHING SNAPPED MY WEB LINE!! BUT... HOW...??


WHAT HAPPENED??
SPIDEY'S WEB SNAPPED! HE'S FALLING!
BUT THAT'S NEVER HAPPENED TO HIM BEFORE!
I CAN'T LOOK!


IT'LL TAKE MORE THAN A MINOR ACCIDENT TO STOP ME! I'VE GOT TO MAKE IT LOOK LIKE IT WAS PART OF THE ACT!
WOW! DID YOU SEE THE WAY HE FLIPPED TO A SAFE LANDING?!!
WOTTA STUNT!! MORE! MORE!

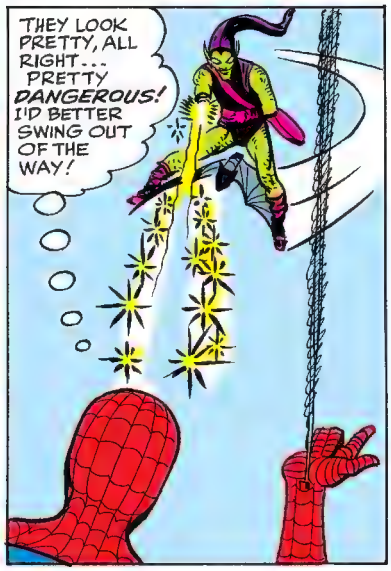

SEE? I KNEW HE'D SHOW UP! WHAT A GREAT GUY! YAY, SPIDEY!
AS FAR AS I'M CONCERNED, THIS EVENING IS A FLOP! PETEY STILL ISN'T HERE!
THAT WAS NO ACT! SOMEONE TRIED TO HURT SPIDER-MAN!
JOHNNY, I DON'T LIKE THAT LOOK IN YOUR EYE!!

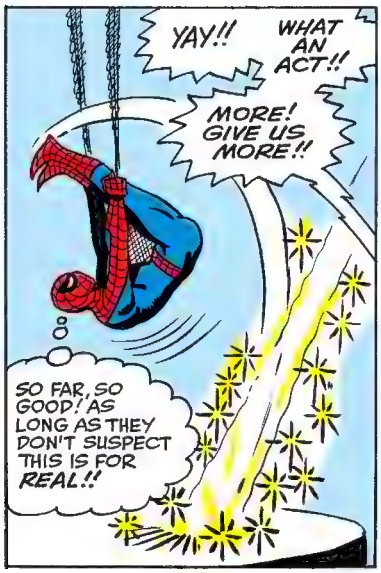
THEN, AT THAT VERY MOMENT... THE GREEN GOBLIN MAKES HIS UNEXPECTED APPEARANCE ...!
HOLY SMOKE! THE GREEN GOBLIN! NOW I'M IN FOR IT!!
NOW, SPIDER-MAN...WE'LL REALLY GIVE THEM A SHOW!

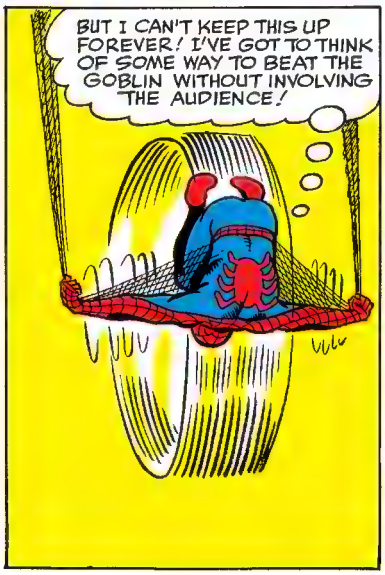

I'VE GOT TO MAKE THIS STILL SEEM LIKE JUST AN ACT! IF THE AUDIENCE PANICS, SOME OF THEM COULD BE HURT IN THE RUSH!
I'VE GOT A WHOLE BAG-FULL OF NEW SURPRISES FOR YOU, MY FRIEND!

AND HERE'S THE FIRST! SEE HOW MY GOBLIN SPARKS START SPARKLING AS SOON AS I PRESS A BUTTON ON MY BELT!!

SEE HOW PRETTY THEY LOOK, GLISTENING IN THE AIR!
WOULD YOU LIKE A CLOSER LOOK AT THEM? I'LL BE GLAD TO OBLIGE!

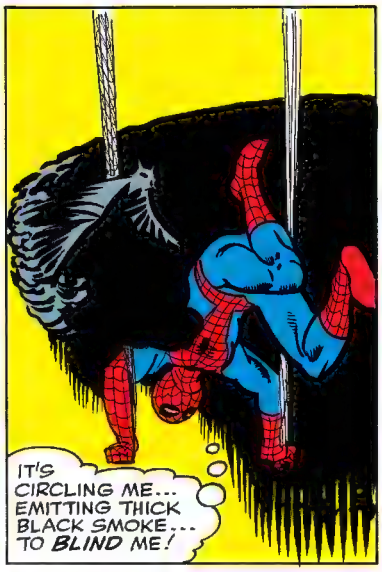

THEY LOOK PRETTY, ALL RIGHT... PRETTY DANGEROUS! I'D BETTER SWING OUT OF THE WAY!

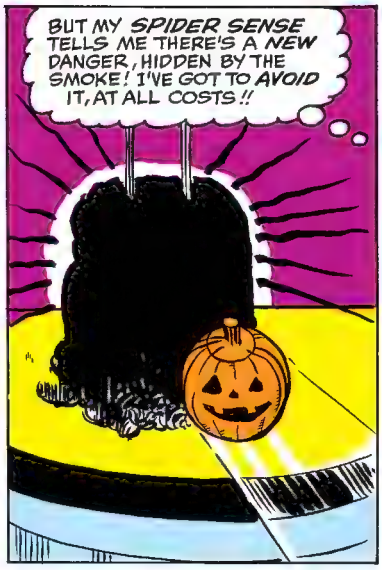

YAY!!
WHAT AN ACT!!
MORE! GIVE US MORE!!
SO FAR, SO GOOD! AS LONG AS THEY DON'T SUSPECT THIS IS FOR REAL!!


BUT I CAN'T KEEP THIS UP FOREVER! I'VE GOT TO THINK OF SOME WAY TO BEAT THE GOBLIN WITHOUT INVOLVING THE AUDIENCE!

BAH! THE FANS ARE EATING THIS UP! IF ONLY I COULD DREAM UP SOME WAY TO SPOIL THIS CORNY SHOW OF HIS!!
I'M SO GLAD THAT PETER ISN'T HERE! PERHAPS HE DOESN'T LIKE LIZ ALLAN AS MUCH AS I FEARED HE DID!

YOU'VE DONE WELL SO FAR, SPIDER-MAN! BUT I'VE LOTS MORE SURPRISES FOR YOU... LIKE THIS ONE!
AN ELECTRICALLY-ACTIVATED MECHANICAL BAT!!


IT'S CIRCLING ME... EMITTING THICK BLACK SMOKE... TO BLIND ME!

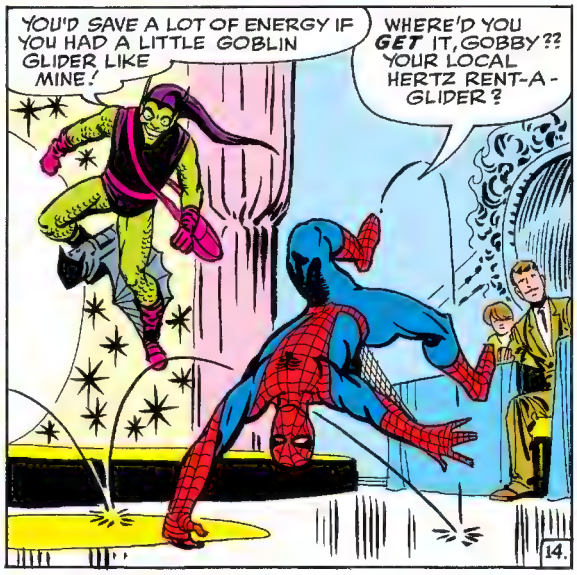

BUT MY SPIDER SENSE TELLS ME THERE'S A NEW DANGER, HIDDEN BY THE SMOKE! I'VE GOT TO AVOID IT, AT ALL COSTS!!

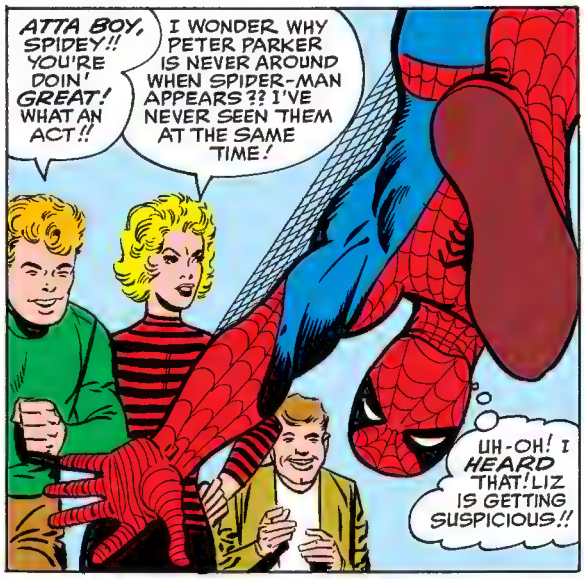
IT'S COMING TOWARDS ME! A LOW-YIELD EXPLOSIVE... ONLY ONE THING TO DO!
JUST MADE IT!!

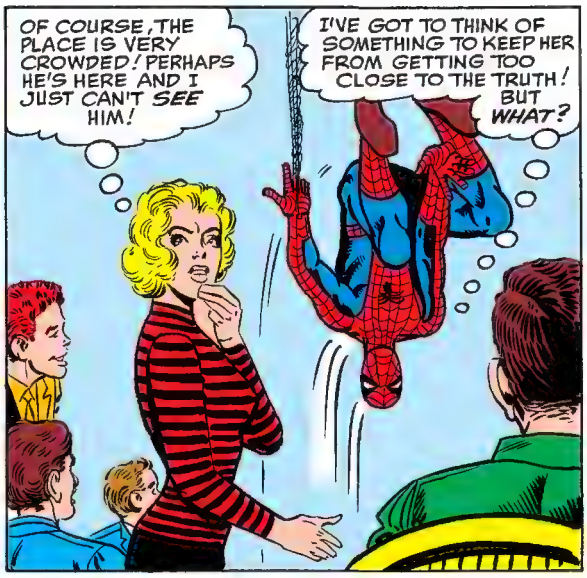
NOW ARE YOU CONVINCED?? DIDN'T I TELL YOU OL' SPIDEY'S THE GREATEST?!
IT IS A THRILLING ACT, JOHNNY... JOHNNY! WHAT'S WRONG?
PLENTY, IF MY HUNCH IS RIGHT!! THAT'S NO ACT!
YAYYY, SPIDEY!!

NOW'S MY CHANCE! ONE FAST LEAP, AND I'LL GRAB HIM!!

HAH! I EXPECTED THAT! HOW DOES IT FEEL TO FIGHT A FOE WHO'S AS FAST AS YOU??
ROTTEN! BUT I WON'T TELL HIM!

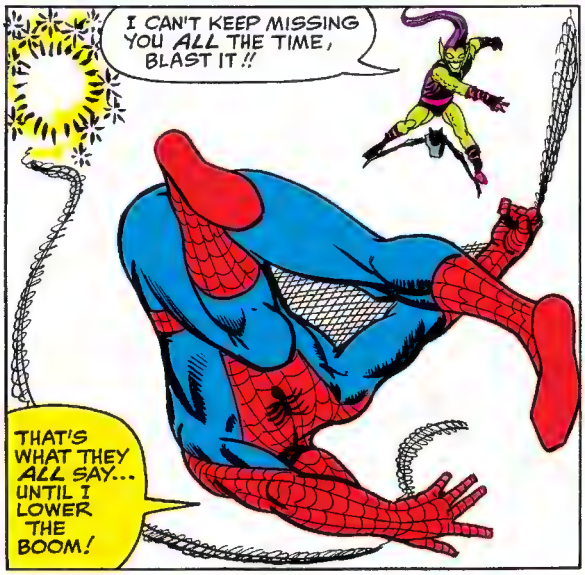

YOU'D SAVE A LOT OF ENERGY IF YOU HAD A LITTLE GOBLIN GLIDER LIKE MINE!
WHERE'D YOU GET IT, GOBBY?? YOUR LOCAL HERTZ RENT-A-GLIDER?


ATTA BOY, SPIDEY!! YOU'RE DOIN' GREAT! WHAT AN ACT!!
I WONDER WHY PETER PARKER IS NEVER AROUND WHEN SPIDER-MAN APPEARS?? I'VE NEVER SEEN THEM AT THE SAME TIME!
UH-OH! I HEARD THAT! LIZ IS GETTING SUSPICIOUS!!


OF COURSE, THE PLACE IS VERY CROWDED! PERHAPS HE'S HERE AND I JUST CAN'T SEE HIM!
I'VE GOT TO THINK OF SOMETHING TO KEEP HER FROM GETTING TOO CLOSE TO THE TRUTH! BUT WHAT?

WELL, THE FIRST THING I'VE GOT TO DO IS PUT THE GOBLIN OUT OF ACTION! I'LL LET HIM THINK HE'S GOT ME ON THE RUN!
STAY WHERE YOU ARE, SPIDER-MAN! I WANT TO REMEMBER YOU THAT WAY!

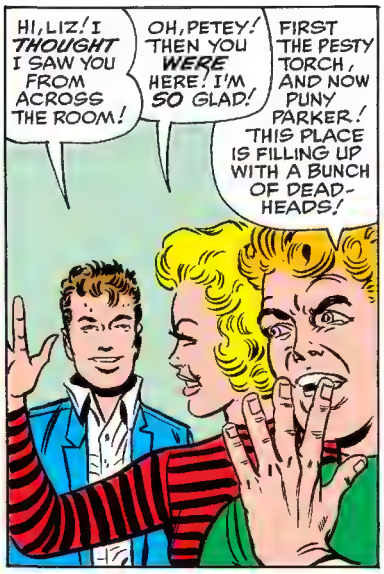
YOU'RE OKAY AS A BIG, BAD VILLAIN, BUT YOU'D NEVER MAKE IT WITH THE DODGERS, PAL!
I'VE GOT TO MAKE HIM COME CLOSER TO ME!

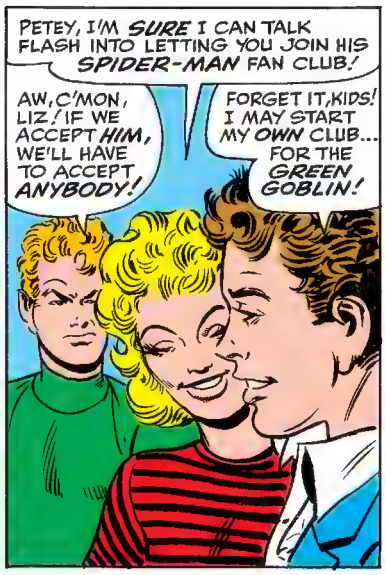

I CAN'T KEEP MISSING YOU ALL THE TIME, BLAST IT!!
THAT'S WHAT THEY ALL SAY... UNTIL I LOWER THE BOOM!

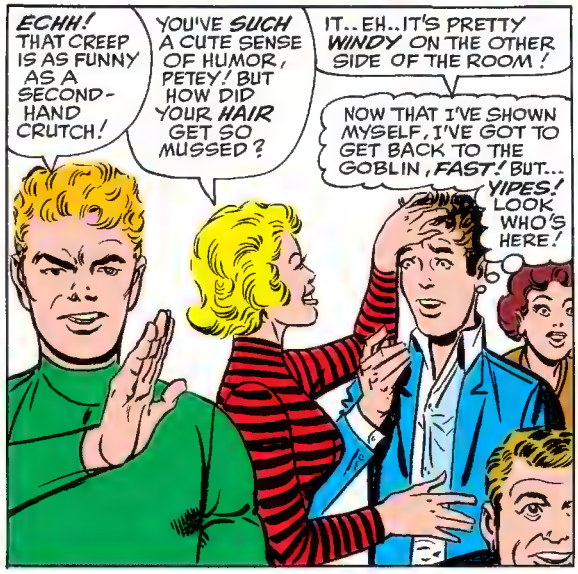
THERE! I'VE GOT HIM IN POSITION!! NOW TO MOVE FAST!!

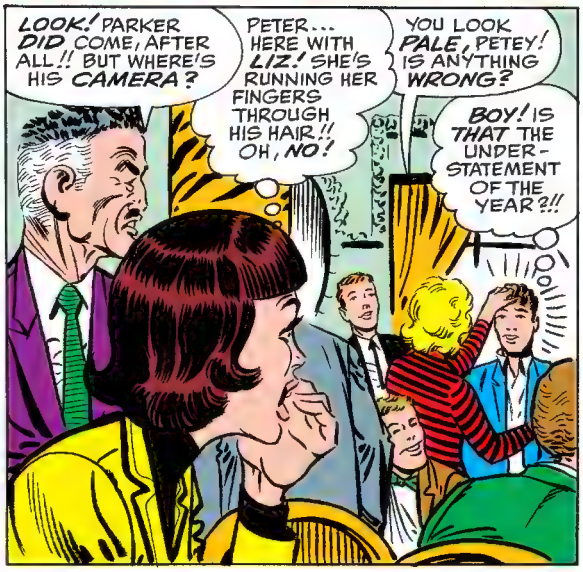
BUT, AT THAT VERY MOMENT, THE SHARP-EYED JOHNNY STORM NOTICES THE DANGEROUS GLINT OF THREE GUN BARRELS IN THE BALCONY ABOVE...
DORRIE, WAIT HERE! I'VE GOT TO LEAVE YOU FOR A FEW MINUTES...
JOHNNY STORM! YOU PROMISED ME YOU WOULDN'T TRY TO GET INTO THE ACT! IF YOU DON'T SIT RIGHT DOWN AGAIN...!
I CAN'T! THIS LOOKS SERIOUS! STAY BACK!
C'MON! NOW'S OUR CHANCE TO BREAK INTO THE CASHIER'S SAFE UP HERE, WHILE EVERYONE'S WATCHIN' THOSE CLOWNS DOWN BELOW!
I'D LIKE TO FINISH OFF THAT CRUMMY SPIDER-MAN FIRST!
SUDDENLY, A DRAMATIC CRY RINGS OUT, AS A FLAMING FLYING FIGURE BLAZES UPWARD...
FLAME ON!
DORRIE WILL BE MAD AS A HORNET, BUT I'VE JUST GOT TO DO THIS!
LOOK! IT'S THE HUMAN TORCH!
BUT, WHILE STREAKING TOWARDS THE THREE GUNMEN, THE TORCH UNWITTINGLY BLAZES THROUGH SPIDEY'S WEBBING, SPOILING OUR HERO'S PLAN TO TRAP THE GREEN GOBLIN!
GANGWAY, WEB-HEAD!
THAT WAS A CLOSE ONE! HE ALMOST HAD ME!!
THE TORCH! HE SPOILED EVERY-THING!!
WHO INVITED THAT HUMAN MATCHSTICK TO BUTT IN?!!
GET LOST, TORCH! THIS IS A PRIVATE PARTY!!
AW, CLAM UP, FLASH! ARE YOU TRYIN' TO SPOIL ALL THE FUN??
YAY, TORCH! GIVE IT TO 'EM, YOU OL' FIRE-EATER!!
THE TORCH SPOTTED US! LET'S GET OUTTA HERE!
THIS DOES IT!! I'M TAKIN' THE PLEDGE! I'M GOIN' STRAIGHT!
NOT REALIZING WHY THE HUMAN TORCH HAS ENTERED THE SCENE, THE GREEN GOBLIN ANGRILY TURNS HIS ATTENTION TOWARDS THE FIERY NEWCOMER...
THE HUMAN TORCH, EH? WELL, I'LL TEACH YOU NOT TO INTERFERE WITH YOUR BETTERS!
SPIDER-MAN'S GONE! I WONDER WHERE..?
16.

FOR THE ANSWER TO THE TORCH'S UNSPOKEN QUESTION, LET'S TURN OUR ATTENTION TO A YOUTH WHO BREATHLESSLY RACES TOWARDS THE AUDIENCE...
SO FAR, SO GOOD! NOW TO PUT IN A BRIEF APPEARANCE AS PETER PARKER!


HI, LIZ! I THOUGHT I SAW YOU FROM ACROSS THE ROOM!
OH, PETEY! THEN YOU WERE HERE! I'M SO GLAD!
FIRST THE PESTY TORCH, AND NOW PUNY PARKER! THIS PLACE IS FILLING UP WITH A BUNCH OF DEADHEADS!

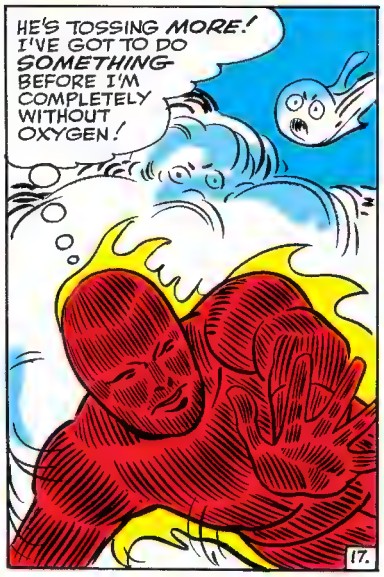

PETEY, I'M SURE I CAN TALK FLASH INTO LETTING YOU JOIN HIS SPIDER-MAN FAN CLUB!
AW, C'MON, LIZ! IF WE ACCEPT HIM, WE'LL HAVE TO ACCEPT ANYBODY!
FORGET IT, KIDS! I MAY START MY OWN CLUB... FOR THE GREEN GOBLIN!


ECHH! THAT CREEP IS AS FUNNY AS A SECOND-HAND CRUTCH!
YOU'VE SUCH A CUTE SENSE OF HUMOR, PETEY! BUT HOW DID YOUR HAIR GET SO MUSSED?
IT.. EH.. IT'S PRETTY WINDY ON THE OTHER SIDE OF THE ROOM!
NOW THAT I'VE SHOWN MYSELF, I'VE GOT TO GET BACK TO THE GOBLIN, FAST! BUT...
YIPES! LOOK WHO'S HERE!


LOOK! PARKER DID COME, AFTER ALL!! BUT WHERE'S HIS CAMERA?
PETER... HERE WITH LIZ! SHE'S RUNNING HER FINGERS THROUGH HIS HAIR!! OH, NO!
YOU LOOK PALE, PETEY! IS ANYTHING WRONG?
BOY! IS THAT THE UNDER-STATEMENT OF THE YEAR?!!

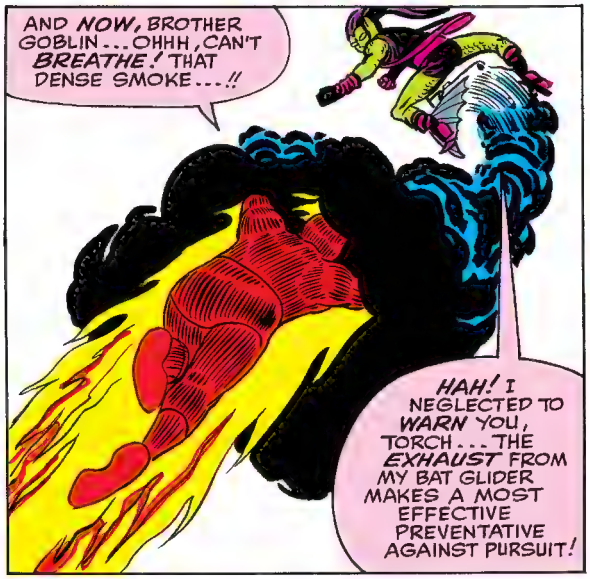
MEANWHILE, HIGH ABOVE EVERYONE'S HEADS, THE "SHOW" GOES ON!
I'VE GOT TO GET RID OF THE TORCH QUICKLY, SO I CAN TURN MY ATTENTION TO SPIDER-MAN!
THIS LITTLE "GOBLIN SURPRISE" OUGHT TO DO THE TRICK!

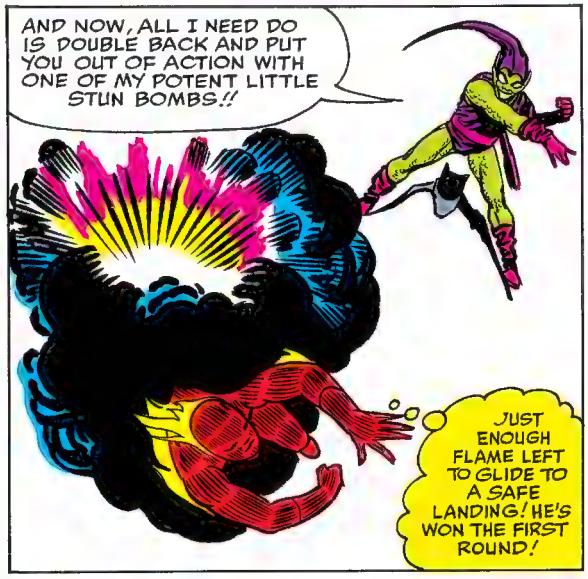
WHATEVER HE TOSSED AT ME, IT FORMED AN AIR-TIGHT CLOUD SEAL, CUTTING OFF MY AIR! IT'LL PUT MY FLAME OUT!
...UNLESS I INCREASE MY FLAME TO NEAR NOVA INTENSITY... BUT THAT MIGHT CAUSE A FIRE IN HERE, INJURING INNOCENT PEOPLE!


HE'S TOSSING MORE! I'VE GOT TO DO SOMETHING BEFORE I'M COMPLETELY WITHOUT OXYGEN!

AND, DOWN BELOW...
CAN'T DELAY ANY LONGER! I'VE GOT TO GET BACK TO THE GOBLIN!
HE DIDN'T INVITE ME, BUT I FIND HIM HERE WITH LIZ! HOW ...HOW COULD HE DO THIS TO ME?!

JUST THEN, THE BATTLE-WISE TORCH GETS AN IDEA..
EVEN THOUGH I DON'T DARE USE MY NEAR-NOVA HEAT ON MY ENTIRE BODY...
...IT MIGHT BE SAFE TO TRY IT JUST ON MY HAND! THERE! IT'S WORKING! IT'S DRAWING OFF THE THICK MIST!


AND NOW, BROTHER GOBLIN...OHHH, CAN'T BREATHE! THAT DENSE SMOKE...!!
HAH! I NEGLECTED TO WARN YOU, TORCH... THE EXHAUST FROM MY BAT GLIDER MAKES A MOST EFFECTIVE PREVENTATIVE AGAINST PURSUIT!


AND NOW, ALL I NEED DO IS DOUBLE BACK AND PUT YOU OUT OF ACTION WITH ONE OF MY POTENT LITTLE STUN BOMBS!!
JUST ENOUGH FLAME LEFT TO GLIDE TO A SAFE LANDING! HE'S WON THE FIRST ROUND!

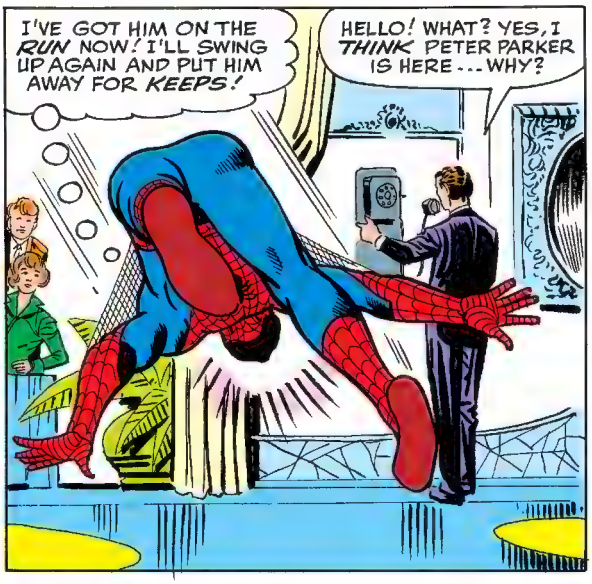
AND THEN, AMONG THE AWED SPECTATORS, A CHILLING, STARTLING REALIZATION BEGINS TO TAKE ROOT...
WOW! THE TORCH JUST SAVED HIMSELF IN TIME!
MAYBE I'M NUTS, BUT I'M TELLIN' YOU THIS IS NO ACT!!
YOU'RE RIGHT! I'VE BEEN THINKING THE SAME THING!
YOU MEAN... THIS IS FOR REAL?!

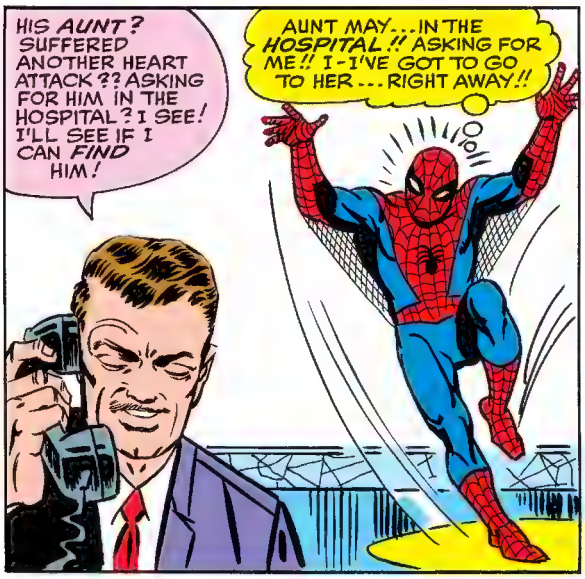
LOOK! SPIDEY IS BACK!!
DID YOU MISS ME, GOBBY??
I WONDER WHERE HE WAS?!
NOT AS MUCH AS THE WORLD WILL SOON MISS YOU!
CONFOUND IT!! DON'T MOVE SO FAST!!

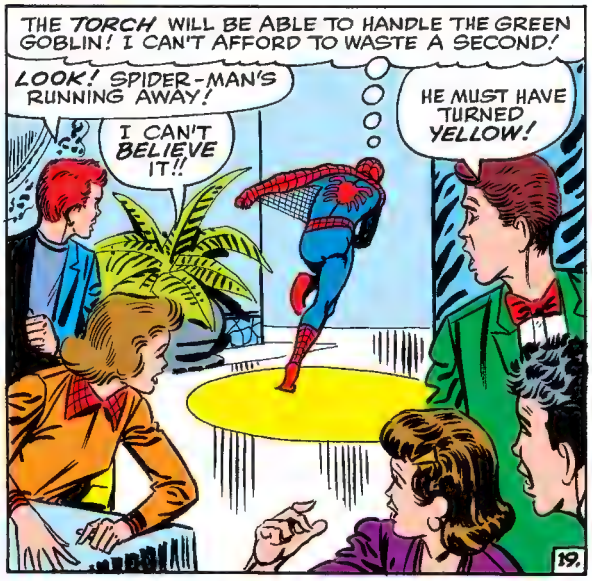
BUT I HAVE TO MOVE FAST! I DON'T WANT YOU TO GET BORED AND FALL ASLEEP ON ME!

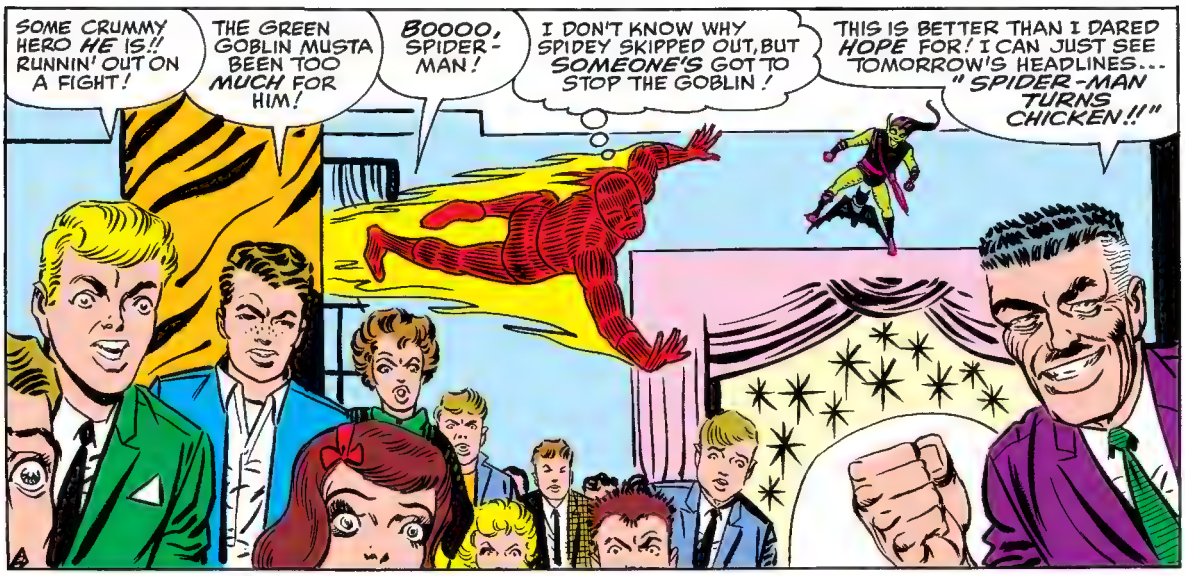
AH, BUT THE GREEN GOBLIN CAN MOVE FAST, TOO! YOU DIDN'T EXPECT MY GLIDER TO MAKE SUCH A SUDDEN DROP, DID YOU??
A LOT OF GOOD THAT'LL DO YOU!

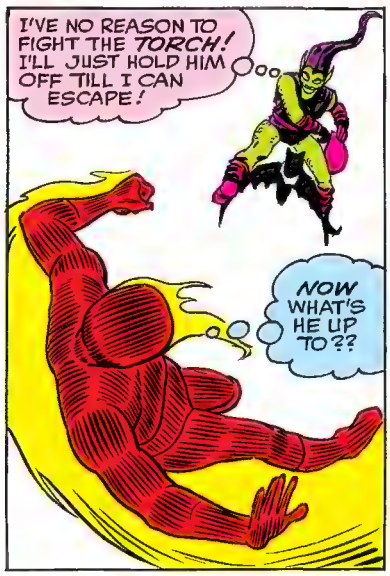
YOU'VE SNEERED AT MY PROWESS FOR THE LAST TIME, SPIDER-MAN!!
DON'T BET ON IT! YOU MISSED ME AGAIN!!


I'VE GOT HIM ON THE RUN NOW! I'LL SWING UP AGAIN AND PUT HIM AWAY FOR KEEPS!
HELLO! WHAT? YES, I THINK PETER PARKER IS HERE...WHY?

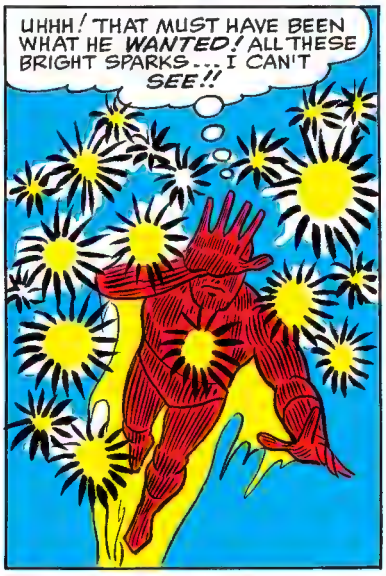

HIS AUNT? SUFFERED ANOTHER HEART ATTACK?? ASKING FOR HIM IN THE HOSPITAL? I SEE! I'LL SEE IF I CAN FIND HIM!
AUNT MAY...IN THE HOSPITAL!! ASKING FOR ME!! I-I'VE GOT TO GO TO HER...RIGHT AWAY!!

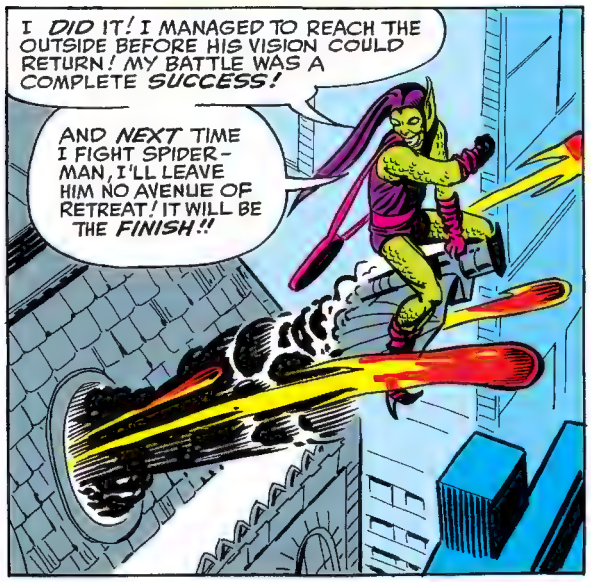

THE TORCH WILL BE ABLE TO HANDLE THE GREEN GOBLIN! I CAN'T AFFORD TO WASTE A SECOND!
LOOK! SPIDER-MAN'S RUNNING AWAY!
I CAN'T BELIEVE IT!!
HE MUST HAVE TURNED YELLOW!

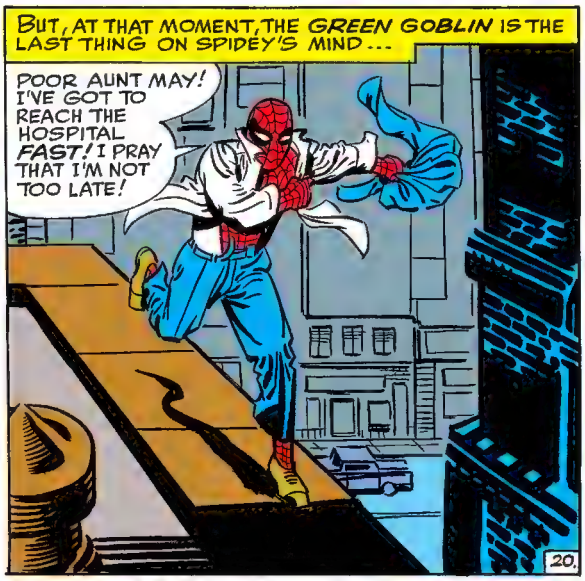

SOME CRUMMY HERO HE IS!! RUNNIN' OUT ON A FIGHT!
THE GREEN GOBLIN MUSTA BEEN TOO MUCH FOR HIM!
BOOOO, SPIDER-MAN!
I DON'T KNOW WHY SPIDEY SKIPPED OUT, BUT SOMEONE'S GOT TO STOP THE GOBLIN!
THIS IS BETTER THAN I DARED HOPE FOR! I CAN JUST SEE TOMORROW'S HEADLINES... "SPIDER-MAN TURNS CHICKEN!!"

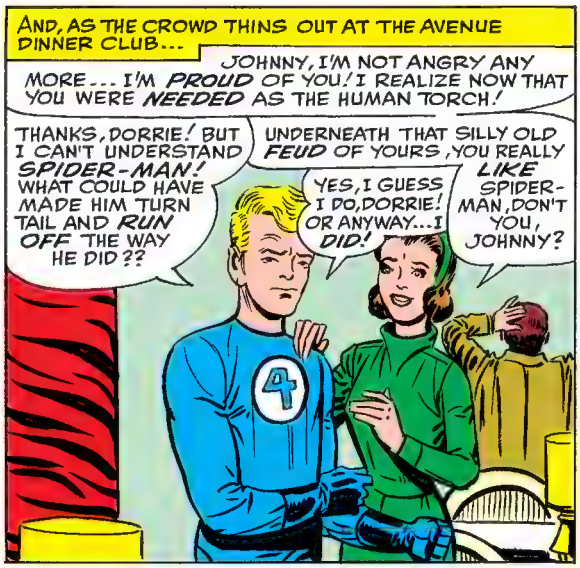

I'VE NO REASON TO FIGHT THE TORCH! I'LL JUST HOLD HIM OFF TILL I CAN ESCAPE!
NOW WHAT'S HE UP TO??

HE'S TOSSING A MINIATURE PUMPKIN AT ME! WELL, I'LL JUST MATCH IT WITH A SPEEDING FIREBALL!!

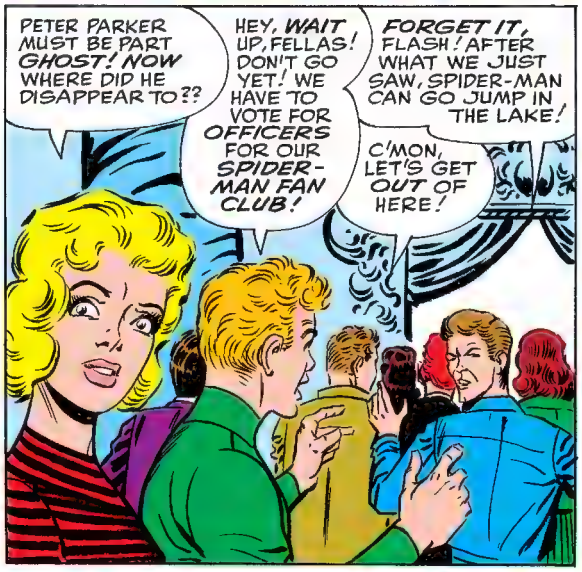

UHHH! THAT MUST HAVE BEEN WHAT HE WANTED! ALL THESE BRIGHT SPARKS... I CAN'T SEE!!


I DID IT! I MANAGED TO REACH THE OUTSIDE BEFORE HIS VISION COULD RETURN! MY BATTLE WAS A COMPLETE SUCCESS!
AND NEXT TIME I FIGHT SPIDER-MAN, I'LL LEAVE HIM NO AVENUE OF RETREAT! IT WILL BE THE FINISH!!


BUT, AT THAT MOMENT, THE GREEN GOBLIN IS THE LAST THING ON SPIDEY'S MIND...
POOR AUNT MAY! I'VE GOT TO REACH THE HOSPITAL FAST! I PRAY THAT I'M NOT TOO LATE!


AND, AS THE CROWD THINS OUT AT THE AVENUE DINNER CLUB...
JOHNNY, I'M NOT ANGRY ANY MORE... I'M PROUD OF YOU! I REALIZE NOW THAT YOU WERE NEEDED AS THE HUMAN TORCH!
THANKS, DORRIE! BUT I CAN'T UNDERSTAND SPIDER-MAN! WHAT COULD HAVE MADE HIM TURN TAIL AND RUN OFF THE WAY HE DID??
UNDERNEATH THAT SILLY OLD FEUD OF YOURS, YOU REALLY LIKE SPIDER-MAN, DON'T YOU, JOHNNY?
YES, I GUESS I DO, DORRIE! OR ANYWAY... I DID!

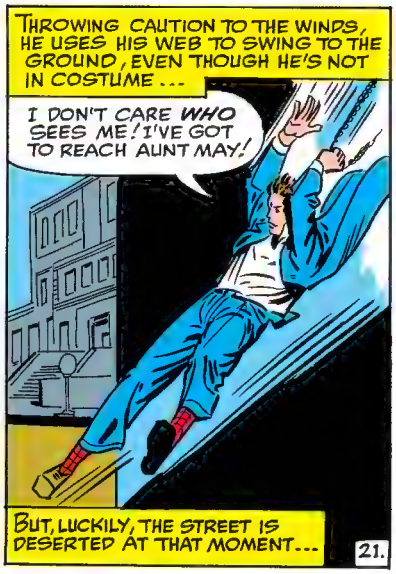
MISS BRANT, CALL THE PAPER! TELL THEM I'M ON MY WAY OVER! WE'RE PUTTING OUT AN EXTRA! I'LL TELL THE WHOLE WORLD WHAT A COWARD SPIDER-MAN REALLY TURNED OUT TO BE!
YES, MR. JAMESON...
AND I FEEL LIKE TELLING THE WORLD WHAT A FOOL I AM... FOR THINKING PETER PARKER EVER CARED ABOUT ME! I..I'LL NEVER TRUST HIM EVER AGAIN!

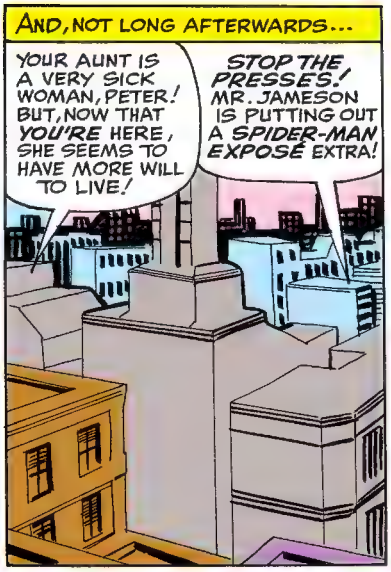

PETER PARKER MUST BE PART GHOST! NOW WHERE DID HE DISAPPEAR TO??
HEY, WAIT UP, FELLAS! DON'T GO YET! WE HAVE TO VOTE FOR OFFICERS FOR OUR SPIDER-MAN FAN CLUB!
FORGET IT, FLASH! AFTER WHAT WE JUST SAW, SPIDER-MAN CAN GO JUMP IN THE LAKE!
C'MON, LET'S GET OUT OF HERE!

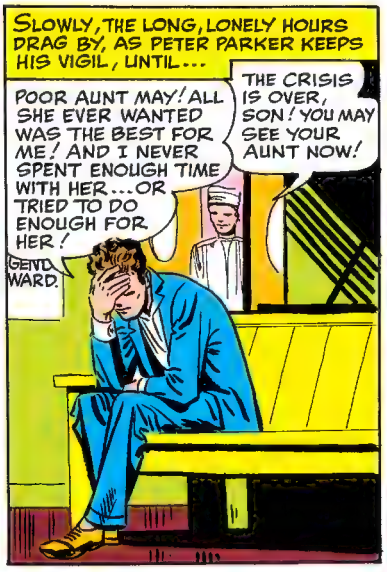
WHAT'S THE MATTER WITH ALL OF YOU?? ARE YOU JUST A BUNCH OF FAIR-WEATHER FRIENDS? SPIDEY MUST HAVE HAD A REASON FOR WHAT HE DID!!
OKAY, GO AHEAD! WALK OUT! WHO NEEDS YA?! I'M STAYING! I'M NOT A DESERTER! OL' SPIDEY STILL HAS ONE FAN, ANYWAY!
NUTS! WHAT'S THE ANGLE, FLASH? IS HE A RELATIVE OF YOURS??

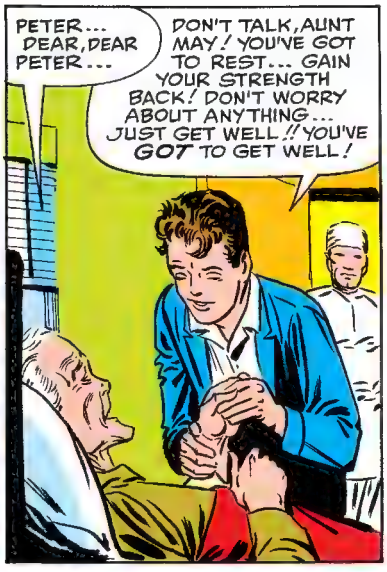
NO! HE'S NOT A RELATIVE! HE'S JUST THE GREATEST GUY IN THE WORLD! AND YOU'LL ALL ADMIT IT SOME DAY! JUST WAIT 'N SEE!

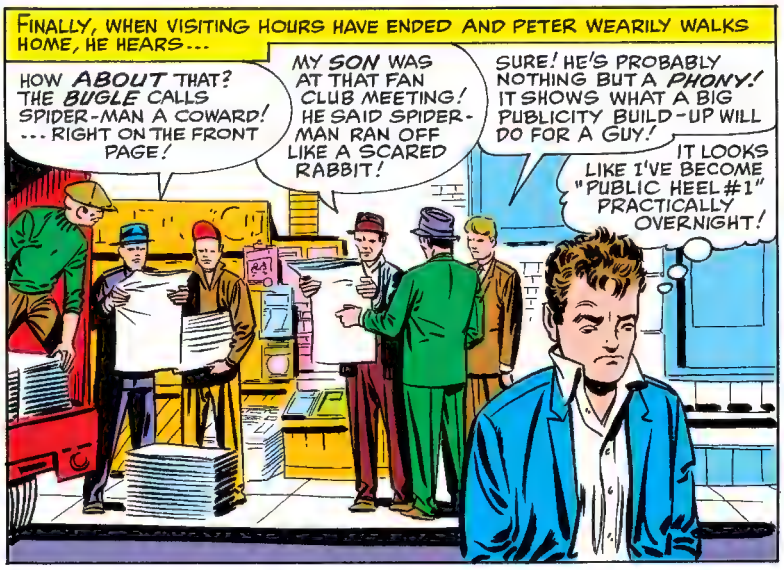
AND, WHILE FLASH THOMPSON LOYALLY DEFENDS HIS TEEN-AGE IDOL, PETER PARKER BREATHLESSLY APPROACHES THE HOSPITAL...
JUST A LITTLE BIT FURTHER!

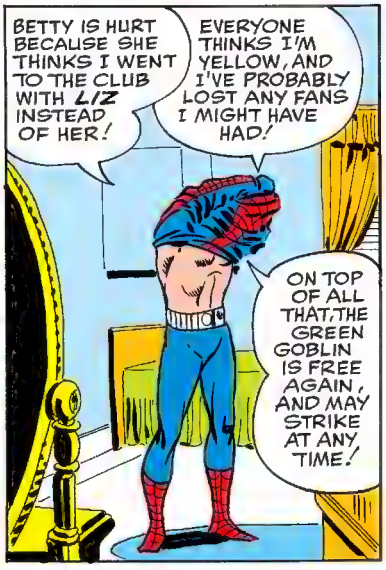

THROWING CAUTION TO THE WINDS, HE USES HIS WEB TO SWING TO THE GROUND, EVEN THOUGH HE'S NOT IN COSTUME...
I DON'T CARE WHO SEES ME! I'VE GOT TO REACH AUNT MAY!
BUT, LUCKILY, THE STREET IS DESERTED AT THAT MOMENT...


AND, NOT LONG AFTERWARDS...
YOUR AUNT IS A VERY SICK WOMAN, PETER! BUT, NOW THAT YOU'RE HERE, SHE SEEMS TO HAVE MORE WILL TO LIVE!
STOP THE PRESSES! MR. JAMESON IS PUTTING OUT A SPIDER-MAN EXPOSÉ EXTRA!

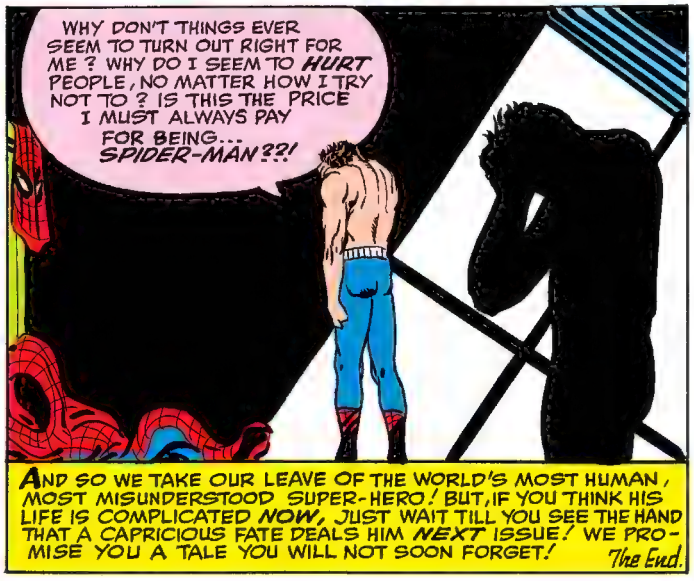

SLOWLY, THE LONG, LONELY HOURS DRAG BY, AS PETER PARKER KEEPS HIS VIGIL, UNTIL...
POOR AUNT MAY! ALL SHE EVER WANTED WAS THE BEST FOR ME! AND I NEVER SPENT ENOUGH TIME WITH HER...OR TRIED TO DO ENOUGH FOR HER!
THE CRISIS IS OVER, SON! YOU MAY SEE YOUR AUNT NOW!
GEN'L WARD.


PETER... DEAR, DEAR PETER...
DON'T TALK, AUNT MAY! YOU'VE GOT TO REST... GAIN YOUR STRENGTH BACK! DON'T WORRY ABOUT ANYTHING... JUST GET WELL!! YOU'VE GOT TO GET WELL!


FINALLY, WHEN VISITING HOURS HAVE ENDED AND PETER WEARILY WALKS HOME, HE HEARS...
HOW ABOUT THAT? THE BUGLE CALLS SPIDER-MAN A COWARD! ...RIGHT ON THE FRONT PAGE!
MY SON WAS AT THAT FAN CLUB MEETING! HE SAID SPIDER-MAN RAN OFF LIKE A SCARED RABBIT!
SURE! HE'S PROBABLY NOTHING BUT A PHONY! IT SHOWS WHAT A BIG PUBLICITY BUILD-UP WILL DO FOR A GUY!
IT LOOKS LIKE I'VE BECOME "PUBLIC HEEL #1" PRACTICALLY OVERNIGHT!


BETTY IS HURT BECAUSE SHE THINKS I WENT TO THE CLUB WITH LIZ INSTEAD OF HER!
EVERYONE THINKS I'M YELLOW, AND I'VE PROBABLY LOST ANY FANS I MIGHT HAVE HAD!
ON TOP OF ALL THAT, THE GREEN GOBLIN IS FREE AGAIN, AND MAY STRIKE AT ANY TIME!

AND THE ONE PERSON WHO'S BEEN KINDER TO ME THAN ANYONE ELSE IN MY WHOLE LIFE IS IN THE HOSPITAL NOW, AND THERE'S NOTHING I CAN DO TO HELP HER!
A LOT OF GOOD IT DOES ME TO BE SPIDER-MAN! SOMETIMES I WISH I HAD NEVER HEARD THAT NAME!


WHY DON'T THINGS EVER SEEM TO TURN OUT RIGHT FOR ME? WHY DO I SEEM TO HURT PEOPLE, NO MATTER HOW I TRY NOT TO? IS THIS THE PRICE I MUST ALWAYS PAY FOR BEING... SPIDER-MAN??!
AND SO WE TAKE OUR LEAVE OF THE WORLD'S MOST HUMAN, MOST MISUNDERSTOOD SUPER-HERO! BUT, IF YOU THINK HIS LIFE IS COMPLICATED NOW, JUST WAIT TILL YOU SEE THE HAND THAT A CAPRICIOUS FATE DEALS HIM NEXT ISSUE! WE PROMISE YOU A TALE YOU WILL NOT SOON FORGET!
The End.

SPIDER'S WEB

Dear Stan and Steve,

SPIDER-MAN #14 was just plain great—the only trouble was the Green Goblin. I'm glad you didn't give him a great deal of gadgets like some other comic villains, but that "flying broomstick" was too much.

Larry Schenker, 502 E. Indian Spring Dr.
Silver Spring, Md.

Some help you are, Larry! Too much *what?*

Dear Stan and Steve,

On the cover of SPIDER-MAN #14 it states that the Green Goblin is the most sinister, most dangerous foe Spidey's ever fought. Well, you certainly couldn't prove it by the story inside. In my opinion he doesn't have enough gimmicks. I mean stun grenades, a flying broomstick and spark-shooting fingers aren't exactly world-startling. I have faith in you though and I think the more the Goblin appears in future issues the better he'll become.

Gary Rafferty, 19 120 St.
Troy, N. Y.

And Larry claims we use too many gimmicks! Okay, web-spinners, let's hear it! More gimmicks, or less? We might as well let *you* fight it out!

Dear Stan and Steve,

I have no doubts that you will receive a countless number of rave letters dealing with SPIDER-MAN #14, this being one. Although the story did not have an intricate plot, it did present a very good idea which set the stage and started the ball rolling for action, an integral part of a comic book. B. J. Cosmos mentions getting a Beatle to play the roll of Spider-Man. I feel that a Beatle would have been better in the role of the Hulk. Examine the two mops which each contends to be hair and you'll get the idea. Now, action: This of course is the bright spot of the story. My favorites in action panels are: p. 5, panel 1; p. 15, panel 3; panel 5 of same page; and p. 17, panel 3. I also enjoyed p. 20, panel 6 but I always get a kick out of these sort of panels. Who the heck are the kooks who knock Mr. Ditko?? As far as I'm concerned, Steve's the best pencil and ink pusher you've got. Character development: All I'll say is "Great, as usual!" Those of us who do read the letters column have witnessed a fan by the name of Paul Gambaccini write a series of letters that were downright insulting in the earlier ishes and that slowly softened up (as your mags improved) until recently he said simply, "All right, you've got me", meaning of course, over your "competitors". This has been and is being echoed all over fandom. Many saw the light sooner than Paul, a few after him, and sadly, there are some that still haven't seen the light of Marvel brilliance that clearly marks you from the rest.

Douglas Moench, 3838 N. Claremont
Chicago, Ill.

It's lucky we're so extremely modest or your praise might go to our pointy little heads! Many thanks, Doug!

Dear Stan and Steve,

Other super-heroes can control certain species of animals and insects so why can't Spider-Man have mental control over all species of spiders? It would help him since he wins every battle by a hair. In #11 Spider-Man thought about revealing his identity to Betty Brant. I disagree. Why should he tell his identity to some stupid dame? I read all your comics and your covers and artwork are superb.

Richard May, 363 Pritchard Ave.
Winnipeg 4, Manitoba, Canada

Okay, okay, Dick, so he won't tell her. But, did you think how silly it might look to see a guy sitting somewhere and having a conversation with a spider?

Dear Stan and Steve,

In issue #14 of SPIDER-MAN Jerry Murrell writes that you should have J.J.J. be saved by Spider-Man and that this would make J.J.J. feel more friendly to Spider-Man. Well, I disagree. I feel that this would make J.J.J. feel more embittered to Spider-Man for having to be grateful to a person he dislikes intensely. What I think is that J.J.J. should save Spider'Man's life. This would make J.J.J. feel that Spider-Man, like other people, is capable of mistakes. Actually J.J.J. is—or would be—a fine person if he'd only try.

David Bradley, Box 1069
Berkeley, Cal.

***WE* might agree with you, Dave—but don't tell it to Spidey!**

Dear Stan and Steve,

SPIDER-MAN #14 was the best Spider-Man I have ever read. But what do you mean by having the Hulk as a guest star? If you ask me he is just as bad as the Enforcers. But the corniest part of the cover was, ". . . does the Green Goblin look cute to you? Does he make you want to smile?" How corny can you get?! I can think of a lot less corny things about the Green Goblin. I like the idea of Spider-Man having a battle in a cave—it was really different.

Walter Taylor, 919 Grant St.
Ypsilanti, Mich.

Heck, Wally — everyone *knows* we're cornballs! We admit it!

Dear Stan and Steve,

Ever since you came out with your SPIDER-MAN comic I have been reading every issue of it. Right now I am stationed in Turkey and it is really hard trying to keep a collection of your magazine on account of the fact that everyone wants to read it. I have never been so thrilled with a comic book. What you ought to start selling are Spider-Man badges so that people who read your book can be distinguished from the "just plain reader." I think that they would sell like wildfire. Keep up the good work—Spider-Man is the greatest!

A2C Richard Farrell, TUSLOG Det. 16
APO 289, New York, N. Y.

But you know our ever-lovin' fans, flyboy! If we ever made any Spidey badges, we'd get a million letters telling us about all the mistakes on them, and how the pins are too short, or too long!

Dear Stan and Steve,

You've done it now. You've come up with a great new villain, a few old ones and then tossed in a guest star to top it off. I am of course referring to #14. The two things that made this ish great were the appearance of the Hulk and the fact that you did not reveal the villain's identity. Surely you can't top this issue!

Morris Smart, 123 Mt. Shasta
Dallas, Texas

Mebbe not, Morrie—but we're sure gonna try!

Dear Stan and Steve,

With the fourteenth issue of SPIDER-MAN you really topped yourselves. Never before in comic history has there been a super-villain as realistic, weird, different, and as great as the Green Goblin! The name fits the character to a tee. Steve Ditko draws him as though there were a real goblin to model for him—you wouldn't be

CONTINUED

kidding us fans, would you? I mean, there really isn't a Spider-Man and a Green Goblin, is there?? Your story was superb. The way you kept the Goblin incognito was great. But I think I know who he really is. Remember little ol' Frederick Foswell, the original leader of the Enforcers? Yep, I'd be willing ot bet that the Green Goblin is really good ol' Fred up to his tricks again. Actually it's stories like this last issue's that make Spider-Man the sensation he is! Bill Dubay, 58A Chenery St. San Francisco, Calif.

It's another thing too, Bill—it's fans like you!

Dear Stan and Steve,

My teacher asked me to bring a Marvel comic to school for him to see. He said he had never read one before. Boy! But I decided to take him SPIDER-MAN. I thought it would be good because of J. Jonah Jameson's part.

Patricia Jones, 249 W. Main
Gardner, Kansas

But, for goodness sake, Pat—what did your teacher *say???*

Dear Stan and Steve,

When I bought my first Spider mag I was in my middle teens and my interest in comics was waning fast. Today I have just finished reading SPIDER-MAN #14 and have all the issues in between. I'm now a real nut over your mags! Every month I traipse down to the drugstore and come out with about seven or eight Marvel mags. I want to thank you guys for issue #14. It even surpassed the two superb preceding issues. Never has your art been so good, Steve. And never was there so much action packed into one plot, Stan, or so much drama. And what's this about you being a "poor man's Shakespeare"? A rich man should have it so good! The Green Goblin is a terrific new villain. I have a hunch he's the other half of ol' Doc Doom's split-personality. I know a lot of work goes into producing your magazines, so hats off to all the Marry Marvel Madmen and I hope that this letter makes a small portion of it worthwhile.

Keith McWalter, 2674 Lindenwood Dr.
Bridgeville, Pa.

You made us feel so expansive, Keith, that your letter makes *all* of it seem worthwhile!

Dear Stan and Steve,

The art in SPIDER-MAN is terrific and I have no complaints about the other phases of Steve's art—the exception being girls' faces. Don't change Steve from Spider-Man whatever you do. Having seen all of your super-hero staff of artists draw him, (I haven't seen him illoed in MILLIE THE MODEL!) I feel qualified to say that nobody does him like Steve! Fans have written in complaining about the way Steve draws feet. I would just like to say that I personally see nothing wrong with Spidey's feet. Sure, they're a little long maybe, but so are mine (size 12 on a six footer!) Teenagers are more apt to have feet that are out of proportion to their bodies than one might think. Keep up the good work—you're marvel-ous to me! Neil Gould, 3774 E. 151 St. Cleveland 28, Ohio

We thank you, and each one of Stevey's eleven little curly toes thanks you, too!

Dear Stan and Steve,

I got to wondering who the Green Goblin was and I think he is the Vulture in disguise. My favorite guy is the Hulk. He reminds me of my English teacher. No offense to you guys—you should see our English teacher —a woman yet! Jerry McCall, RR #3, Box 16
Brookville, Ohio

Never mind us! Maybe the *Hulk* should see her!

Dear Stan and Steve,

I think Spider-Man is the best since the Fantastic Four. My friend says that someday you will quit publishing Spider-Man and all other Marvel Group comic books because you will get old and it's a small organization. But I siad that you had other good artists that could draw Spider-Man and others. Am I correct?

Rudy Rankins, 6630 Crosswell St.
Houston 17, Tex.

Sure we have other good artists! We keep threatening Steve with them all the time! But he just sits in his web and laughs!

SPECIAL ANNOUNCEMENTS SECTION:

—Let's not waste a minute! If you haven't bought your SPIDER-MAN ANNUAL yet, don't even finish this column! You haven't time! They're selling like webcakes! So rush to your newsstand—and, if you're too late, don't blame us—we've been reminding you for weeks! We won't rub it in by describing all the great stories and features, but we just HAVE to mention the little 3-pager telling how Stan and Steve create Spidey! It's probably the funniest thing you'll see all year!

—And don't forget the ORIGIN of ol' webhead in MARVEL TALES ANNUAL which is also probably selling out right now! It contains the origins of five OTHER merry Marvel heroes as well! And wait'll you see the photos of most of our swingin' staff—a regular rogues' gallery if there ever was one!

—Naturally, every mixed-up Marvel fan waits all year for the most talked-about annual of all—and we hope you've gotten yours already—because the FANTASTIC FOUR ANNUAL #2 is now racing neck 'n neck with Spidey in the battle of the sell-outs! And no wonder! It's a special Doctor Doom ish — containing his never-before-revealed ORIGIN, as well as an epic-length thriller featuring his final "victory"!

—And don't tell us we brag too much! Actually, we're holding ourselves back! You should hear how we'd describe those annuals if we wanted to BOAST!

—Okay, now for other biz: You asked for it — so you're GETTING it! Ol' glamor pants himself, CAPTAIN AMERICA, will appear regularly in IRON MAN, beginning with ish #59! And, just for a warm-up, you'll see him battling shell-head in IRON MAN #58 which is on sale now!

—Just a few more notes: FANTASTIC FOUR #31 features the mysterious Mole Man, and introduces an unexpected surprise character who'll be very important in the lives of the Human Torch and the Invisible Girl! TALES TO ASTONISH #60 begins the great new Hulk series, produced by Stan and Dick! And STRANGE TALES #125 has the Sub-Mariner battling the Torch and the Thing!

—A great new artist to note is demon draftsman Dick Rockwell, another ex- Marvel alumnus who's trying his hand at Giant-Man in TALES TO ASTONISH #61! Dazzling Dick has style he hasn't USED yet — wait 'n see!

—As for ol' Spidey, next ish is gonna be real different! The whole plot was dreamed up by Sunny Steve and it was just nutty enough for Stan to okay it! You'll see Spider-Man acting differently than ever before! 'Nuff said!

—Yessir, things are really perkin' here in the bullpen! Sorry we haven't room to tell you more — but this we CAN say — we're really flying high these days — and it's all because of YOU, and your wonderful support! We love ya all, and promise to keep knocking ourselves out to give you the greatest mags we can! Lookin' forward to seeing you next ish — so, till then, FACE FRONT!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
18 NOV.
IND.
ONLY MIGHTY MARVEL WOULD DARE TO ATTEMPT SUCH A TALE!
"THE END OF SPIDER-MAN!"
THE STORY YOU NEVER EXPECTED TO READ!!
WHY DOES SPIDEY CRINGE IN HELPLESS FEAR AS THE EVIL SANDMAN STALKS THE CITY'S STREETS?
*
BE PREPARED FOR COUNTLESS SURPRISES IN THIS GREAT, DRAMATIC, OFF-BEAT ISSUE!

WRITTEN BY: STAN LEE
AUTHOR OF "THE FANTASTIC FOUR"

ILLUSTRATED BY: STEVE DITKO
ILLUSTRATOR OF "DR. STRANGE"

LETTERED BY: SAM ROSEN
LETTERER OF..."PATSY WALKER"?!!

A SHORT TIME AGO, SPIDER-MAN SEEMED TO SUFFER HIS GREATEST DEFEAT AT THE HANDS OF THE MYSTERIOUS *GREEN GOBLIN!* AND NOW, LET US OBSERVE THE REACTIONS OF VARIOUS FAMILIAR CHARACTERS TO THAT UNEXPECTED OCCURRENCE...

I'M THE *FIRST ONE* TO MAKE SPIDER-MAN RUN AWAY LIKE A WHIPPED DOG! NOW, AT LAST, *THE GREEN GOBLIN* WILL BE WORLD-FAMOUS!

IF ONLY *I* COULD HAVE BEEN THE ONE TO DEFEAT HIM! THE VICTORY *SHOULD* HAVE BELONGED TO *DOCTOR OCTOPUS!*

EVEN THOUGH HE *LOST*, SPIDER-MAN IS STILL AT LARGE! THAT MEANS *KRAVEN THE HUNTER* MIGHT *STILL* BE ABLE TO TRACK HIM DOWN!

HOW COULD THE GREEN GOBLIN BEAT HIM WHEN I, *THE VULTURE*, COULDN'T ?? I STILL CAN'T BELIEVE IT!

WHAT'RE YOU LOOKIN' SO *GLOOMY* ABOUT, HOTHEAD? I THOUGHT THAT WEBHEAD WAS NUMBER ONE ON YOUR HATE PARADE!

SURE, BEN, WE WERE ALWAYS FEUDIN'... BUT I STILL HAD A LOT OF *RESPECT* FOR SPIDEY! IF I HADN'T SEEN HIM RUN AWAY WITH MY OWN EYES...!

TOO BAD ABOUT SPIDER-MAN! IT SORT OF PUTS *ALL* COSTUMED CRIME-FIGHTERS IN A BAD LIGHT!

IT APPEARS HIS COURAGE DID NOT MATCH HIS POWER!

WASPS AND SPIDERS ARE NATURAL ENEMIES... SO I CAN'T HONESTLY SAY I'M SORRY FOR HIM!

WHEN LAST I MET SPIDER-MAN, MY INSTINCTS TOLD ME HE WAS A VALIANT FIGHTER! HOW COULD THE SUPER-SHARP SENSES OF *DAREDEVIL* HAVE BEEN SO WRONG?

EVEN WITH THE AVERAGE MAN IN THE STREET, SPIDER-MAN'S BATTLE AGAINST THE GREEN GOBLIN IS THE NUMBER ONE TOPIC...

I *STILL* DON'T SEE WHY HE RAN AWAY! IT LOOKED TO ME LIKE SPIDEY WAS *WINNING!*

J. JONAH JAMESON WAS *RIGHT* ALL THE TIME! SPIDER-MAN WAS JUST A *COWARD*... LIKE *ALL* BULLIES!

APPARENTLY JAMESON WAS SMARTER THAN WE *THOUGHT!*

AND, THE GLOATING PUBLISHER OF THE DAILY BUGLE MISSES NO TRICKS IN PUBLICIZING HIS TRIUMPH...

NOW THAT THE DECENT PEOPLE OF OUR CITY HAVE GOTTEN WISE TO SPIDER-MAN, HE HASN'T BEEN SEEN FOR WEEKS! AT LAST WE'RE *RID* OF THAT MASKED MENACE!

AND REMEMBER, THE DAILY BUGLE WAS THE *FIRST* TO EXPOSE HIM AS A DANGEROUS FRAUD!

YES, ALMOST THE ENTIRE CIVILIZED WORLD WONDERS WHAT HAS HAPPENED TO THE AMAZING SPIDER-MAN! BUT, HOW SURPRISED THEY ALL WOULD BE IF THEY COULD SEE HIM AT THIS VERY MOMENT...

YOU SHOULDN'T HAVE GOTTEN OUT OF BED, AUNT MAY! THE DOCTOR SAID YOU NEED LOTS OF REST AFTER YOUR OPERATION!

BUT I WANTED TO MAKE SURE YOU EAT A GOOD BREAKFAST BEFORE YOU GO TO SCHOOL, PETER!

GOSH, IF ONLY YOU'D STOP WORRYING ABOUT ME SO! ANYWAY, YOU KNOW MRS. WATKINS WILL BE HERE TO HELP YOU OUT AND... *OH!* HERE SHE IS NOW!

OFF TO SCHOOL WITH YOU NOW, PETER! *I'LL* DO THE DISHES! WELL, DON'T YOU LOOK IMPROVED, MAY!

THANK YOU, ANNA! IT'S SO NICE OF YOU TO COME OVER!

NOW *REMEMBER*... TAKE YOUR MEDICINE EVERY FOUR HOURS... HAVE A NAP AT NOON, LIKE THE DOCTOR SAID... AND DON'T TIRE YOURSELF OUT!

I'LL BE ALL RIGHT, DEAR! TAKE CARE OF *YOURSELF*... REMEMBER, YOU'RE STILL A GROWING BOY!

LATER, AT SCHOOL...

I CAN'T TELL AUNT MAY, BUT WE'RE ALMOST OUT OF MONEY! AND SHE STILL NEEDS SO MUCH MEDICINE.... I CAN'T FAIL HER AFTER EVERYTHING SHE'S DONE FOR ME! THE DOCTOR DOESN'T WANT HER TO KNOW HOW ILL SHE REALLY IS!

THEN AT THE END OF THE SCHOOL DAY...

I NEVER SAW PUNY PARKER *RUN* SO FAST!

I'VE GOT TO MAKE SURE AUNT MAY'S ALL RIGHT!

HE PROBABLY HEARD OF A BIG SALE ON TEXT-BOOKS SOME-WHERE!

I'M *HOME*, AUNT MAY!! ARE YOU FEELING ALL RI... *OH!* YOU'RE STILL *HERE*, MRS. WATKINS?!

YES, PETER! YOUR AUNT FELT A BIT DIZZY, SO I THOUGHT I'D STAY A WHILE LONGER!

NOW DON'T *WORRY* THE BOY, ANNA! I'M PERFECTLY *FINE*! BUT *YOU* LOOK A BIT PEAKED TO ME, DEAR! HAVE YOU BEEN STUDYING TOO HARD?

LATER, AFTER MRS. WATKINS HAS GONE HOME...

WE'RE ALMOST OUT OF MEDICINE AGAIN! I'VE JUST *GOT* TO GET SOME MONEY, SOME-WHERE!

OKAY, AUNT MAY, TIME FOR YOUR MEDICINE AND THEN YOU'VE GOT TO GO TO BED!

VERY WELL, PETER! I *AM* FEELING RATHER TIRED! YOU MAY SHUT THE T.V. OFF NOW!

YES, THAT'S WHY SPIDER-MAN HASN'T BEEN HEARD FROM LATELY! IT'S IMPOSSIBLE TO LOOK AFTER A SICK AUNT WHO IS RECOVERING FROM A SERIOUS OPERATION, AND STILL SPEND TIME SWINGING THROUGH THE CITY IN SEARCH OF ADVENTURE! BUT, THERE ARE STILL SOME WHO HAVEN'T FORGOTTEN SPIDEY...

BOY! OLD J. JONAH REALLY IS FLYING THESE DAYS!

ily Bugle

READ J. JONAH JAMESON'S EXPOSÉ OF "THE SPIDER-MAN MYTH!"

AND, PROBABLY THE LAST TRUE FAN THAT SPIDEY HAS LEFT IS FLASH THOMPSON, THE ARCH-RIVAL OF PETER PARKER...

I TELL YOU, IF SPIDEY RAN AWAY FROM THE GREEN GOBLIN, HE HAD A GOOD REASON!

SURE HE DID! HE'S A PROFESSIONAL COWARD!

SAY THAT AGAIN AND I'LL PASTE YOU ONE!

SKIP IT, FLASH! THAT WEB-HEAD ISN'T WORTH FIGHTIN' ABOUT!

JUST WATCH WHAT YOU SAY ABOUT HIM FROM NOW ON!

OH, HELLO, PETER! HOW IS YOUR AUNT?

A LITTLE BETTER, I GUESS, LIZ! BOY, FLASH SURE IS LOYAL TO SPIDER-MAN, ISN'T HE?

YES! HE SEEMS TO LIKE HIM AS MUCH AS HE DISLIKES YOU!

BY THE WAY, THERE'S A NEW PETER SELLERS MOVIE AT THE DRIVE-IN TONIGHT THAT I'VE BEEN DYING TO SEE!

REALLY? I'D LIKE TO SEE IT, TOO! BUT I, EH, HAVE SOMETHING TO DO LATER ON...

LIZ REALLY ISN'T A BAD KID, ALTHOUGH I PREFER BETTY BRANT... BUT I CAN'T THINK ABOUT GIRLS NOW! I'VE GOT AN IDEA HOW TO EARN SOME MONEY FAST!

AND SO, AFTER SCHOOL, A DRAMATIC, COSTUMED FIGURE SWINGS DARINGLY TOWARDS A MIDTOWN OFFICE BUILDING...

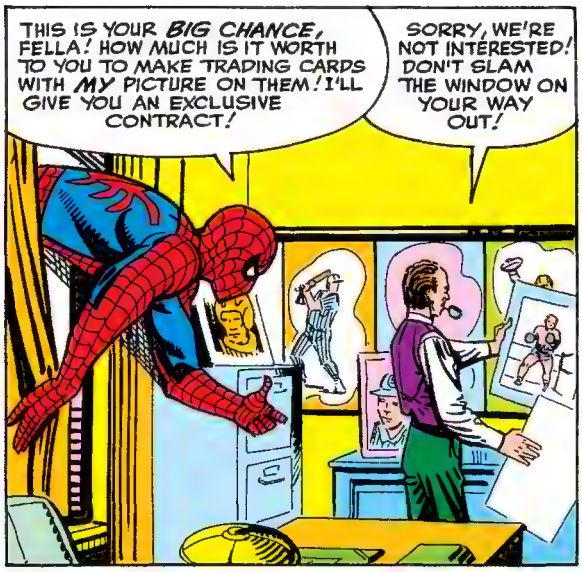
THIS IS THE PLACE!

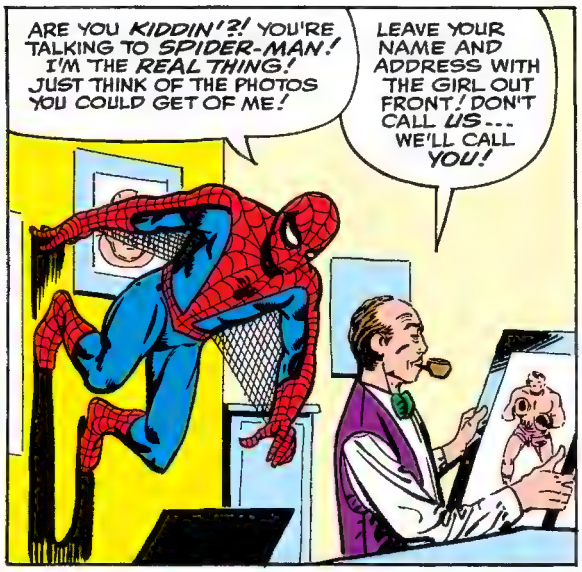
ACE PICTURE CO.

ARE YOU THE ONES WHO MAKE THOSE KIDS' TRADING CARDS WITH PICTURES OF SPORTS STARS AND ACTORS ON THEM??

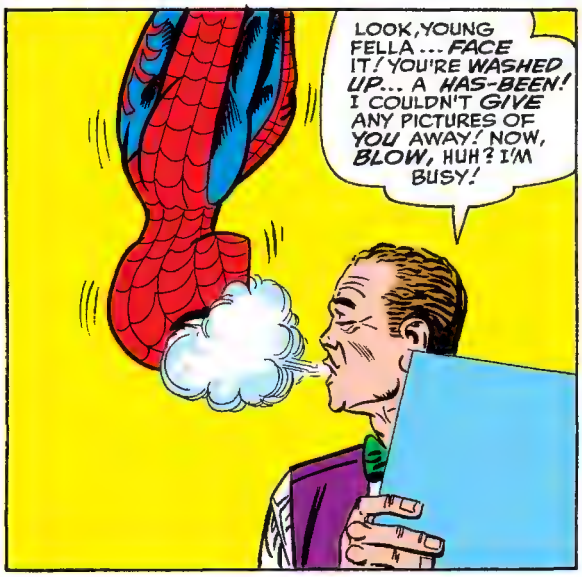
YEAH, WHO WANTS TO KNOW?

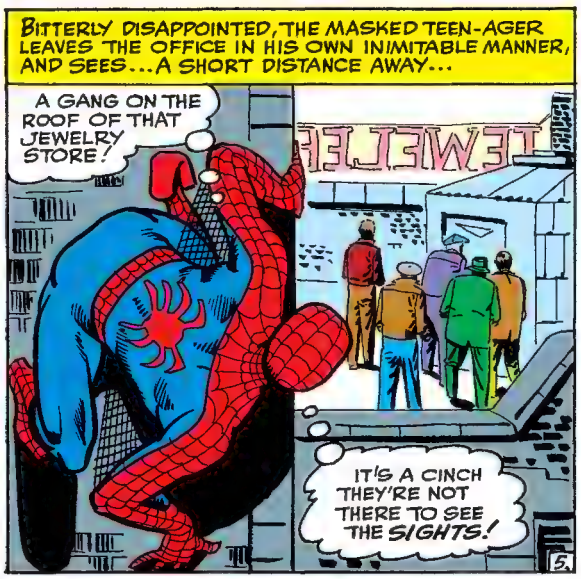
OH... SPIDER-MAN!

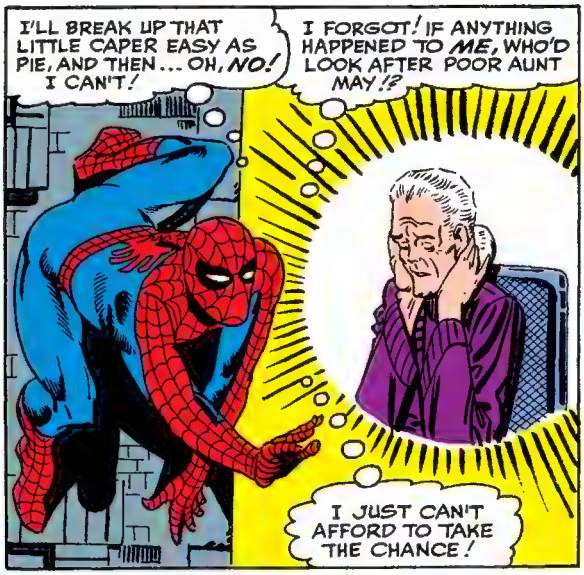

THIS IS YOUR BIG CHANCE, FELLA! HOW MUCH IS IT WORTH TO YOU TO MAKE TRADING CARDS WITH MY PICTURE ON THEM! I'LL GIVE YOU AN EXCLUSIVE CONTRACT!
SORRY, WE'RE NOT INTERESTED! DON'T SLAM THE WINDOW ON YOUR WAY OUT!

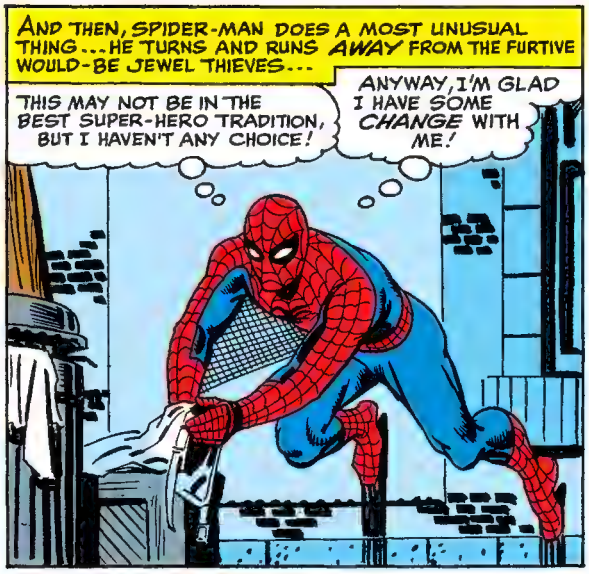

ARE YOU KIDDIN'?! YOU'RE TALKING TO SPIDER-MAN! I'M THE REAL THING! JUST THINK OF THE PHOTOS YOU COULD GET OF ME!
LEAVE YOUR NAME AND ADDRESS WITH THE GIRL OUT FRONT! DON'T CALL US... WE'LL CALL YOU!

BUT JUST IMAGINE HOW THE KIDS WOULD EAT UP A PICTURE OF ME DOING THIS!
OR HOW ABOUT SOMETHING LIKE THIS??
YOU'D SELL A MILLION CARDS, EASY!
I DON'T GET IT! YOU'RE NOT EVEN LOOKING! WHAT'S WRONG??


LOOK, YOUNG FELLA... FACE IT! YOU'RE WASHED UP... A HAS-BEEN! I COULDN'T GIVE ANY PICTURES OF YOU AWAY! NOW, BLOW, HUH? I'M BUSY!


BITTERLY DISAPPOINTED, THE MASKED TEEN-AGER LEAVES THE OFFICE IN HIS OWN INIMITABLE MANNER, AND SEES... A SHORT DISTANCE AWAY...
A GANG ON THE ROOF OF THAT JEWELRY STORE!
IT'S A CINCH THEY'RE NOT THERE TO SEE THE SIGHTS!
5.


I'LL BREAK UP THAT LITTLE CAPER EASY AS PIE, AND THEN... OH, NO! I CAN'T!
I FORGOT! IF ANYTHING HAPPENED TO ME, WHO'D LOOK AFTER POOR AUNT MAY!?
I JUST CAN'T AFFORD TO TAKE THE CHANCE!


AND THEN, SPIDER-MAN DOES A MOST UNUSUAL THING...HE TURNS AND RUNS AWAY FROM THE FURTIVE WOULD-BE JEWEL THIEVES...
THIS MAY NOT BE IN THE BEST SUPER-HERO TRADITION, BUT I HAVEN'T ANY CHOICE!
ANYWAY, I'M GLAD I HAVE SOME CHANGE WITH ME!

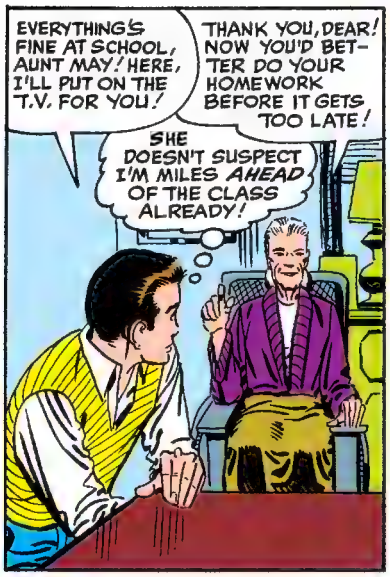
SECONDS LATER...
HELLO, POLICE? I'D LIKE TO REPORT A CRIME! SOME MEN ARE TRYING TO BREAK INTO A JEWELRY STORE AT THE CORNER OF FORTY-SEVENTH STREET...

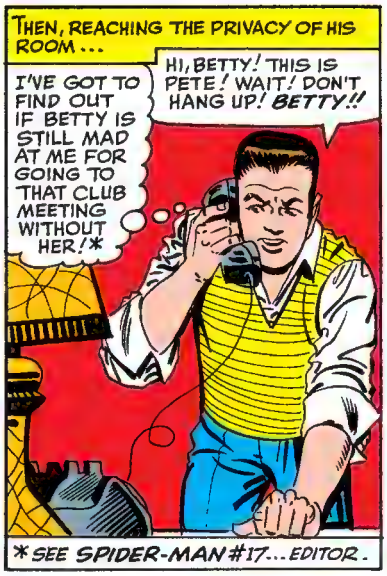
AND THEN...
NO, I'D RATHER NOT MENTION MY NAME! I'M JUST A PRIVATE CITIZEN, TRYING TO DO HIS DUTY! THAT'S OKAY... YOU'RE WELCOME!

WELL, IT'S NOT THE WAY THE HUMAN TORCH WOULD HAVE HANDLED IT, BUT AT LEAST I'LL BE ABLE TO GET RIGHT HOME AND SEE IF AUNT MAY NEEDS ME NOW!

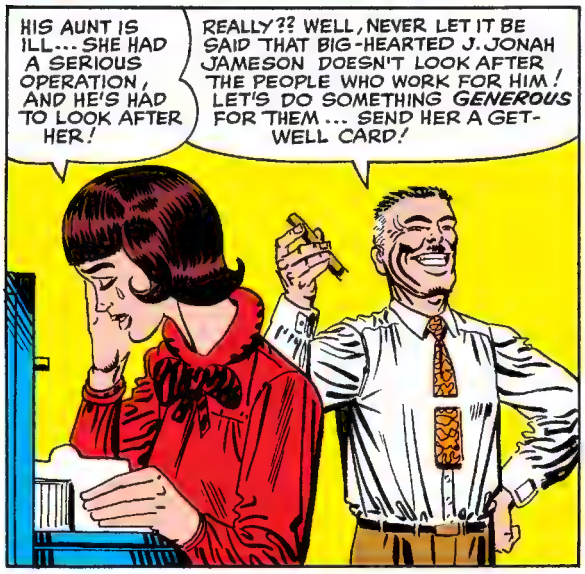
MINUTES LATER...
DOC! WHAT ARE YOU DOING HERE? IS..IS ANYTHING WRONG?? WHERE'S AUNT MAY...??
IT'S ALL RIGHT, PETER! I WAS JUST PASSING BY, SO I THOUGHT I'D DROP IN! YOUR AUNT SEEMS TO BE HOLDING HER OWN! BUT YOU'D BETTER TRY TO TAKE IT EASY, SON!

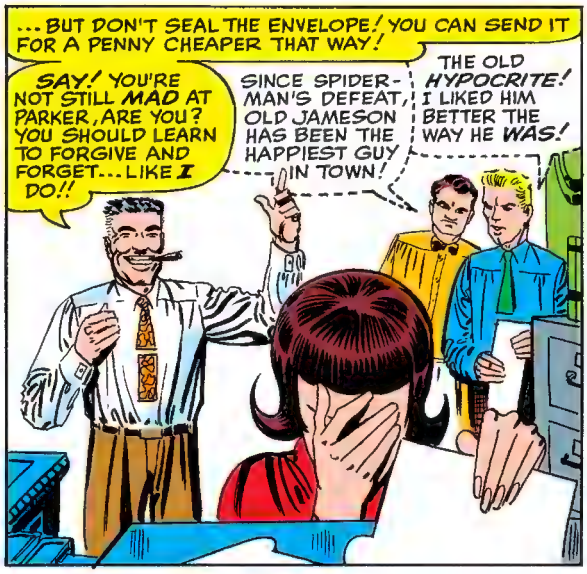
JUST SEE THAT SHE KEEPS TAKING HER MEDICINE... AND I'LL COME BY AGAIN TOMORROW!
I CAN'T TELL HIM THAT I'M SO JITTERY BECAUSE I'M WORRIED ABOUT PAYING FOR ALL THAT MEDICINE! OUR SAVINGS BANK ACCOUNT IS ALMOST EMPTY!
I'M GLAD YOU'RE HOME EARLY, DEAR! HOW WAS SCHOOL TODAY?


EVERYTHING'S FINE AT SCHOOL, AUNT MAY! HERE, I'LL PUT ON THE T.V. FOR YOU!
THANK YOU, DEAR! NOW YOU'D BETTER DO YOUR HOMEWORK BEFORE IT GETS TOO LATE!
SHE DOESN'T SUSPECT I'M MILES AHEAD OF THE CLASS ALREADY!


THEN, REACHING THE PRIVACY OF HIS ROOM...
I'VE GOT TO FIND OUT IF BETTY IS STILL MAD AT ME FOR GOING TO THAT CLUB MEETING WITHOUT HER!*
HI, BETTY! THIS IS PETE! WAIT! DON'T HANG UP! BETTY!!
*SEE SPIDER-MAN #17... EDITOR.

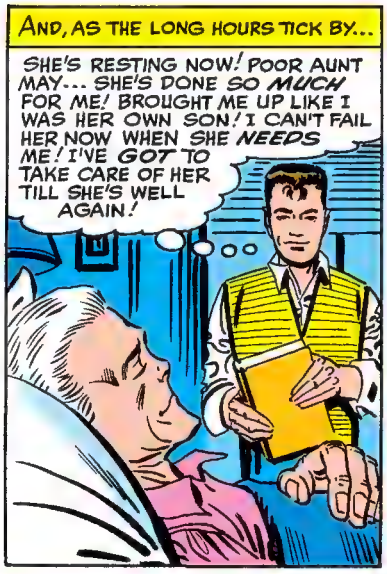
THE NERVE OF HIM! CALLING ME AS THOUGH NOTHING HAD HAPPENED!
WAS THAT PETER PARKER? I FEEL SO GOOD THESE DAYS I EVEN LIKE HIM! WHERE'S HE BEEN KEEPING HIMSELF LATELY?


HIS AUNT IS ILL... SHE HAD A SERIOUS OPERATION, AND HE'S HAD TO LOOK AFTER HER!
REALLY?? WELL, NEVER LET IT BE SAID THAT BIG-HEARTED J. JONAH JAMESON DOESN'T LOOK AFTER THE PEOPLE WHO WORK FOR HIM! LET'S DO SOMETHING GENEROUS FOR THEM... SEND HER A GET-WELL CARD!

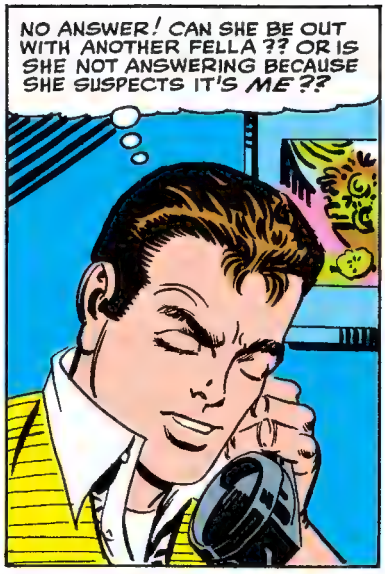

...BUT DON'T SEAL THE ENVELOPE! YOU CAN SEND IT FOR A PENNY CHEAPER THAT WAY!
SAY! YOU'RE NOT STILL MAD AT PARKER, ARE YOU? YOU SHOULD LEARN TO FORGIVE AND FORGET... LIKE I DO!!
SINCE SPIDER-MAN'S DEFEAT, OLD JAMESON HAS BEEN THE HAPPIEST GUY IN TOWN!
THE OLD HYPOCRITE! I LIKED HIM BETTER THE WAY HE WAS!

HOW ARE YOU, MY LOYAL EMPLOYEES? REMEMBER, IF YOU NEED ANY ADVICE, OR ANY HELP, YOU'RE ALWAYS WELCOME TO ASK YOUR TENDER-HEARTED EMPLOYER!
I WISH HE'D BECOME HIS GROUCHY OLD SELF AGAIN! AT LEAST WE UNDERSTOOD HIM THAT WAY!
FIRST TIME I EVER SAW HIM SMILE! IT'S A SICKENING SIGHT!

I ALMOST WISH SPIDER-MAN WOULD REDEEM HIMSELF, OR SOMETHING! OTHERWISE, JAMESON'S LIABLE TO CRACK HIS FACE WIDE OPEN WITH THAT PHONY SMILE OF HIS!
HE REMINDS ME OF A TIGER WHO'S JUST MADE A KILL!

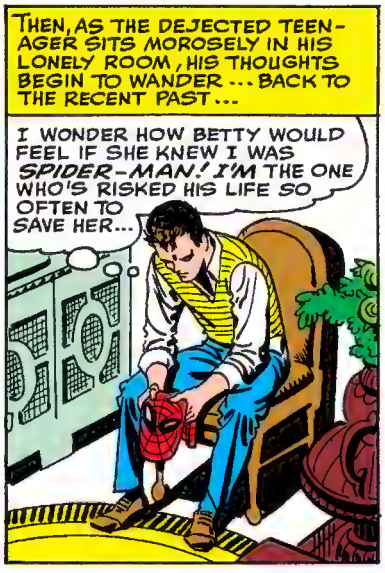

AND, AS THE LONG HOURS TICK BY...
SHE'S RESTING NOW! POOR AUNT MAY... SHE'S DONE SO MUCH FOR ME! BROUGHT ME UP LIKE I WAS HER OWN SON! I CAN'T FAIL HER NOW WHEN SHE NEEDS ME! I'VE GOT TO TAKE CARE OF HER TILL SHE'S WELL AGAIN!

BUT IT GETS SO LONELY SOMETIMES! IF ONLY BETTY WEREN'T MAD AT ME! I'LL CALL HER AGAIN...


NO ANSWER! CAN SHE BE OUT WITH ANOTHER FELLA ?? OR IS SHE NOT ANSWERING BECAUSE SHE SUSPECTS IT'S ME ??

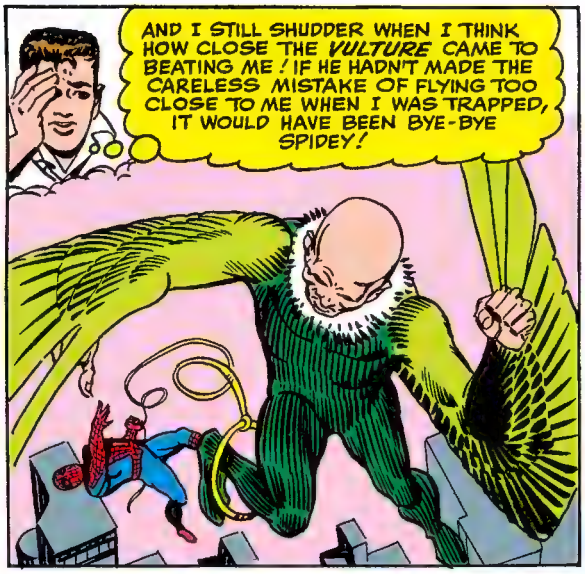
ALTHOUGH HE CANNOT BE SURE OF IT, PETER'S SECOND GUESS IS THE CORRECT ONE...
IT MUST BE PETE! I KNOW IT! BUT I DON'T TRUST MYSELF TO SPEAK TO HIM!

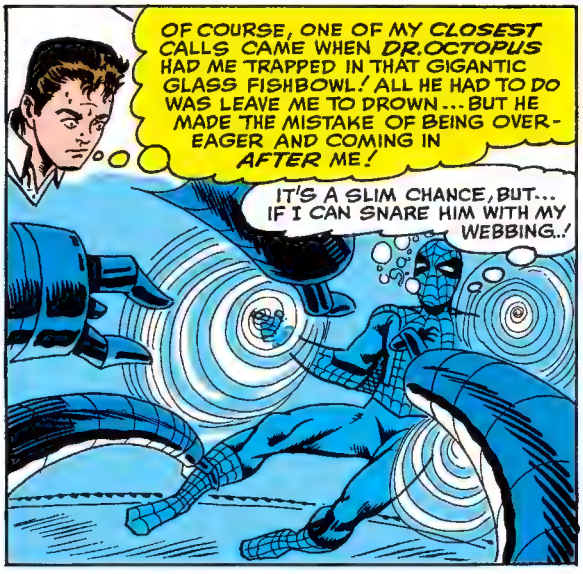
I MIGHT LISTEN TO MY HEART... AND MAKE UP WITH HIM, AS I'M LONGING TO! BUT I MUSTN'T! I SIMPLY COULDN'T BEAR TO BE HURT AGAIN!

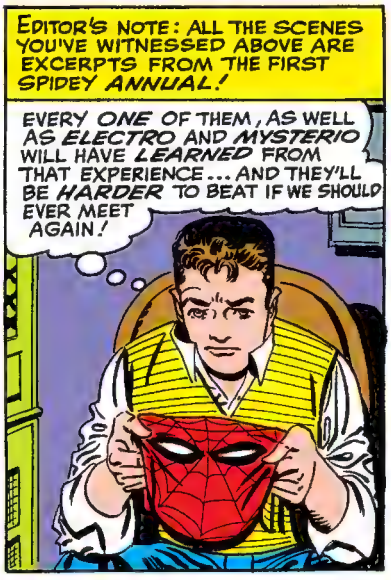

THEN, AS THE DEJECTED TEEN-AGER SITS MOROSELY IN HIS LONELY ROOM, HIS THOUGHTS BEGIN TO WANDER... BACK TO THE RECENT PAST...
I WONDER HOW BETTY WOULD FEEL IF SHE KNEW I WAS SPIDER-MAN! I'M THE ONE WHO'S RISKED HIS LIFE SO OFTEN TO SAVE HER...

IT WASN'T LONG AGO THAT I DEFIED SOME OF MY MOST DANGEROUS ENEMIES IN ORDER TO RESCUE BETTY AND AUNT MAY! I REMEMBER HOW THE SANDMAN ALMOST BEAT ME...HE MIGHT HAVE, IF I HADN'T BEEN ABLE TO HOLD MY BREATH LONGER THAN HE!*
I CAN OUT-LAST HIM IN THIS AIRLESS ROOM BECAUSE OF MY EXTRA-STRONG LUNGS!
* SEE SPIDER-MAN ANNUAL #1...EDITOR.

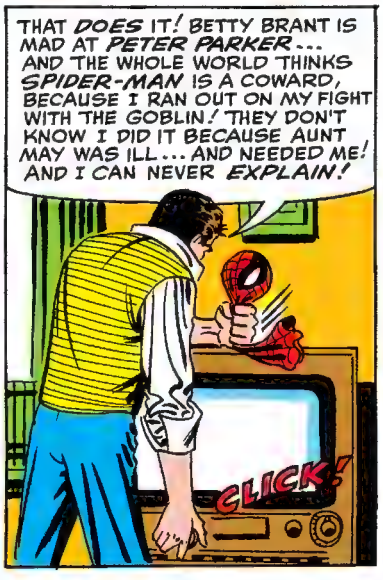
THEN, THERE WAS THE TIME KRAVEN THE HUNTER HAD ME TRAPPED! IF I HADN'T BEEN ABLE TO OUT-RUN HIM, THERE'S NO TELLING WHAT MIGHT HAVE HAPPENED! HE SURE WAS A POWERFUL ENEMY!
SPIDER-MAN, IF I EVER GET MY HANDS ON YOU...!


AND I STILL SHUDDER WHEN I THINK HOW CLOSE THE VULTURE CAME TO BEATING ME! IF HE HADN'T MADE THE CARELESS MISTAKE OF FLYING TOO CLOSE TO ME WHEN I WAS TRAPPED, IT WOULD HAVE BEEN BYE-BYE SPIDEY!

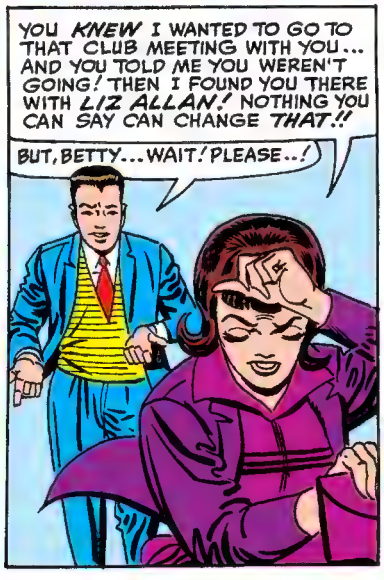

OF COURSE, ONE OF MY CLOSEST CALLS CAME WHEN DR. OCTOPUS HAD ME TRAPPED IN THAT GIGANTIC GLASS FISHBOWL! ALL HE HAD TO DO WAS LEAVE ME TO DROWN... BUT HE MADE THE MISTAKE OF BEING OVER-EAGER AND COMING IN AFTER ME!
IT'S A SLIM CHANCE, BUT... IF I CAN SNARE HIM WITH MY WEBBING..!

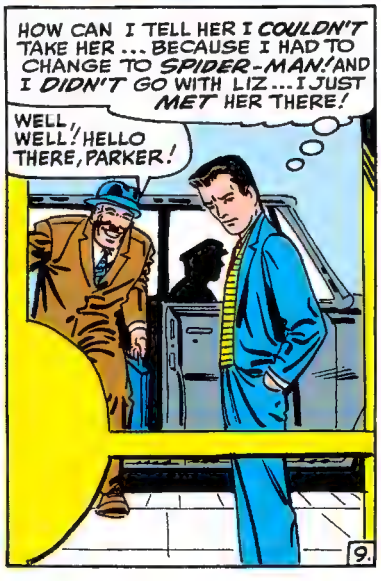

EDITOR'S NOTE: ALL THE SCENES YOU'VE WITNESSED ABOVE ARE EXCERPTS FROM THE FIRST SPIDEY ANNUAL!
EVERY ONE OF THEM, AS WELL AS ELECTRO AND MYSTERIO WILL HAVE LEARNED FROM THAT EXPERIENCE... AND THEY'LL BE HARDER TO BEAT IF WE SHOULD EVER MEET AGAIN!

BUT NOBODY REALIZES WHAT CLOSE CALLS I'VE HAD... HOW DANGEROUS MY CAREER HAS BEEN... UH-OH! WHAT'S THIS ON TV?
AND NOW, OUR LAST NEWS ITEM.. J. JONAH JAMESON, FAMOUS NEWSPAPER PUBLISHER, HAS BEEN AWARDED THE GOOD CITIZENSHIP MEDAL FOR HIS CONTINUING EDITORIALS AGAINST THE DISCREDITED SPIDER-MAN!


THAT DOES IT! BETTY BRANT IS MAD AT PETER PARKER... AND THE WHOLE WORLD THINKS SPIDER-MAN IS A COWARD, BECAUSE I RAN OUT ON MY FIGHT WITH THE GOBLIN! THEY DON'T KNOW I DID IT BECAUSE AUNT MAY WAS ILL... AND NEEDED ME! AND I CAN NEVER EXPLAIN!
CLICK!

NEXT DAY, OUTSIDE OF THE DAILY BUGLE BUILDING...
IF ONLY I COULD MAKE UP WITH BETTY! OH, THERE SHE IS NOW!
BETTY! WAIT! I'VE GOT TO TALK TO YOU!
PETER! IT'S TOO LATE! WE'VE NOTHING MORE TO DISCUSS!


YOU KNEW I WANTED TO GO TO THAT CLUB MEETING WITH YOU... AND YOU TOLD ME YOU WEREN'T GOING! THEN I FOUND YOU THERE WITH LIZ ALLAN! NOTHING YOU CAN SAY CAN CHANGE THAT!!
BUT, BETTY... WAIT! PLEASE..!


HOW CAN I TELL HER I COULDN'T TAKE HER... BECAUSE I HAD TO CHANGE TO SPIDER-MAN! AND I DIDN'T GO WITH LIZ... I JUST MET HER THERE!
WELL, WELL! HELLO THERE, PARKER!

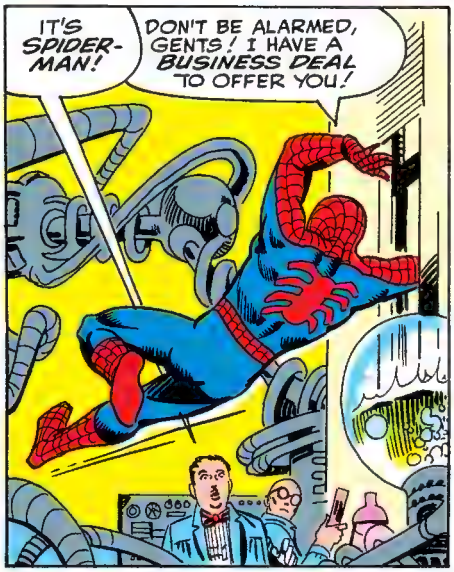
HAVE YOU ANY GOOD NEWS PHOTOS FOR ME? YOU HAVEN'T SOLD ME ANY LATELY!
SORRY, MR. JAMESON...I'VE BEEN TOO BUSY LOOKING AFTER MY AUNT! BUT, MAYBE LATER ON!..

SURE, KID, SURE! ANY TIME! JUST DON'T BRING ME ANY OF SPIDER-MAN ANY MORE! HE'S FINISHED WITH THE PUBLIC NOW! HEH HEH!
YEAH, "HEH HEH," YOU OLD GOAT!

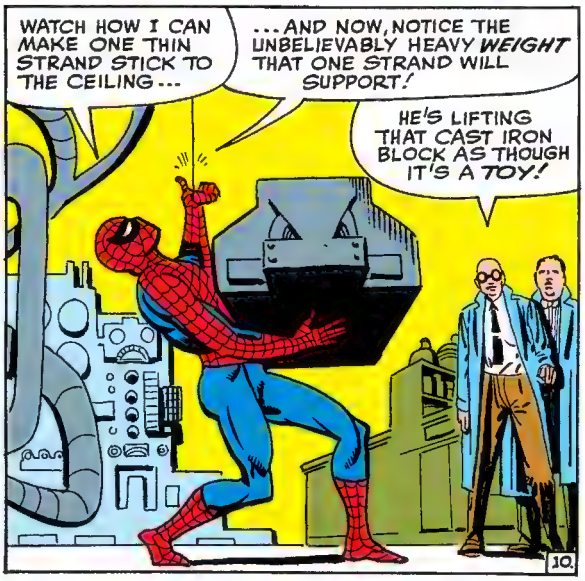
BY THE WAY...THANKS FOR THE GET-WELL CARD YOU SENT AUNT MAY! SHE APPRECIATED IT!
WHY DID I HAVE TO FALL FOR PETER PARKER?? WHY DO I STILL FEEL THE WAY I DO??
THINK NOTHING OF IT, MY BOY! I GUESS I'M JUST ALL HEART!

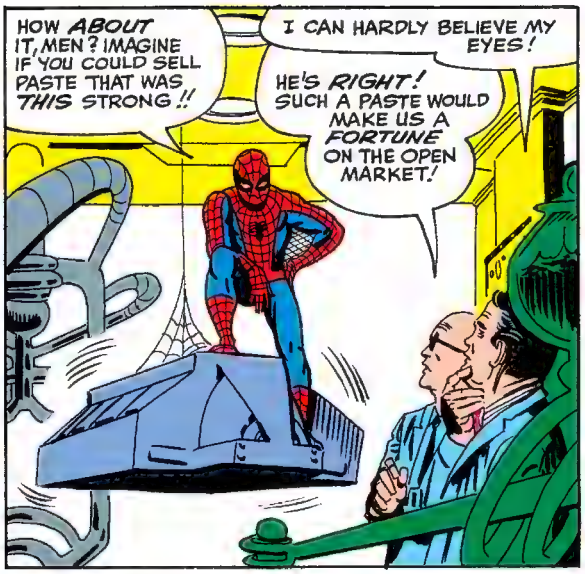
THEN, AT SCHOOL...
IT'S A GOOD THING I'M A TOP STUDENT! I CAN'T CONCENTRATE ON MY STUDIES! I'VE GOT TO FIND A WAY TO EARN SOME MONEY!

AND, LATER THAT DAY...
WHY DIDN'T I THINK OF THIS BEFORE? I OUGHT TO BE ABLE TO SELL MY SPECIAL QUICK-STICK WEBBING FOR A FORTUNE!
PEERLESS CASTLE CO.

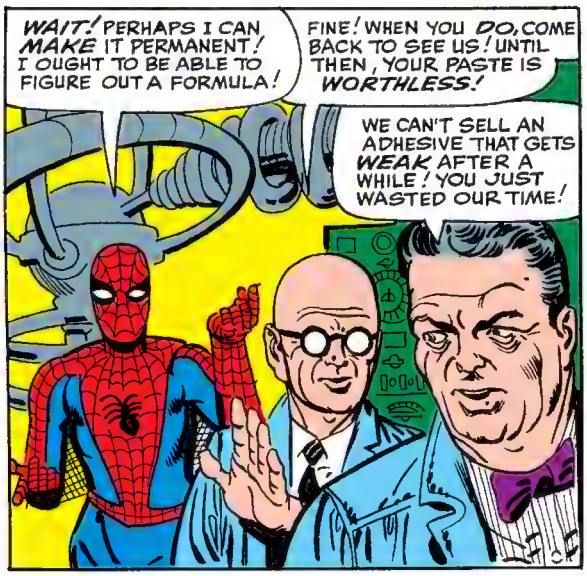

IT'S SPIDER-MAN!
DON'T BE ALARMED, GENTS! I HAVE A BUSINESS DEAL TO OFFER YOU!

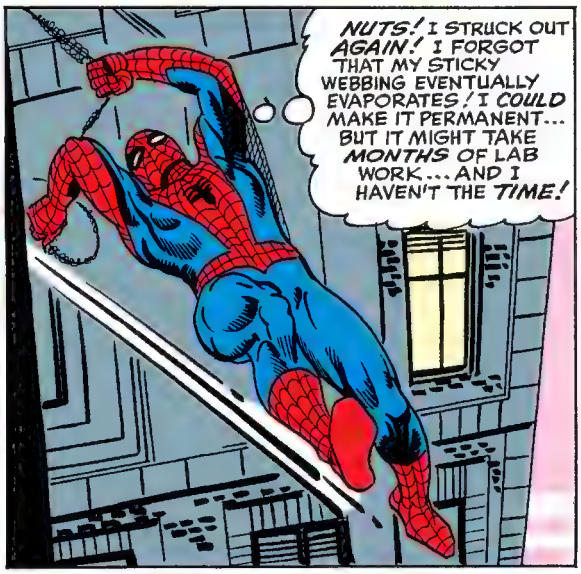
YOU MUST HAVE HEARD ABOUT MY FAMOUS, EXCLUSIVE WEBBING! LOOK! I'LL GIVE YOU A DEMONSTRATION!
THIS IS MOST IRREGULAR! BUT WE SEEM TO BE A CAPTIVE AUDIENCE!

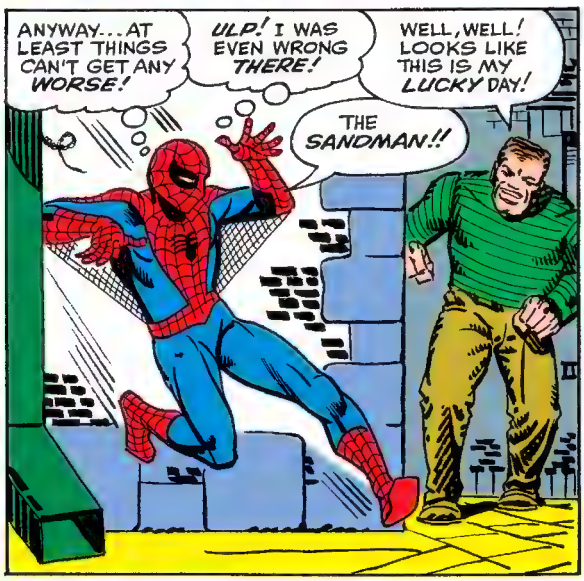

WATCH HOW I CAN MAKE ONE THIN STRAND STICK TO THE CEILING...
...AND NOW, NOTICE THE UNBELIEVABLY HEAVY WEIGHT THAT ONE STRAND WILL SUPPORT!
HE'S LIFTING THAT CAST IRON BLOCK AS THOUGH IT'S A TOY!


HOW ABOUT IT, MEN? IMAGINE IF YOU COULD SELL PASTE THAT WAS THIS STRONG!!
I CAN HARDLY BELIEVE MY EYES!
HE'S RIGHT! SUCH A PASTE WOULD MAKE US A FORTUNE ON THE OPEN MARKET!

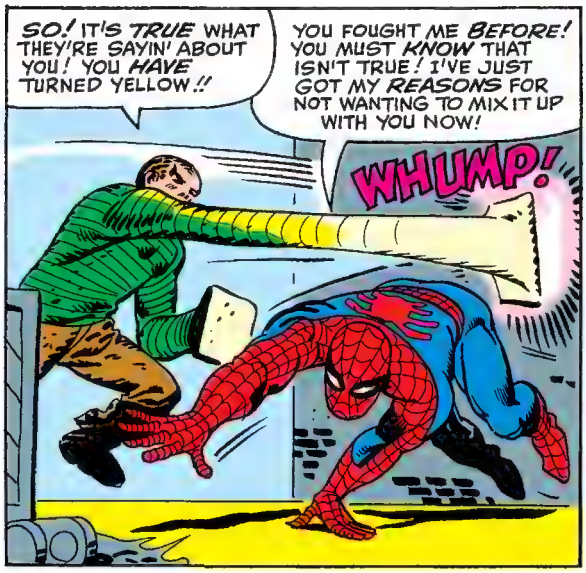
BUT A FEW MINUTES LATER...
WHAT HAPPENED?
OH, DON'T WORRY ABOUT THIS! IT JUST SNAPPED! I MADE IT SO IT WON'T HOLD TOO LONG! I DIDN'T WANT MY ENEMIES TO STAY TIED UP FOREVER!
BUT, IF IT ISN'T PERMANENT WE CAN'T USE IT!

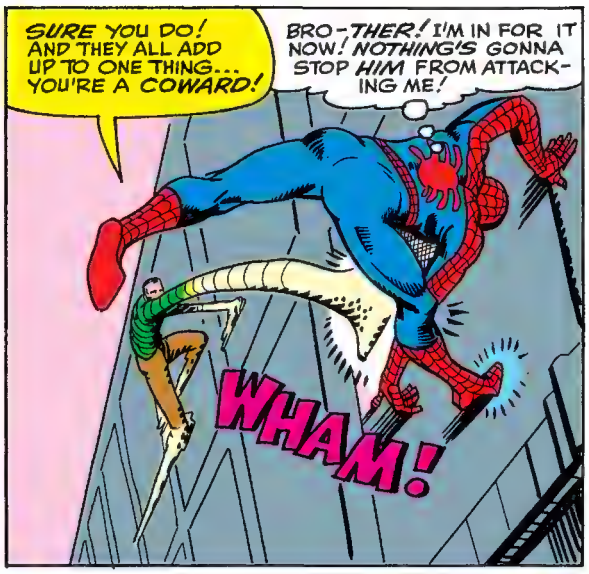

WAIT! PERHAPS I CAN MAKE IT PERMANENT! I OUGHT TO BE ABLE TO FIGURE OUT A FORMULA!
FINE! WHEN YOU DO, COME BACK TO SEE US! UNTIL THEN, YOUR PASTE IS WORTHLESS!
WE CAN'T SELL AN ADHESIVE THAT GETS WEAK AFTER A WHILE! YOU JUST WASTED OUR TIME!

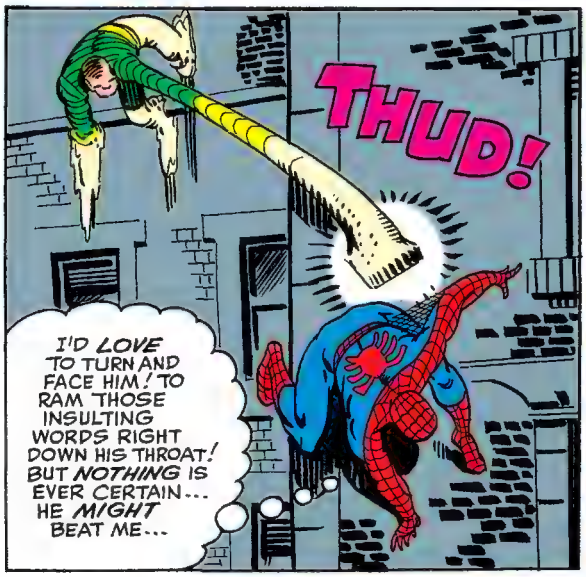

NUTS! I STRUCK OUT AGAIN! I FORGOT THAT MY STICKY WEBBING EVENTUALLY EVAPORATES! I COULD MAKE IT PERMANENT... BUT IT MIGHT TAKE MONTHS OF LAB WORK... AND I HAVEN'T THE TIME!

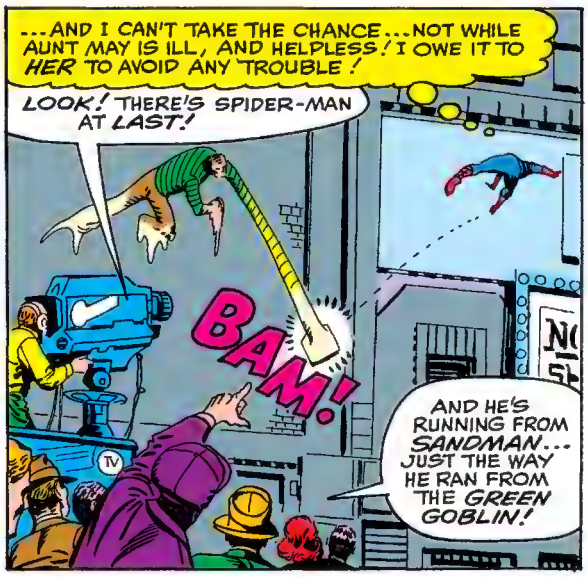

ANYWAY... AT LEAST THINGS CAN'T GET ANY WORSE!
ULP! I WAS EVEN WRONG THERE!
WELL, WELL! LOOKS LIKE THIS IS MY LUCKY DAY!
THE SANDMAN!!

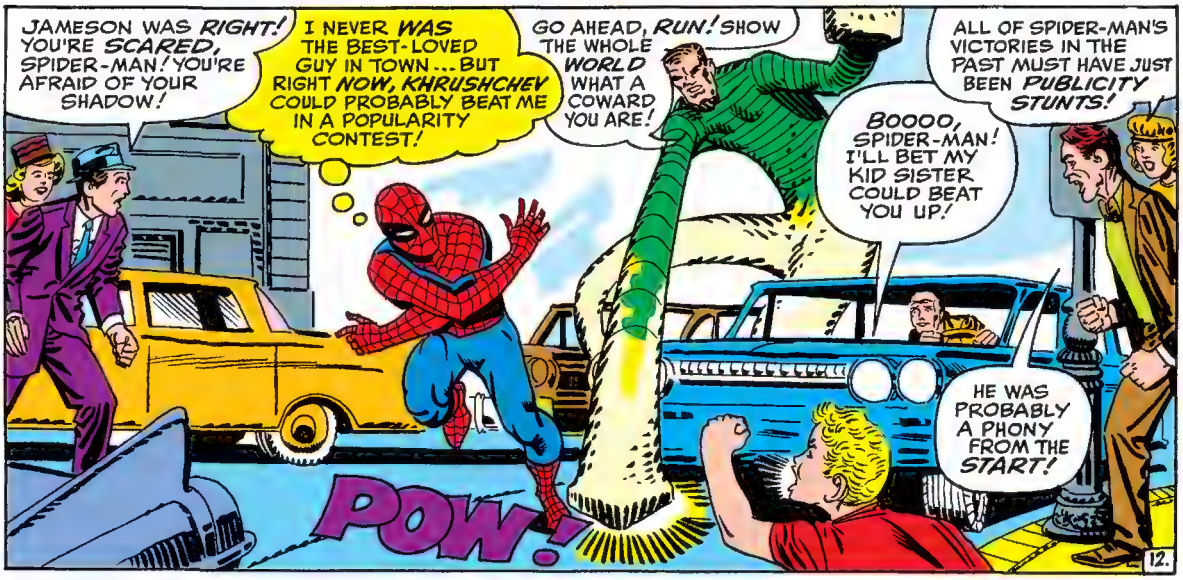
I'VE BEEN WAITIN' FOR A CHANCE TO POLISH YOU OFF, ONCE AND FOR ALL!
I DON'T DARE BATTLE HIM NOW! I'M NOT WORRIED FOR MYSELF... BUT, IF I LOSE, AUNT MAY WILL BE ALONE IN THE WORLD, WITH NO ONE TO LOOK AFTER HER!
HOLD IT! THIS ISN'T THE TIME... OR THE PLACE!

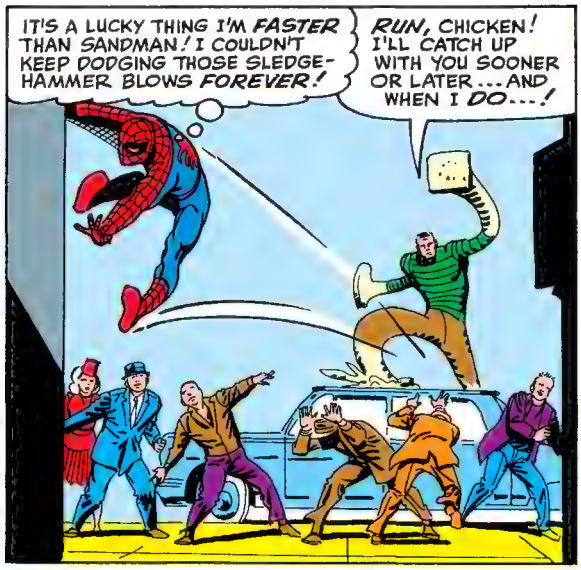

SO! IT'S TRUE WHAT THEY'RE SAYIN' ABOUT YOU! YOU HAVE TURNED YELLOW!!
YOU FOUGHT ME BEFORE! YOU MUST KNOW THAT ISN'T TRUE! I'VE JUST GOT MY REASONS FOR NOT WANTING TO MIX IT UP WITH YOU NOW!
WHUMP!

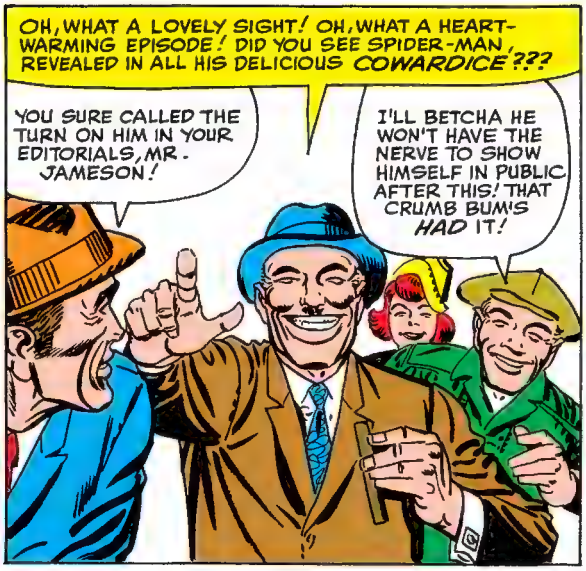

SURE YOU DO! AND THEY ALL ADD UP TO ONE THING... YOU'RE A COWARD!
BRO-THER! I'M IN FOR IT NOW! NOTHING'S GONA STOP HIM FROM ATTACKING ME!
WHAM!


THUD!
I'D LOVE TO TURN AND FACE HIM! TO RAM THOSE INSULTING WORDS RIGHT DOWN HIS THROAT! BUT NOTHING IS EVER CERTAIN... HE MIGHT BEAT ME...

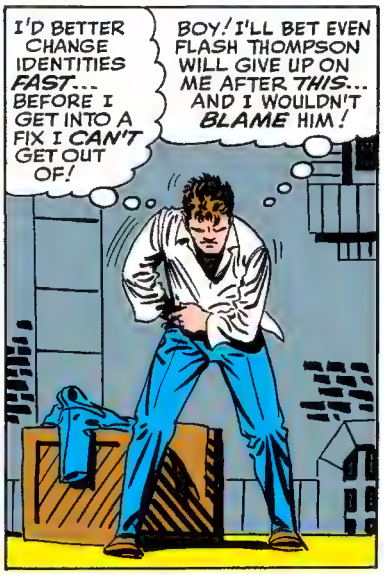

...AND I CAN'T TAKE THE CHANCE...NOT WHILE AUNT MAY IS ILL, AND HELPLESS! I OWE IT TO HER TO AVOID ANY TROUBLE!
LOOK! THERE'S SPIDER-MAN AT LAST!
BAM!
AND HE'S RUNNING FROM SANDMAN... JUST THE WAY HE RAN FROM THE GREEN GOBLIN!


JAMESON WAS RIGHT! YOU'RE SCARED, SPIDER-MAN! YOU'RE AFRAID OF YOUR SHADOW!
I NEVER WAS THE BEST-LOVED GUY IN TOWN... BUT RIGHT NOW, KHRUSHCHEV COULD PROBABLY BEAT ME IN A POPULARITY CONTEST!
GO AHEAD, RUN! SHOW THE WHOLE WORLD WHAT A COWARD YOU ARE!
ALL OF SPIDER-MAN'S VICTORIES IN THE PAST MUST HAVE JUST BEEN PUBLICITY STUNTS!
BOOOO, SPIDER-MAN! I'LL BET MY KID SISTER COULD BEAT YOU UP!
HE WAS PROBABLY A PHONY FROM THE START!
POW!

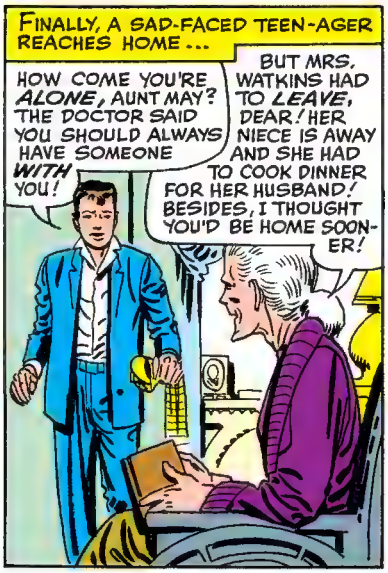

IT'S A LUCKY THING I'M FASTER THAN SANDMAN! I COULDN'T KEEP DODGING THOSE SLEDGE-HAMMER BLOWS FOREVER!
RUN, CHICKEN! I'LL CATCH UP WITH YOU SOONER OR LATER... AND WHEN I DO...!


OH, WHAT A LOVELY SIGHT! OH, WHAT A HEART-WARMING EPISODE! DID YOU SEE SPIDER-MAN, REVEALED IN ALL HIS DELICIOUS COWARDICE???
YOU SURE CALLED THE TURN ON HIM IN YOUR EDITORIALS, MR. JAMESON!
I'LL BETCHA HE WON'T HAVE THE NERVE TO SHOW HIMSELF IN PUBLIC AFTER THIS! THAT CRUMB BUM'S HAD IT!

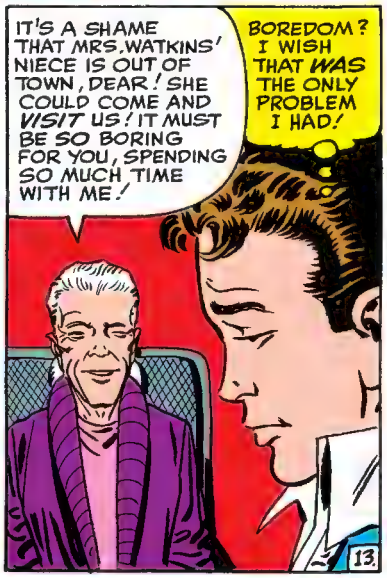
LOOKS LIKE HE GAVE ME THE SLIP! AND I BETTER GO INTO HIDING, TOO... BEFORE THE POLICE COME AFTER ME!
WHEW! THAT WAS A CLOSE CALL!!


I'D BETTER CHANGE IDENTITIES FAST... BEFORE I GET INTO A FIX I CAN'T GET OUT OF!
BOY! I'LL BET EVEN FLASH THOMPSON WILL GIVE UP ON ME AFTER THIS... AND I WOULDN'T BLAME HIM!

HEY, PUNK... DID YOU SEE THAT SPINELESS SPIDER-MAN RUN PAST HERE?
N-NO, I DIDN'T! HE MUST HAVE GONE IN THE OTHER DIRECTION!


FINALLY, A SAD-FACED TEEN-AGER REACHES HOME...
HOW COME YOU'RE ALONE, AUNT MAY? THE DOCTOR SAID YOU SHOULD ALWAYS HAVE SOMEONE WITH YOU!
BUT MRS. WATKINS HAD TO LEAVE, DEAR! HER NIECE IS AWAY AND SHE HAD TO COOK DINNER FOR HER HUSBAND! BESIDES, I THOUGHT YOU'D BE HOME SOONER!

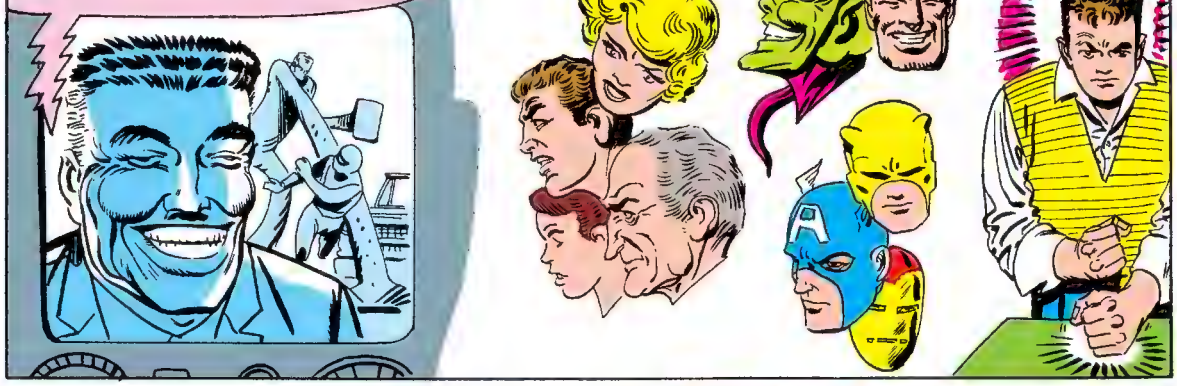
THIS IS WHAT I'VE BEEN AFRAID OF! I CAN'T TAKE THE CHANCE OF AUNT MAY BEING ALONE... IN CASE SHE HAS ANOTHER ATTACK! THIS IS WHY I CAN'T AFFORD TO FIGHT AS SPIDER-MAN! GOSH... WE'RE ALMOST OUT OF MEDICINE!

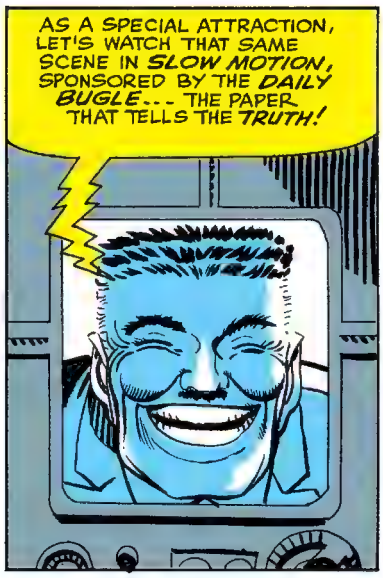

IT'S A SHAME THAT MRS. WATKINS' NIECE IS OUT OF TOWN, DEAR! SHE COULD COME AND VISIT US! IT MUST BE SO BORING FOR YOU, SPENDING SO MUCH TIME WITH ME!
BOREDOM? I WISH THAT WAS THE ONLY PROBLEM I HAD!

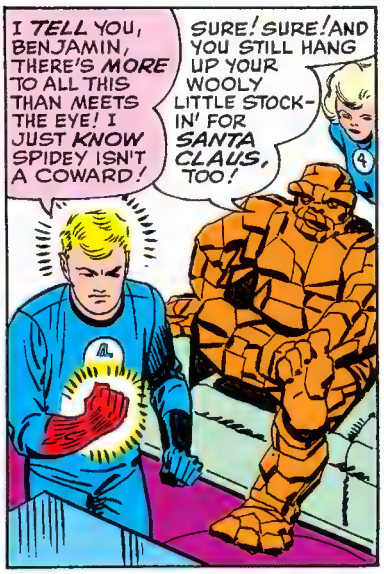
AND SO IT GOES! WITH EACH PASSING MINUTE, THINGS LOOK GLOOMIER AND GLOOMIER FOR THE WORRIED TEENAGER! AND THE NOW-JOVIAL J. JONAH JAMESON DOESN'T MISS A TRICK IN REMINDING THE PUBLIC OF HOW *RIGHT* HE WAS ABOUT SPIDER-MAN ...

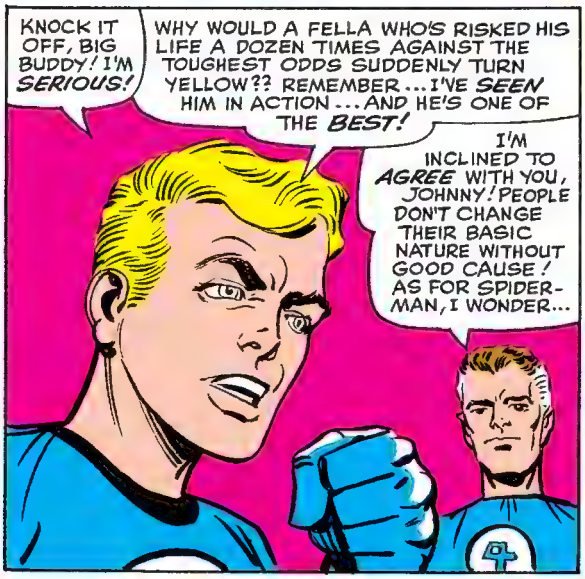
AND NOW WE PRESENT A VIDEO-TAPE RE-RUN OF THIS AFTERNOON'S TOP NEWS STORY... THE FRIGHTENED FLIGHT OF SPIDER-MAN WHILE THE CITY WATCHED IN SHOCK ....

NOW THE WHOLE CITY... PROBABLY THE WHOLE *WORLD*, THINKS I'M NOTHING BUT A DISCREDITED COWARD! AND, AS LONG AS AUNT MAY REMAINS SERIOUSLY ILL, THERE'S NOTHING I CAN *DO* ABOUT IT!

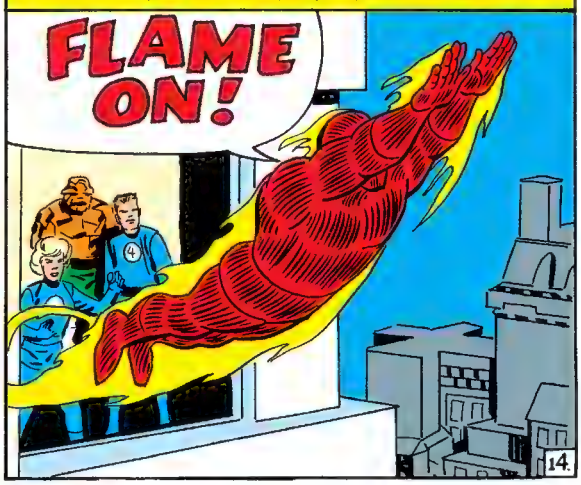








AND THEN, ACTING ON A SUDDEN IMPULSE, THE YOUNGEST MEMBER OF THE FABULOUS *FANTASTIC FOUR* UTTERS A DRAMATIC CRY AND BLAZES THROUGH THE WINDOW LIKE A CRIMSON METEOR...!



WHAT DO YOU THINK THAT IMPETUOUS KID BROTHER OF MINE IS UP TO NOW?
IT'S HARD TO SAY, SUE! I'D GUESS HE'S GOING TO TRY TO FIND THE REASON FOR SPIDER-MAN'S STRANGE BEHAVIOR!
TEEN-AGERS! WHO CAN FIGGER 'EM OUT?

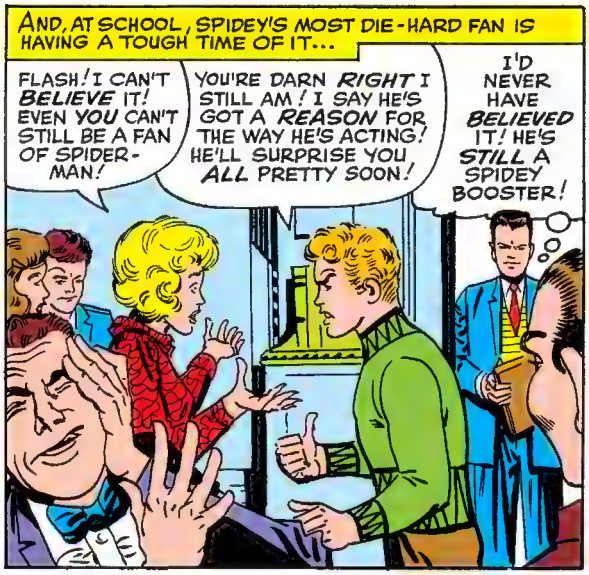
MINUTES LATER, A BLAZING MESSAGE APPEARS IN THE SKY ABOVE THE CITY...
SPIDER-MAN MEET ME AT OUR LAST MEETING PLACE...
EDITOR'S NOTE: THE MEETING PLACE REFERRED TO BY THE TORCH WAS SHOWN IN STRANGE TALES ANNUAL #2, 1963

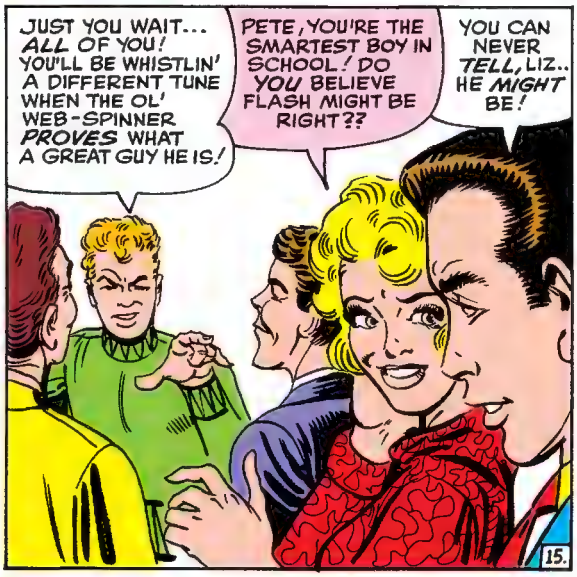
A MESSAGE! FROM THE HUMAN TORCH! BUT I CAN'T GO!... I DON'T DARE LEAVE AUNT MAY ALONE AGAIN!

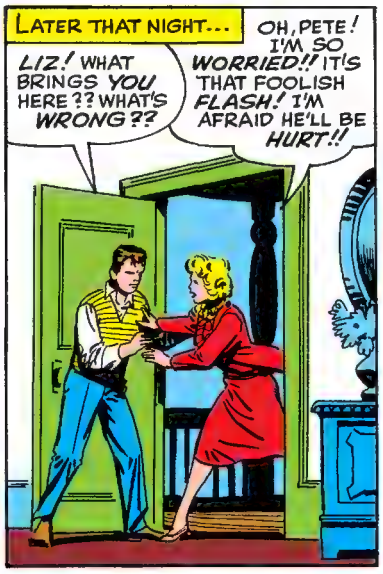
LATER, ATOP THE STATUE OF LIBERTY...
THIS IS THE SPOT! SPIDEY IS SURE TO SEE MY FLAMING MESSAGE SOONER OR LATER!

ALL THROUGH THE NIGHT, THE HUMAN TORCH KEEPS HIS LONELY VIGIL, UNTIL DAWN BEGINS TO BREAK...
IF HE DIDN'T COME BY NOW, HE'S JUST NOT COMING!

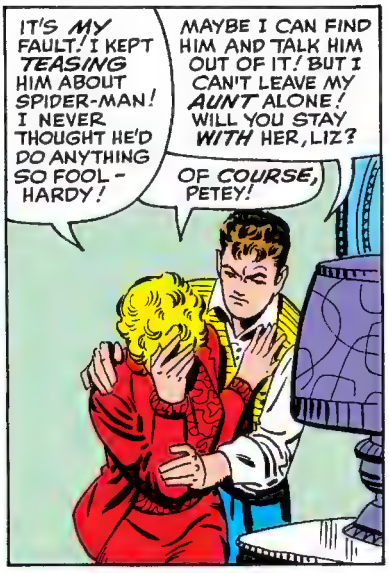
BUT WHY?? EVEN IF HE DIDN'T SEE MY MESSAGE, HE MUST HAVE HEARD ABOUT IT! IT WAS SURE TO BE MENTIONED IN THE PAPERS, OR ON RADIO AND T.V.!
WHY DIDN'T HE COME? HAS SOMETHING REALLY CHANGED HIM??


AND, AT SCHOOL, SPIDEY'S MOST DIE-HARD FAN IS HAVING A TOUGH TIME OF IT...
FLASH! I CAN'T BELIEVE IT! EVEN YOU CAN'T STILL BE A FAN OF SPIDER-MAN!
YOU'RE DARN RIGHT I STILL AM! I SAY HE'S GOT A REASON FOR THE WAY HE'S ACTING! HE'LL SURPRISE YOU ALL PRETTY SOON!
I'D NEVER HAVE BELIEVED IT! HE'S STILL A SPIDEY BOOSTER!

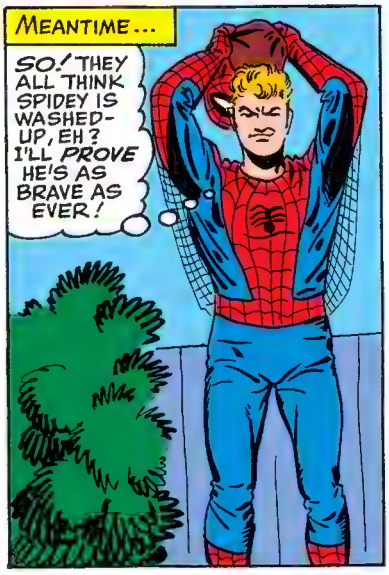

JUST YOU WAIT... ALL OF YOU! YOU'LL BE WHISTLIN' A DIFFERENT TUNE WHEN THE OL' WEB-SPINNER PROVES WHAT A GREAT GUY HE IS!
PETE, YOU'RE THE SMARTEST BOY IN SCHOOL! DO YOU BELIEVE FLASH MIGHT BE RIGHT??
YOU CAN NEVER TELL, LIZ.. HE MIGHT BE!


LATER THAT NIGHT...
LIZ! WHAT BRINGS YOU HERE?? WHAT'S WRONG??
OH, PETE! I'M SO WORRIED!! IT'S THAT FOOLISH FLASH! I'M AFRAID HE'LL BE HURT!!

IN ORDER TO PROVE SPIDER-MAN IS STILL A HERO, HE PLANS TO DRESS IN A SPIDER-MAN COSTUME AND WALK THROUGH THE STREETS! HE FEELS SPIDER-MAN WILL RESCUE HIM IF HE GETS INTO TROUBLE!
THAT NUT! SPIDER-MAN HAS ENEMIES ALL OVER THE PLACE!


IT'S MY FAULT! I KEPT TEASING HIM ABOUT SPIDER-MAN! I NEVER THOUGHT HE'D DO ANYTHING SO FOOL-HARDY!
MAYBE I CAN FIND HIM AND TALK HIM OUT OF IT! BUT I CAN'T LEAVE MY AUNT ALONE! WILL YOU STAY WITH HER, LIZ?
OF COURSE, PETEY!

AND SO...
I HOPE MY SPIDER SENSE CAN DETECT THAT WELL-MEANING KNUCKLEHEAD BEFORE ONE OF MY ARCH-FOES SEES HIM AND THINKS HE'S ME!


MEANTIME...
SO! THEY ALL THINK SPIDEY IS WASHED-UP, EH? I'LL PROVE HE'S AS BRAVE AS EVER!

I MIGHT EVEN BE ABLE TO PREVENT A CRIME SOMEWHERE, AND OL' SPIDEY'LL GET CREDIT FOR IT! WOULDN'T THAT BE SOMETHING?

AND SURE ENOUGH, A SHORT TIME LATER...
HEY, LOOK! IT'S SPIDER-MAN!
WHA..?? HOW'D HE FIND US??
CAR THIEVES! THEY THINK I'M THE REAL SPIDEY! THIS IS MY BIG CHANCE!

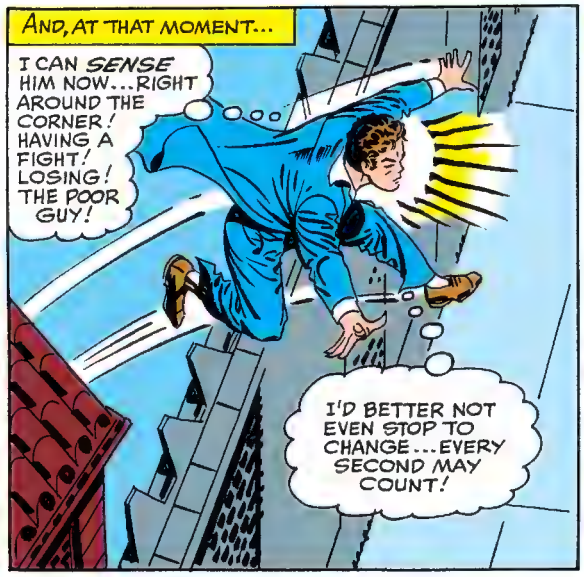
OKAY, TURN AROUND AND MARCH TO THE POLICE STATION IF YOU DON'T WANT ME TO DRAG YOU THERE!
IF I CAN PULL OFF THIS BLUFF, IT'LL BE THE GREATEST STUNT OF MY LIFE!
WHAT'LL WE DO, ROCKY? THE COPS'LL THROW THE BOOK AT US!
WE'RE THREE TO ONE! WHAT CAN WE LOSE? LET'S RUSH 'IM!

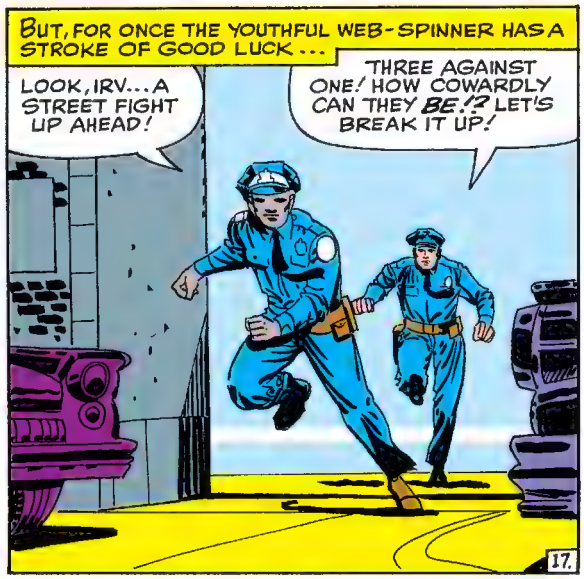
UH OH! I DIDN'T EXPECT THIS! NOW I'M IN FOR IT!
BUT SO WHAT?! THEY'VE NO SUPER POWERS! MAYBE I CAN STILL OUT-FIGHT THEM!
HEY! WHAT GIVES? HE HIT ME... AND I'M STILL CONSCIOUS!!

LOOK AT THIS! ONE ORDINARY PUNCH KNOCKED THE WIND OUT OF HIM!
NO WONDER SPIDER-MAN'S BEEN TURNIN' CHICKEN LATELY! HE MUSTA LOST ALL HIS POWER SOMEHOW!

WHAT A BREAK FOR US! WE'LL BE FAMOUS AS THE GUYS WHO BEAT SPIDER-MAN!
HEY, STOP! NO FAIR! ONE AT A TIME, FELLAS... ONE AT A TIME!!
I NEVER THOUGHT IT WOULD BE SO EASY! MAYBE WE OUGHTTA TACKLE DAREDEVIL NEXT!

THREE AGAINST ONE... BIG DEAL I'LL BET I COULD LICK ANY OF YOU SINGLE-HANDED!!
Y'KNOW SOMETHIN'?? YOU DON'T EVEN SOUND LIKE SPIDER-MAN! I WONDER IF...??
AWW, HE MUST BE THE REAL McCOY! NOBODY WOULD BE NUTTY ENOUGH TO IMPERSONATE A GUY LIKE HIM!

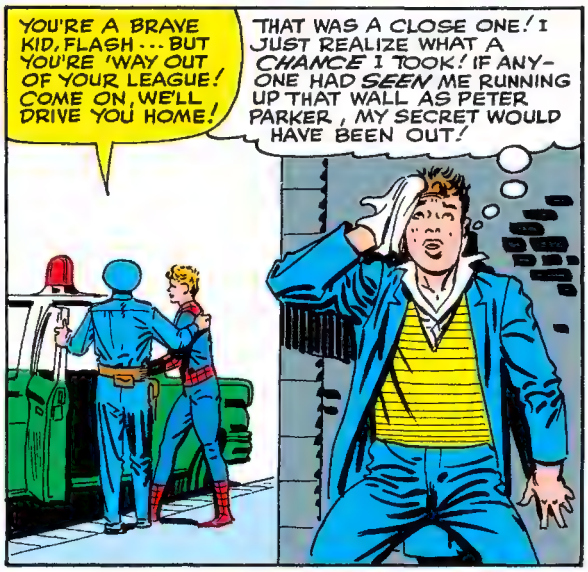

AND, AT THAT MOMENT...
I CAN SENSE HIM NOW... RIGHT AROUND THE CORNER! HAVING A FIGHT! LOSING! THE POOR GUY!
I'D BETTER NOT EVEN STOP TO CHANGE... EVERY SECOND MAY COUNT!

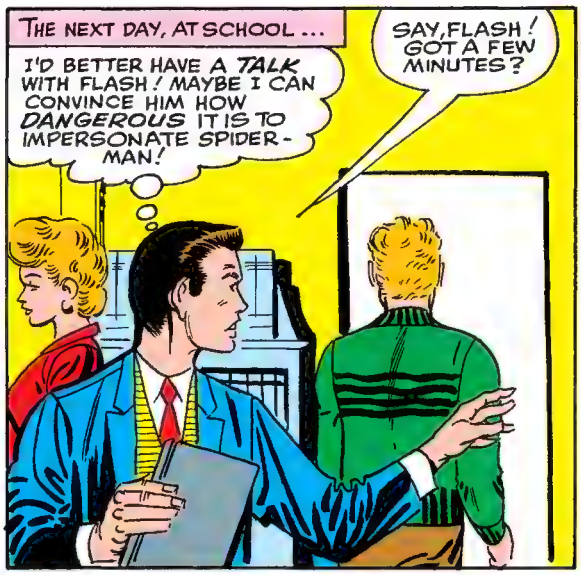

BUT, FOR ONCE THE YOUTHFUL WEB-SPINNER HAS A STROKE OF GOOD LUCK...
LOOK, IRV... A STREET FIGHT UP AHEAD!
THREE AGAINST ONE! HOW COWARDLY CAN THEY BE!? LET'S BREAK IT UP!

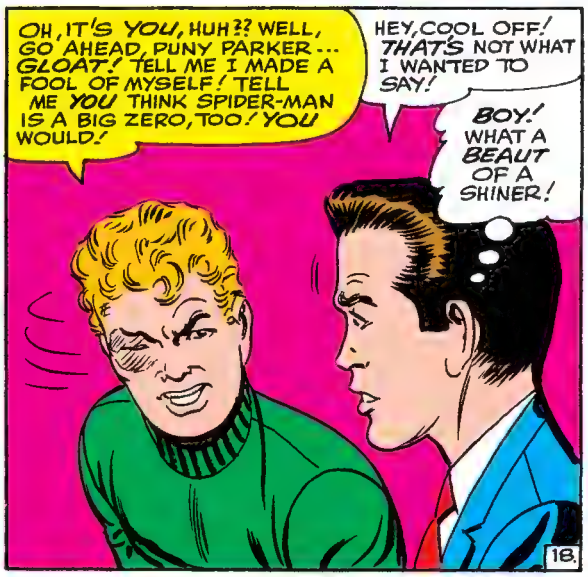
WELL, WELL! ROCKY ROBERTS AND HIS TWO LITTLE CAR-STEALING PARTNERS! WE'VE BEEN LOOKING FOR YOU BOYS!
SAY, IRV... LOOK WHO THEY WERE FIGHTING! IT'S SPIDER-MAN!..OR IS IT?? HE LOOKS KINDA POOPED OUT TO ME!

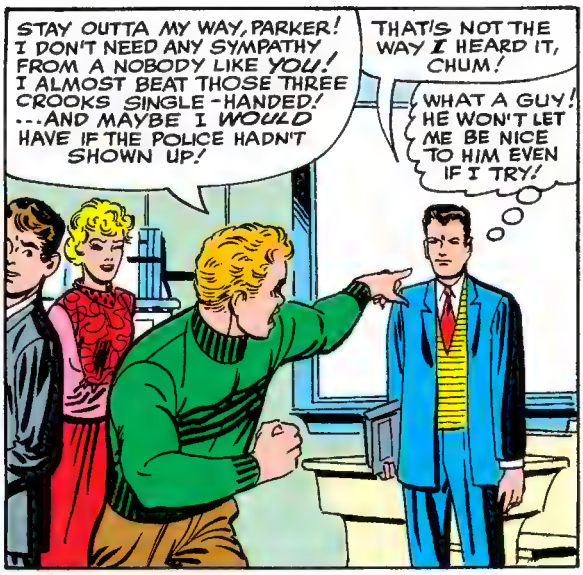
DID IT WORK?? DID SPIDEY COME AND SAVE ME?? WHAT HAPPENED?? WHERE ARE THE THREE CAR THIEVES??
IT'S FLASH THOMPSON! I'VE SEEN YOU PLAY ON THE SCHOOL FOOTBALL TEAM!

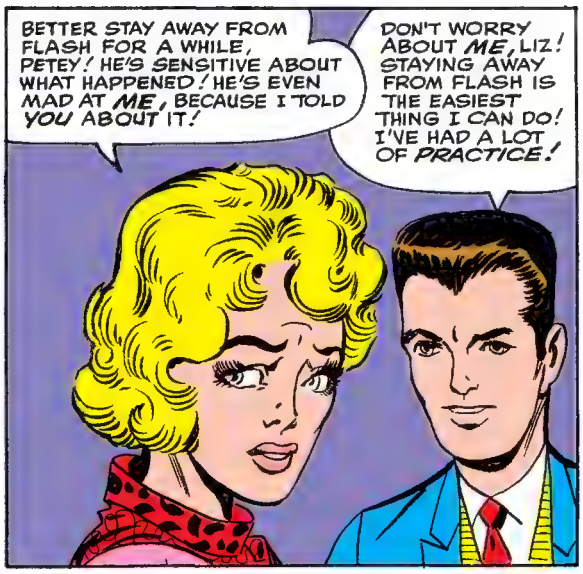
I DON'T KNOW WHAT YOU'RE DOING IN THAT MONKEY SUIT, SON... BUT FROM NOW ON I'D ADVISE YOU TO LEAVE CRIME FIGHTING TO THE LAW!
I WANTED TO PROVE THAT THE REAL SPIDEY ISN'T A COWARD! I THOUGHT HE'D SHOW UP AND HELP ME!


YOU'RE A BRAVE KID, FLASH... BUT YOU'RE 'WAY OUT OF YOUR LEAGUE! COME ON, WE'LL DRIVE YOU HOME!
THAT WAS A CLOSE ONE! I JUST REALIZE WHAT A CHANCE I TOOK! IF ANYONE HAD SEEN ME RUNNING UP THAT WALL AS PETER PARKER, MY SECRET WOULD HAVE BEEN OUT!


THE NEXT DAY, AT SCHOOL...
I'D BETTER HAVE A TALK WITH FLASH! MAYBE I CAN CONVINCE HIM HOW DANGEROUS IT IS TO IMPERSONATE SPIDER-MAN!
SAY, FLASH! GOT A FEW MINUTES?


OH, IT'S YOU, HUH?? WELL, GO AHEAD, PUNY PARKER... GLOAT! TELL ME I MADE A FOOL OF MYSELF! TELL ME YOU THINK SPIDER-MAN IS A BIG ZERO, TOO! YOU WOULD!
HEY, COOL OFF! THAT'S NOT WHAT I WANTED TO SAY!
BOY! WHAT A BEAUT OF A SHINER!

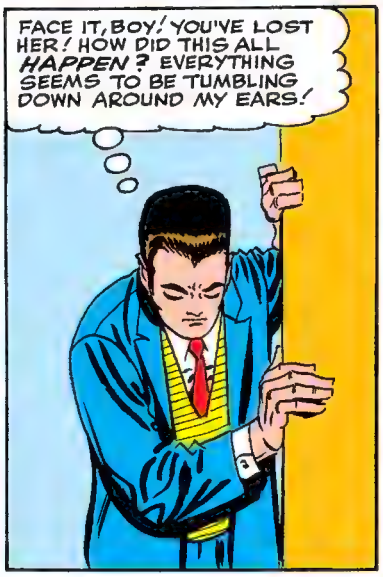

STAY OUTTA MY WAY, PARKER! I DON'T NEED ANY SYMPATHY FROM A NOBODY LIKE YOU! I ALMOST BEAT THOSE THREE CROOKS SINGLE-HANDED! ---AND MAYBE I WOULD HAVE IF THE POLICE HADN'T SHOWN UP!
THAT'S NOT THE WAY I HEARD IT, CHUM!
WHAT A GUY! HE WON'T LET ME BE NICE TO HIM EVEN IF I TRY!

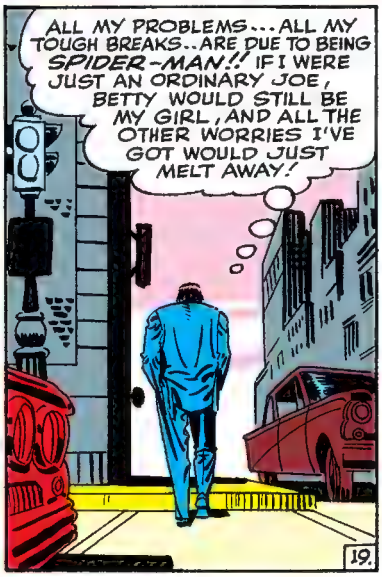

BETTER STAY AWAY FROM FLASH FOR A WHILE, PETEY! HE'S SENSITIVE ABOUT WHAT HAPPENED! HE'S EVEN MAD AT ME, BECAUSE I TOLD YOU ABOUT IT!
DON'T WORRY ABOUT ME, LIZ! STAYING AWAY FROM FLASH IS THE EASIEST THING I CAN DO! I'VE HAD A LOT OF PRACTICE!

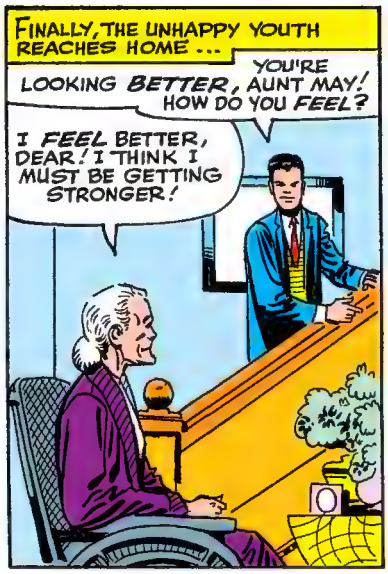
THINGS ARE GETTING WORSE! AUNT MAY WILL NEED MORE MEDICINE BY TOMORROW AND I'M STILL BROKE! NOBODY BUT FLASH HAS ANY USE FOR SPIDER-MAN ANY MORE! AND TO TOP IT OFF, BETTY BRANT WON'T GIVE ME A TUMBLE! WHERE DO I GO FROM HERE?
ARE YOU THE WISE-GUY WHO SAID THAT EVEN PUNY PARKER COULD LICK SPIDER-MAN? WELL?? ARE YOU?
N-NO, FLASH! I NEVER SAID IT! HONEST!

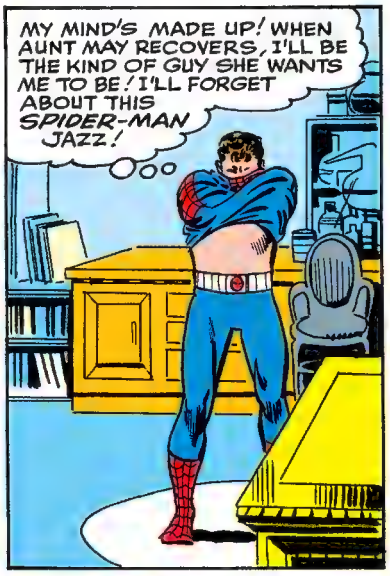
POOR FLASH! HE HASN'T BEEN RIGHT ABOUT ANYTHING IN YEARS!! HOW I'D LIKE TO TELL HIM THAT---HEY!
THERE'S BETTY... WITH ANOTHER BOY!! LOOK HOW SHE'S HOLDING HIS ARM! AND HOW HAPPY THEY SEEM!!
DID YOU LIKE THE MOVIE, BETTY?
OH, YES! I JUST COULDN'T STOP LAUGHING!

IT'S STILL EARLY! HOW ABOUT A SODA BEFORE I TAKE YOU HOME?
THAT'S THE BEST OFFER I'VE HAD IN WEEKS, KIND SIR!

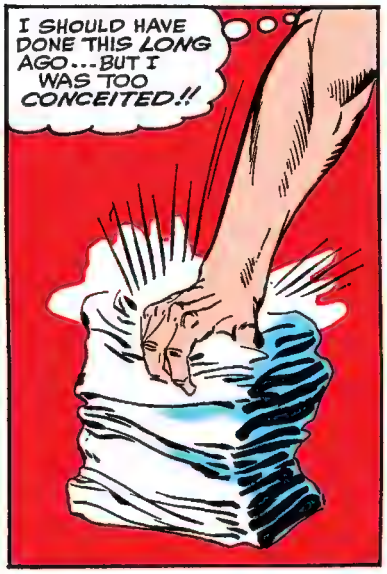

FACE IT, BOY! YOU'VE LOST HER! HOW DID THIS ALL HAPPEN? EVERYTHING SEEMS TO BE TUMBLING DOWN AROUND MY EARS!


ALL MY PROBLEMS... ALL MY TOUGH BREAKS.. ARE DUE TO BEING SPIDER-MAN!! IF I WERE JUST AN ORDINARY JOE, BETTY WOULD STILL BE MY GIRL, AND ALL THE OTHER WORRIES I'VE GOT WOULD JUST MELT AWAY!

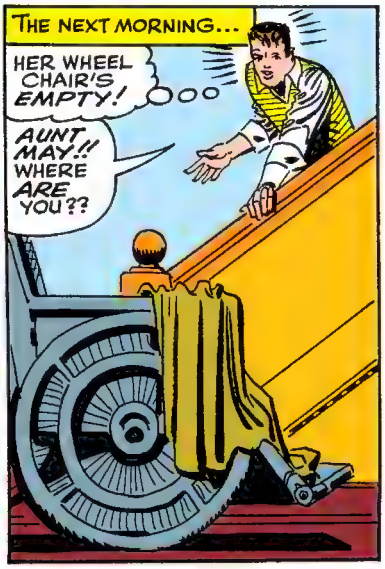

FINALLY, THE UNHAPPY YOUTH REACHES HOME ...
YOU'RE LOOKING BETTER, AUNT MAY! HOW DO YOU FEEL?
I FEEL BETTER, DEAR! I THINK I MUST BE GETTING STRONGER!


MY MIND'S MADE UP! WHEN AUNT MAY RECOVERS, I'LL BE THE KIND OF GUY SHE WANTS ME TO BE! I'LL FORGET ABOUT THIS SPIDER-MAN JAZZ!

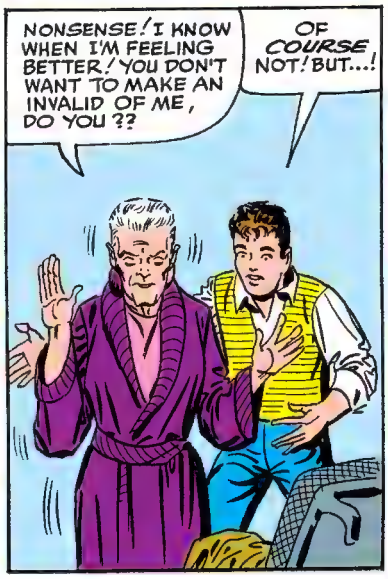
I'LL CONCENTRATE ON MY SCHOOL WORK... GET A GOOD JOB, PERHAPS IN A LAB SOMEWHERE ...AND SETTLE DOWN LIKE EVERYONE ELSE!

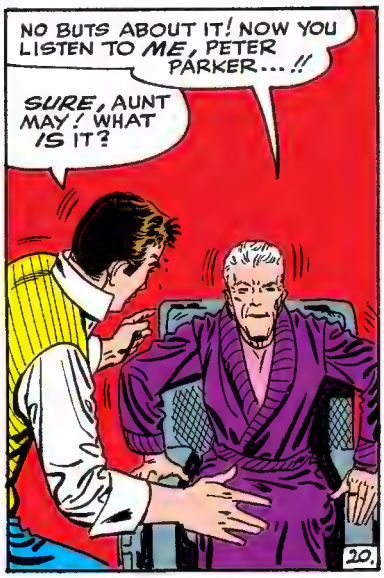

I SHOULD HAVE DONE THIS LONG AGO...BUT I WAS TOO CONCEITED!!

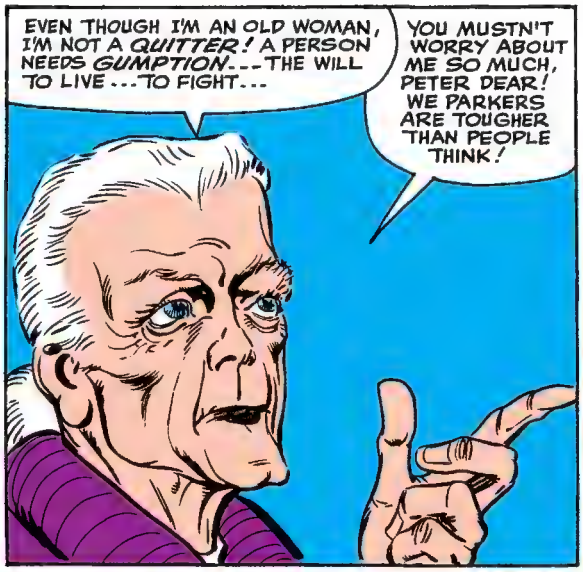
I ENJOYED BEING SPIDER-MAN! IT MADE ME FEEL LIKE SOMETHING SPECIAL! WHAT A LAUGH THAT TURNED OUT TO BE!
GOODBYE, SPIDEY!! I'VE A HUNCH NOBODY'S GONNA MISS YOU!

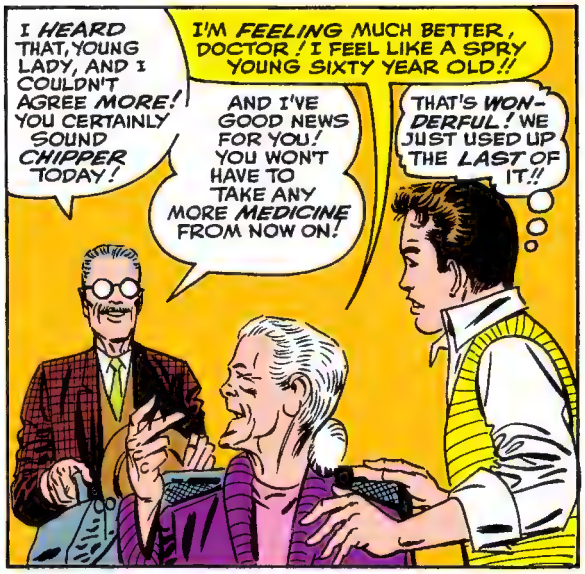

THE NEXT MORNING...
HER WHEEL CHAIR'S EMPTY!
AUNT MAY!! WHERE ARE YOU??

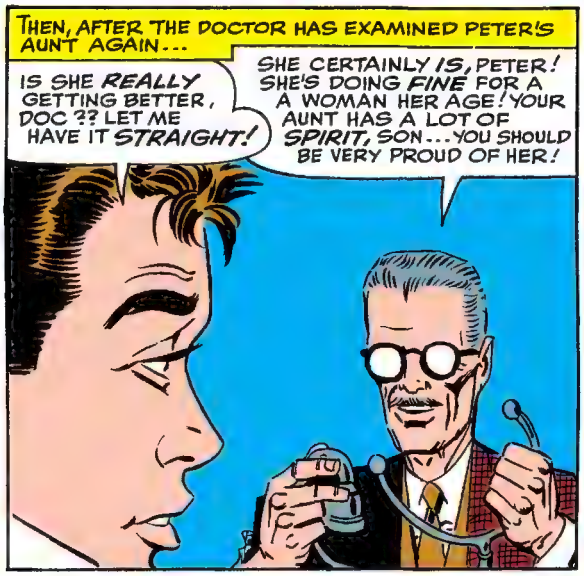
RIGHT HERE, PETER! I THOUGHT I'D TEST MY LEGS TODAY!
BUT YOU SHOULDN'T! THE DOCTOR SAID YOU WERE TO TAKE IT EASY ALL MONTH!

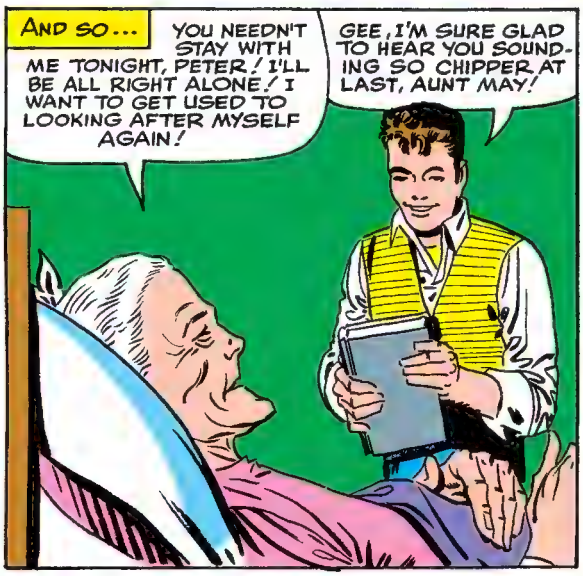

NONSENSE! I KNOW WHEN I'M FEELING BETTER! YOU DON'T WANT TO MAKE AN INVALID OF ME, DO YOU??
OF COURSE NOT! BUT...!


NO BUTS ABOUT IT! NOW YOU LISTEN TO ME, PETER PARKER...!!
SURE, AUNT MAY! WHAT IS IT?

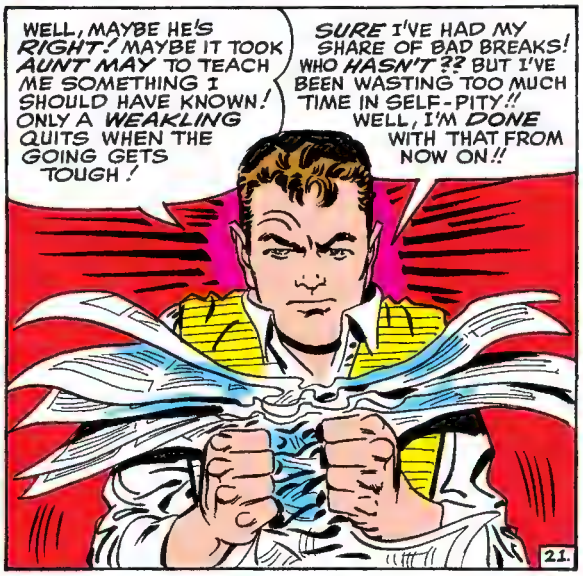

EVEN THOUGH I'M AN OLD WOMAN, I'M NOT A QUITTER! A PERSON NEEDS GUMPTION---THE WILL TO LIVE---TO FIGHT...
YOU MUSTN'T WORRY ABOUT ME SO MUCH, PETER DEAR! WE PARKERS ARE TOUGHER THAN PEOPLE THINK!


I HEARD THAT, YOUNG LADY, AND I COULDN'T AGREE MORE! YOU CERTAINLY SOUND CHIPPER TODAY!
I'M FEELING MUCH BETTER, DOCTOR! I FEEL LIKE A SPRY YOUNG SIXTY YEAR OLD!!
AND I'VE GOOD NEWS FOR YOU! YOU WON'T HAVE TO TAKE ANY MORE MEDICINE FROM NOW ON!
THAT'S WONDERFUL! WE JUST USED UP THE LAST OF IT!!


THEN, AFTER THE DOCTOR HAS EXAMINED PETER'S AUNT AGAIN...
IS SHE REALLY GETTING BETTER, DOC ?? LET ME HAVE IT STRAIGHT!
SHE CERTAINLY IS, PETER! SHE'S DOING FINE FOR A WOMAN HER AGE! YOUR AUNT HAS A LOT OF SPIRIT, SON...YOU SHOULD BE VERY PROUD OF HER!


AND SO...
YOU NEEDN'T STAY WITH ME TONIGHT, PETER! I'LL BE ALL RIGHT ALONE! I WANT TO GET USED TO LOOKING AFTER MYSELF AGAIN!
GEE, I'M SURE GLAD TO HEAR YOU SOUNDING SO CHIPPER AT LAST, AUNT MAY!

THEN, RETURNING TO HIS ROOM WITH A LIGHTER HEART THAN HE'S HAD IN DAYS, PETER SEES...
ANOTHER STORY ABOUT SPIDER-MAN IN J. JONAH JAMESON'S SCANDAL SHEET!! NOW HE'S CALLING ME THE BIGGEST PHONY SINCE THE CARDIFF GIANT!
Daily Bugle


WELL, MAYBE HE'S RIGHT! MAYBE IT TOOK AUNT MAY TO TEACH ME SOMETHING I SHOULD HAVE KNOWN! ONLY A WEAKLING QUITS WHEN THE GOING GETS TOUGH!
SURE I'VE HAD MY SHARE OF BAD BREAKS! WHO HASN'T ?? BUT I'VE BEEN WASTING TOO MUCH TIME IN SELF-PITY!! WELL, I'M DONE WITH THAT FROM NOW ON!!

...AND THAT MEANS SPIDER-MAN IS GOING INTO ACTION AGAIN! I'LL FIGHT AS I'VE NEVER FOUGHT BEFORE!! NOTHING WILL STOP ME NOW! FOR I KNOW AT LAST THAT A MAN CAN'T CHANGE HIS DESTINY... AND I WAS BORN TO BE ... SPIDER-MAN!!!

WE TOLD YOU THIS TALE WOULD BE DIFFERENT, DIDN'T WE?? SO FAR AS WE KNOW, IT'S THE FIRST TIME IN HISTORY THAT AN ADVENTURE HERO HAD NO ACTUAL FIGHT WITH ANY FOE!

BUT... NOW THE RESPITE IS OVER! NEXT ISH WILL FEATURE SPIDER-MAN FIGHTING AS ONLY HE CAN! SO, GET THOSE WEBS UNTANGLED, AND BE WITH US WHEN SPIDEY SHOWS THE WHOLE WIDE WORLD WHAT HE'S REALLY MADE OF!!

THE END ...FOR NOW

SPIDER'S WEB

Dear Stan and Steve,

SPIDER-MAN #15 was the all around best Spider-Man story I have yet read. It was crammed with terrific ideas. Some of the reasons I liked it were: 1) a terrific new villain who is even greater than Dr. Octopus, 2) Spidey's dizzy spells after the first battle, 3) Spidey's troubles with J.J.J. and the girls, 4) the way the battle progressed from page 16 on. At the end of the story Kraven said, ". . . we shall return and continue our hunt for Spider-Man." I intend to hold him to his word, so when he returns makes sure the Chameleon tags along!

Chuck Robinson II, Rt. #1, Box 103
Charleston, W. Va.

We'll do our best, Chuck! You know us—we go all out for our readers—as long as they want the same things we want anyway!

Dear Stan and Steve,

I've just finished SPIDER-MAN #15 with that fugitive from a Tarzan movie, Kraven, and for a villain with no complex super-powers it turned out to be a darn good story! You even threw in the Chameleon for kicks which reminds me, I've a kick about how you had him appear for only a few seconds at a time and what a pushover he was! His admitting he was no match for Spider-Man was very unvillainlike—I thought all villains were conceited. Also, why did the Chameleon have to come back to Spidey's turf? He could have set up a crime wave somewhere else and eluded Spidey. Your letters pages are great—I get a kick out of the funny ones and highly original offerings!

Frank Brunner, 1395 Greene Ave.
Brooklyn 37, N.Y.

The only thing that bothers us, Frankie, is the fact that our fans usually think the funniest letters are the ones that we're dead serious about!

Dear Stan and Steve,

After seeing the Academy Awards on T.V. I decided to make my own Oscar awards and believe me it wasn't easy! Best Comic Cover—FF #25, Best Writer—Stan Lee for "The Search for Sub-Mariner," Best Artist—Joe Orlando for "The Evil Menace of Electro," Best Inking—Vince Colletta for "The Evil Menace of Electro," Best Lettering—Sam Rosen for "The Hulk Vs. the Thing" and Art Simek for "The Avengers Take Over!," Best Background—"The Infant Terrible," Best Short Story—"The Unreal," Best Story—"The Search for Sub-Mariner," Best Supporting Actress—Betty Brant for "Turning Point," Best Suporting Actor—The Sub-Mariner for "The Search for Sub-Mariner," Best Actress—Susan Storm for "The Search for Sub-Mariner," Best Actor—Thor for "The Return of Zarrko." There they are—how do you like them??

Greg Marlar, 481 Cedar
Ventura, Calif.

We'd have liked 'em better if Spidey had been mentioned! But maybe we're just prejudiced, Greg!

Dear Stan and Steve,

I have wracked my brains for hours trying to find the answer to the Spider-Man question of the year—why are certain Spider-Man foes rated higher than others by the magazine readers? Eureka! At long last I believe I have solved the problem and I offer documented evidence to support my theory. The solution lies in the number of times a villain is presented in SPIDER-MAN. The villain does not necessarily have to have diabolical master plans, an arsenal of scientific gadgets, or a fiendish personality, although these are contributing factors and hold some weight. It is my hypothesis that the more you are exposed to a particular criminal the more you begin to admire him and this is especially true in the case of the newer (and more impressionable) readers. This public opinion which changes constantly decides the fate of many a good Spider-Man foe. I have listed seven Spider-Man villains giving the number of times they have appeared. I leave it to you and my fellow readers to deliberate the wisdom of my statements and perhaps enter into a bit of friendly argument. (Dr. Octopus-3, the Enforcers-2, Sandman-1, Electro-1, Mysterio-1; Green Goblin-1.)

Benny Daily, 1010 Moro
Manhattan, Kansas

Benny boy, we're re-read your letter twice, and still can't figure out exactly what the point is—but our readers are probably sharper than we! Anyway, t'was nice hearing from ya!

Dear Stan and Steve,

Oh brother—you guys are really stuck on yourselves aren't you? Why don't you just come off of your high horse for a minute and wake up. You seem to like to compare the Spider-Man to the Torch. Well, in my book the Torch could fry that Spider-Man and his webs to a frazzle before that crazy insect could say "Duh"! The best thing you can do to improve your magazine is to stop this conceited bit and you'll make a lot more friends.

Terry Larsen, Box 365
Calmar, Alberta, Canada

But what'll we *do* with 'em, Terry? We don't even have enough time for our *enemies!*

Dear Stan and Steve,

In SPIDER-MAN #13 a fan wrote and said that the Human Torch could "spatter Spider-Man all over New York." Well, in my opinion, if Spider-Man and the Human Torch ever met again (without interruptions which usually happen), the ending would be just the opposite! Spider-Man would rub Torch all over New York! Maybe if Spider-Man would use some of the frozen webbing that he used in STRANGE TALES ANNUAL #2, then the odds would be greatly in his favor. Why not have them battle again, this time to a decisive victory for one or the other? Don't have the FF help Torchy as usual!

Mark Taggart, 427 Quan Ave.
Kirkwood 22, Mo.

But as far as we know, Mark, they're not even mad at each other! Maybe we'll go you one better—we might get jolly Jack to tangle with smilin' Steve, with sneaky Stan acting as referee!

Dear Stan and Steve,

I thought you magnificent Marvel marvels had come up with just about everything that there was to come up with. You proved me wrong by a long shot! Aside from those completely original mighty monarchs of justice you use as your starring super-heroes you come up with a whole array of really fabulous supporting stars! First you hit us with the awesome majesty of Namor, ruler of the underwater depths, then come the new members of the Evil Mutants of X-Men fame, of which the new brother and sister team, Scarlet Witch and the streaking Quicksilver makes some of your all time best minor characters. After that you again top yourself with the intriguing Zemo and his murderous Masters of Evil, in The Avengers! Then, as though what you've already done isn't enough, you top everything you've ever done by creating Kraven the Hunter. His costume is the most colorful and refreshingly original of any I've yet seen and the concept behind him is superb. Kraven, the triumphant, savage, vicious,

CONTINUED...

two-fisted fighter from Africa is one character I'm looking forward to seeing again and again. That battle with him and Spider-Man, my favorite of all the titanic customed heroes, was another magnificent Marvel triumph. I'm sure Spider-Man is one super-hero who is going to last through the ages and will be known by the generations yet to come as THE super-hero of the past!

Ken Dixon, 674 Buttonwood Dr.
Springfield, Pa.

You're sure—and we're sure—and Spidey's sure—but, don't bother asking J. Jonah!

Dear Stan and Steve,

Wow! You've outdone yourselves in SPIDER-MAN #15. I was worried about Kraven the Hunter as he was so sure of himself, so sly, clever, strong and handsome. Wait a minute—on second thought he wasn't so handsome, but he was so fast-moving! When he threw those magnetized locks on Spider-Man I thought he was done for sure, then to put more trouble in his way, up pops the Chameleon, and if that isn't enough, Betty Brant is acting up again! Boy, that story was one good enough to keep anyone awake! I want to say the plot was great, Stan! Keep up the good work in this Marvel Age of Comics!

Todd Freeman, 12601 Speedway Overlook
East Cleveland, Ohio

Thanks, Todd—but do you hear sensitive Stevey muttering in the background? Something like: "So what was the artwork—chicken liver??"

Dear Stan and Steve,

The different thing about Spider-Man is that he's not tremendous—he's simply great. Now that Marvel is becoming bigger and bigger every day, it produces few "just great" magazines. Sometimes when a comic mag is made too sensational it falls flat on its face and when it doesn't, it leaves a reader speechless. A magazine like SPIDER-MAN eases the tension when a reader gets to thinking, "They just can't keep on coming out with these spectacular issues. What if they goof up the next one?" This is just my opinion and it probably doesn't apply to anyone except me but I just thought I'd let you know. Oh! The Special Announcements section always cracks me up. You don't brag one bit. You just get enthused and you can't wait for us readers to see the next issues. And one more thing—the Hulk should visit his jolly green huge cousin in the valley sometime. That'll be something when they have the Hulk on T.V. advertising frozen peas!

Clarke Owens, 785 Parklin Ave.
Sacramento, Calif.

They can have him, Clarke—if they can catch him!

Dear Stan and Steve,

I am a faithful follower of FF, SPIDER-MAN, AVENGERS, X-MEN, THOR and the other Marvel greats. So I won't waste time on useless comments such as "I think Marvel is the greatest, etc.!" Spider-Man has dropped to an all time low. Issue #12 was great with Dr. Octopus, #13 was good, #14 would have been crummy without the Hulk, and #15 was the flop! Crummy art, fair story—the only thing any good was the lettering and that could have been better. With the possible exception of issue #15 Steve Ditko's artwork is the best. Please don't switch him back to IRON MAN or any other mag.

Edward Willard, 345 Lansing Ave.
Troy, N.Y.

Hey, write to us again some time, Eddie—when you wake up on the *right* side of the bed! *Cheee!*

Dear Stan and Steve,

I'm writing to acknowledge an expression of gratitude to you and the MARVEL COMICS GROUP editors for your return to the super-hero era of comics. These same heroes are the men who not only revive such pleasant childhood memories, but also continue to afford me, thanks to you, many hours of reading enjoyment today.

William Rose, "Rose Record Room",
Radio Station KTAR, P.O. Box 711
Phoenix, Arizona

Glad you're pleased with our efforts, Bill. And if we ever get out to Arizona, KTAR will be the first station we tune in to!

Dear Stan and Steve,

In previous issues of your magazines you have asked for honest criticisms, so if you don't mind a reader's point of view, here goes. First, your glamorous covers are the best on the market except that you put too many rave notices on them. Next, your color schemes are good except that your backgrounds are a bit dreary. My biggest complaint on inking is that the individual colors run outside their appointed spaces by as much as one-eighth of an inch in places. In this respect your competitors have you outclassed. Your lettering is superb. I don't know how you think up so many plots for so many of your mags! Next, and most important, is your success factor. What is your success factor? Well, I believe your success factor is the way you humanize your heroes and supporting characters. I'm through with my critiques and I hope you'll keep in mind that they are my opinions which I sent to you for the express purpose of improving your magazines. (Yes, it's possible, you know!) After all, we Marvel readers would rather save our 12¢ than switch!!

Lance Reidy, 77 Whitney St.
Auburn, Maine

We appreciate your comments, Lance! And we never object to readers finding fault with us—at least it means that someone's out there reading!

SPECIAL ANNOUNCEMENTS SECTION:

—Okay, gang—FACE FRONT! We've got a lot to tell you, and we want your undivided attention! (How's THAT for an opener?)

—First of all, we guarantee that our next SPIDER-MAN (#19—entitled "Spidey Strikes Back!") will have more two-fisted action packed between its covers than you ever would have thought possible! Even Steve's pencil has skinned knuckles from drawing it!

—Next, we want to announce that beginning this month, every Marvel super-hero title will have a letters page in every issue! We realize that you fans want it—so now you've GOT it! As for us, we're getting writers' cramp just thinking about it!

—Now, let's see what's doing in our other Marvel mags, on sale now—

—The most exciting news, as usual, comes from the fabulous FANTASTIC FOUR, which features an unforgettable thriller entitled "Death of a Hero." And, as you know, we don't kid around in these stories. When we say "Death of a Hero" you know that someone's gonna die!

—Another big item is the birth of a new Marvel-type hero-villain. AVENGERS #9 is where you'll find him, and we have a hunch there'll be a lot of talk about him for months to come. His name is "Wonder Man," and take it from us, he lives up to that monicker!

—Our newest star, DAREDEVIL, has another solid hit with the appearance of "Killgrave, the Purple Man"! It's amazing how D.D. seems to have taken the comic reading world by storm! After only four appearances, his popularity is threatening to rival our ol' web-spinner himself!

—THOR #109 has a doozy, too! It stars our male Goldilocks battling the X-MEN'S most powerful enemy, Magneto! This one is sure to please everybody!

—And at long last, in answer to your avalanche of requests, two additional Marvel favorites have been given their own regular feature slots! CAPTAIN AMERICA will share top billing with IRON MAN in TALES OF SUSPENCE from now on, while THE INCREDIBLE HULK is the second co-feature (along with GIANT-MAN) in TALES TO ASTONISH! And there's even been a change in STRANGE TALES. You'll find THE THING teaming up with THE HUMAN TORCH in each ish—as well as the usual DR. STRANGE black magic thriller!

—And for you war fans, SGT. FURY is better than ever in a real earthy, gutsy, action-packed spectacular entitled: "The Crackdown of Capt. Flint!"

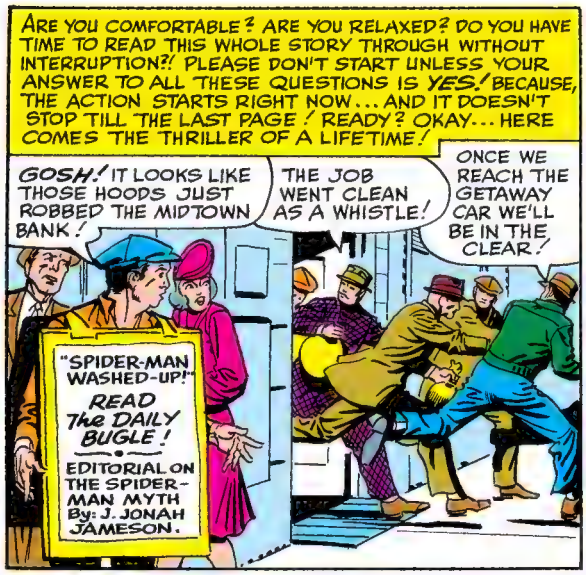
—So there you have it—the marvelous Marvel line-up for this month! (We didn't forget to mention our wild and wooly Westerns, or frankly frivolous female titles—it's just that we're running out of space!)

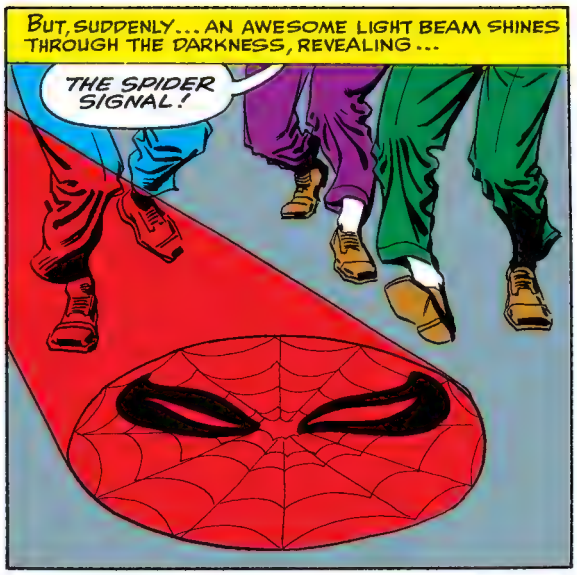
—Now, till we meet next ish, see if you can figure out what M.M.M.S. stands for? We'll tell you more about it later—and it'll be one of the biggest new developments to hit the merry Marvel bullpen in years!

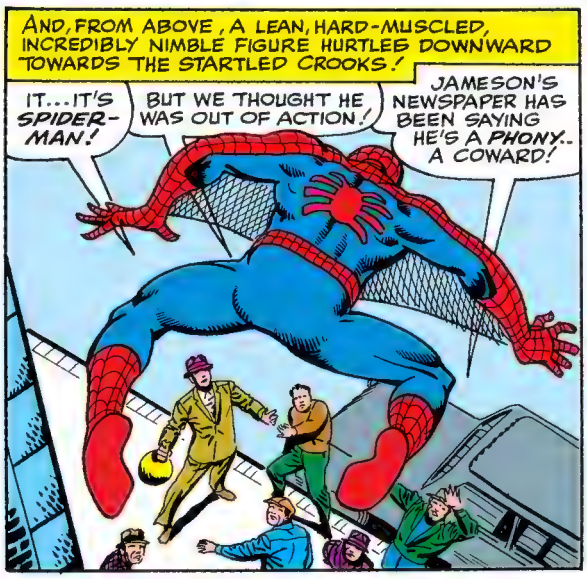
—So remember, Spidey strikes back next issue, and if you're not here to enjoy the fireworks, you'll spoil our fun! It's never the same without you!

the AMAZING SPIDER-MAN
MARVEL COMICS GROUP 12¢
IND..
APPROVED BY THE COMICS CODE AUTHORITY
19 DEC.
AN ADVENTURE EPIC OF MOST COMPELLING EXCELLENCE...
"SPIDEY STRIKES BACK!"
BRIMMING WITH SUCH GREAT GUEST STARS AS...
the HUMAN TORCH!
the SANDMAN!
the EVIL ENFORCERS!

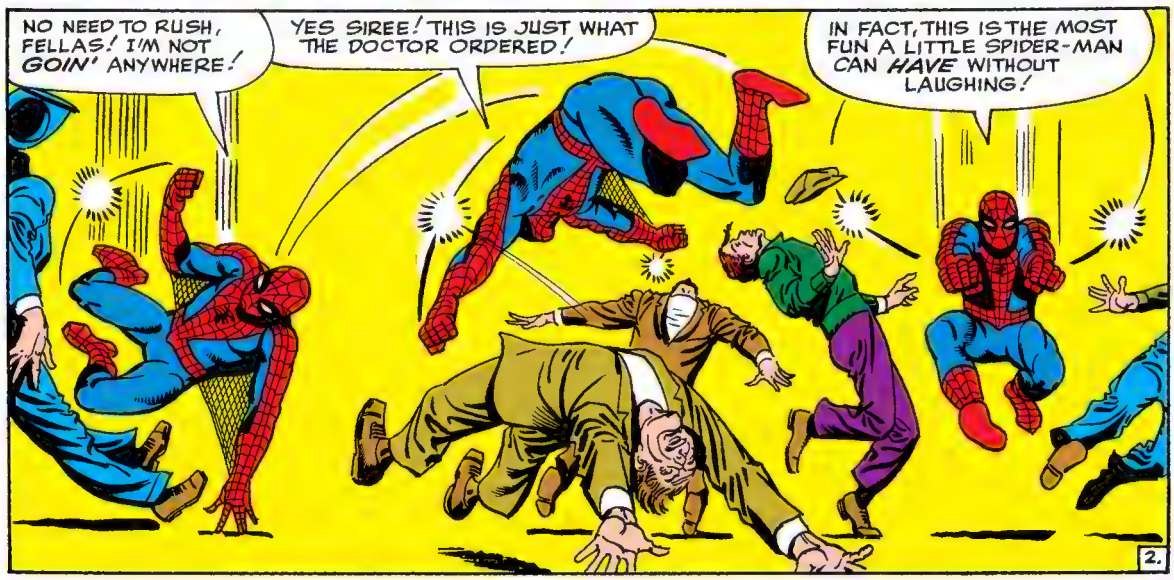
SPIDER-MAN
"SPIDEY STRIKES BACK!"
FEATURING: Guest Stars! Super-Villains! Super-Thrills!
ONE OF THE MOST EAGERLY-AWAITED ACTION DRAMAS OF ALL TIME!!
DUE TO HIS AUNT'S SERIOUS ILLNESS LAST MONTH, PETER PARKER SPENT ALL HIS TIME AT HOME, LOOKING AFTER HER! THAT MEANT, OF COURSE, THAT SPIDER-MAN WAS OUT OF ACTION, TOO!
PEOPLE BEGAN TO THINK THAT SPIDEY HAD TURNED COWARD---AND HE WAS POWERLESS TO CHANGE THAT MISTAKEN IDEA! BUT NOW, HIS AUNT IS NO LONGER DANGEROUSLY ILL, AND SO--- WATCH OUT!
WRITTEN BY: SPIDEY'S GODFATHER, STAN LEE
ILLUSTRATED BY: SPIDEY'S BIG DADDY, STEVE DITKO
LETTERED BY: S. ROSEN (SPIDEY'S SECOND COUSIN ON HIS UNCLE'S SIDE!)
X-816


ARE YOU COMFORTABLE? ARE YOU RELAXED? DO YOU HAVE TIME TO READ THIS WHOLE STORY THROUGH WITHOUT INTERRUPTION?! PLEASE DON'T START UNLESS YOUR ANSWER TO ALL THESE QUESTIONS IS YES! BECAUSE, THE ACTION STARTS RIGHT NOW... AND IT DOESN'T STOP TILL THE LAST PAGE! READY? OKAY... HERE COMES THE THRILLER OF A LIFETIME!
GOSH! IT LOOKS LIKE THOSE HOODS JUST ROBBED THE MIDTOWN BANK!
THE JOB WENT CLEAN AS A WHISTLE!
ONCE WE REACH THE GETAWAY CAR WE'LL BE IN THE CLEAR!
"SPIDER-MAN WASHED-UP!" READ The DAILY BUGLE! EDITORIAL ON THE SPIDER-MAN MYTH By: J. JONAH JAMESON.

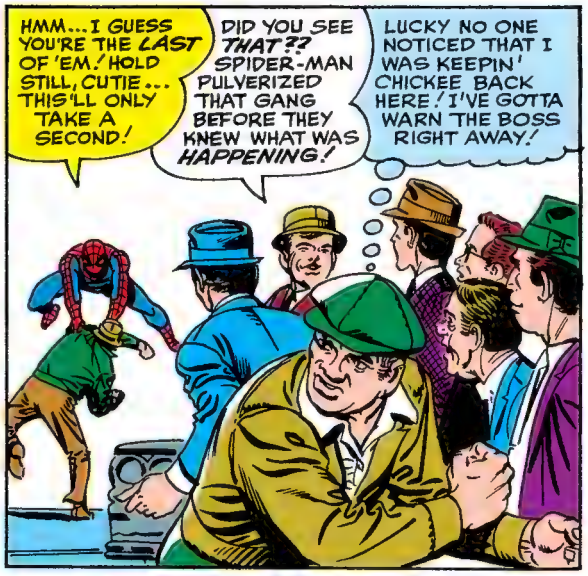

BUT, SUDDENLY... AN AWESOME LIGHT BEAM SHINES THROUGH THE DARKNESS, REVEALING...
THE SPIDER SIGNAL!

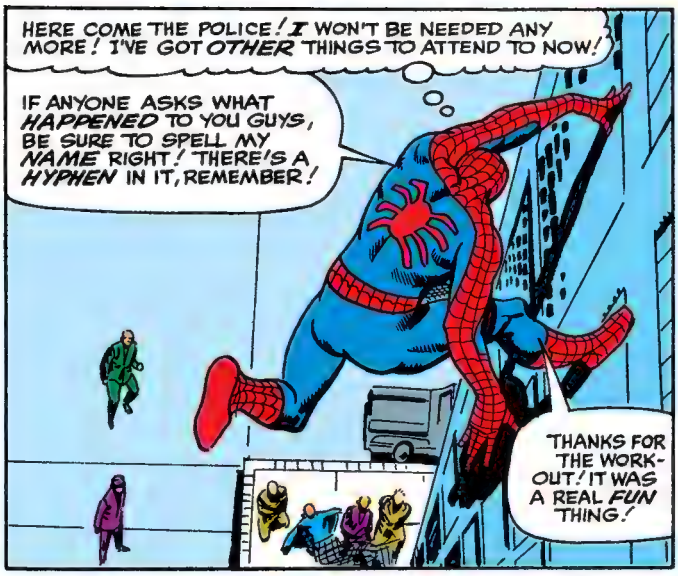

AND, FROM ABOVE, A LEAN, HARD-MUSCLED, INCREDIBLY NIMBLE FIGURE HURTLES DOWNWARD TOWARDS THE STARTLED CROOKS!
IT... IT'S SPIDER-MAN!
BUT WE THOUGHT HE WAS OUT OF ACTION!
JAMESON'S NEWSPAPER HAS BEEN SAYING HE'S A PHONY.. A COWARD!

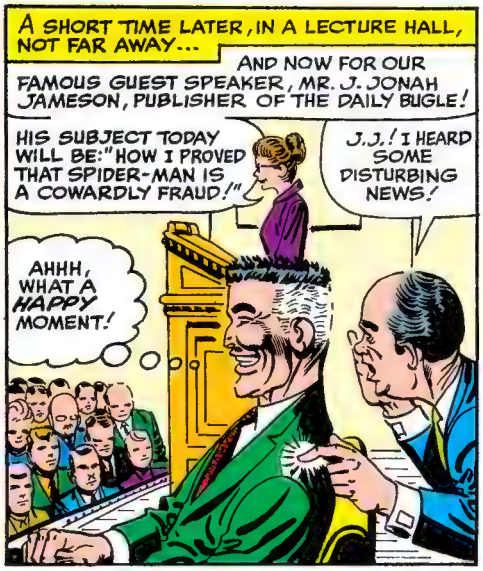
YOU BELIEVE IT, BOYS! BUT, JUST IMAGINE WHAT I COULD DO IF I WASN'T A PHONY COWARD!
QUICK! RUSH 'IM!


NO NEED TO RUSH, FELLAS! I'M NOT GOIN' ANYWHERE!
YES SIREE! THIS IS JUST WHAT THE DOCTOR ORDERED!
IN FACT, THIS IS THE MOST FUN A LITTLE SPIDER-MAN CAN HAVE WITHOUT LAUGHING!

DON'T CROWD NOW! YOU'LL ALL GET YOUR TURN... I PROMISE!
SAY! I SEEM TO BE RUNNING OUT OF SPARRING PARTNERS!


HMM... I GUESS YOU'RE THE LAST OF 'EM! HOLD STILL, CUTIE... THIS'LL ONLY TAKE A SECOND!
DID YOU SEE THAT?? SPIDER-MAN PULVERIZED THAT GANG BEFORE THEY KNEW WHAT WAS HAPPENING!
LUCKY NO ONE NOTICED THAT I WAS KEEPIN' CHICKEE BACK HERE! I'VE GOTTA WARN THE BOSS RIGHT AWAY!

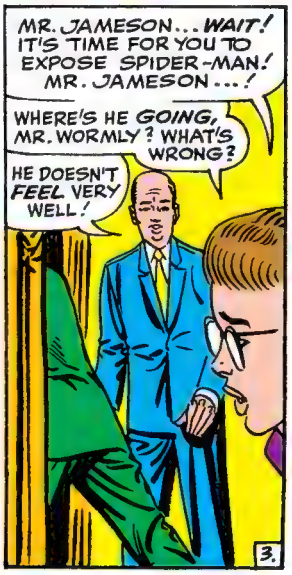

HERE COME THE POLICE! I WON'T BE NEEDED ANY MORE! I'VE GOT OTHER THINGS TO ATTEND TO NOW!
IF ANYONE ASKS WHAT HAPPENED TO YOU GUYS, BE SURE TO SPELL MY NAME RIGHT! THERE'S A HYPHEN IN IT, REMEMBER!
THANKS FOR THE WORK-OUT! IT WAS A REAL FUN THING!

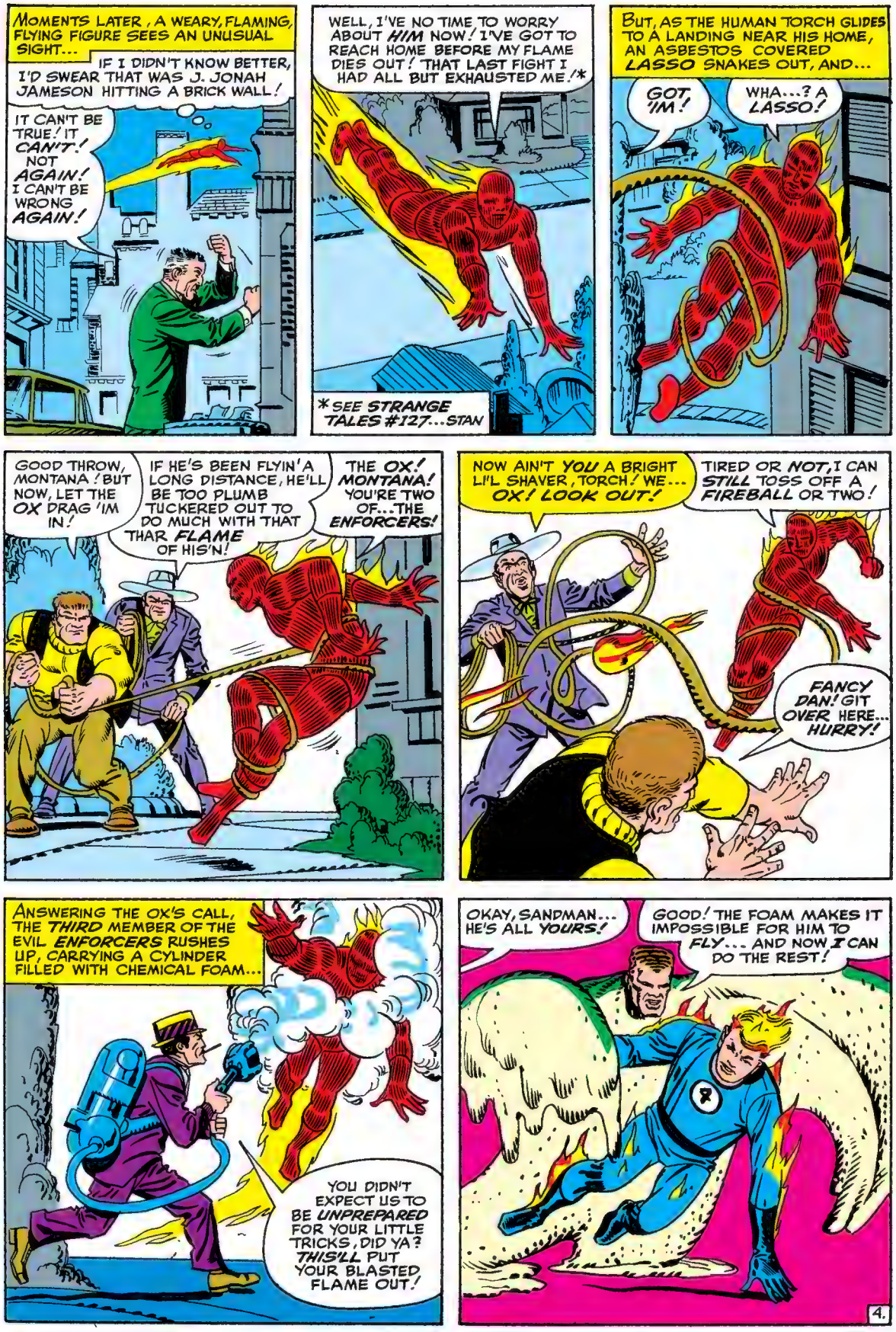

A SHORT TIME LATER, IN A LECTURE HALL, NOT FAR AWAY...
AND NOW FOR OUR FAMOUS GUEST SPEAKER, MR. J. JONAH JAMESON, PUBLISHER OF THE DAILY BUGLE!
HIS SUBJECT TODAY WILL BE: "HOW I PROVED THAT SPIDER-MAN IS A COWARDLY FRAUD!"
J.J.! I HEARD SOME DISTURBING NEWS!
AHHH, WHAT A HAPPY MOMENT!

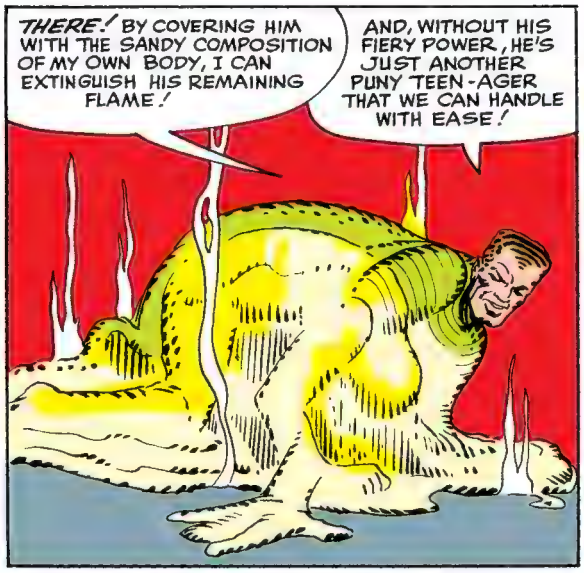
NOT NOW, WORMLY! DON'T SPOIL MY MOMENT OF TRIUMPH!
BUT, SIR... IT'S SOMETHING YOU SHOULD KNOW!

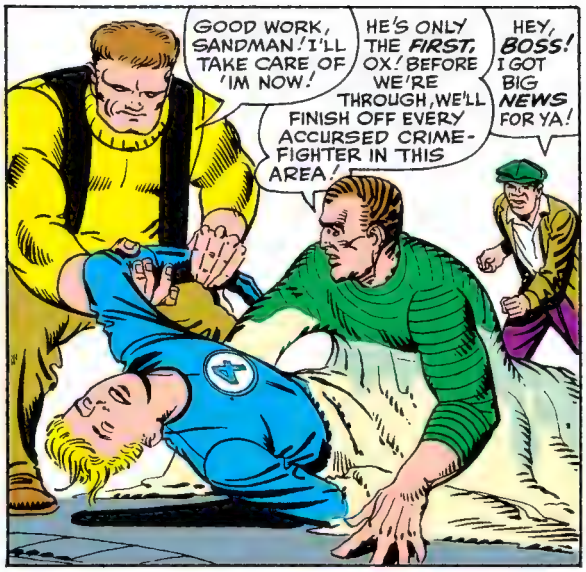
TELL ME LATER... AFTER I DESTROY SPIDER-MAN'S IMAGE!
BUT IT CAN'T WAIT! IT'S ABOUT SPIDER-MAN!
IT IS??

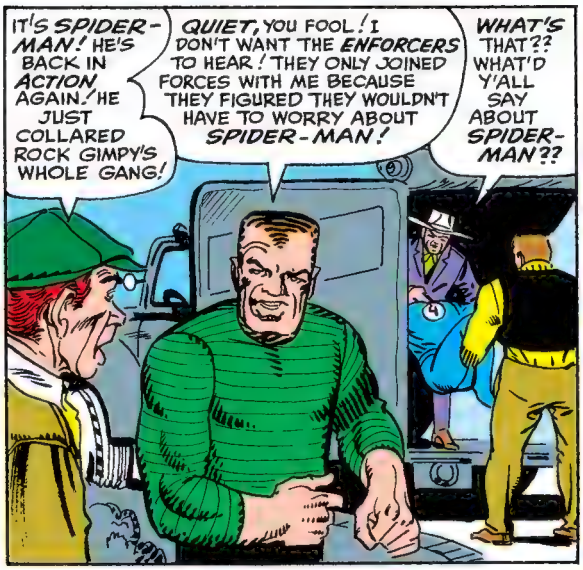
THE WHOLE TOWN'S TALKING ABOUT IT! THERE WAS A GANG OF BANK ROBBERS, AND THEN SPIDER-MAN APPEARED, AND SINGLE-HANDED HE BZZZ BZZZ BZZZ...

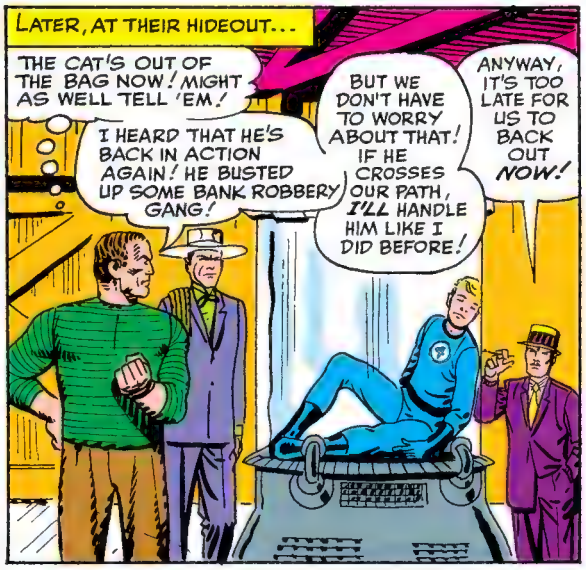

MR. JAMESON... WAIT! IT'S TIME FOR YOU TO EXPOSE SPIDER-MAN! MR. JAMESON...!
WHERE'S HE GOING, MR. WORMLY? WHAT'S WRONG?
HE DOESN'T FEEL VERY WELL!

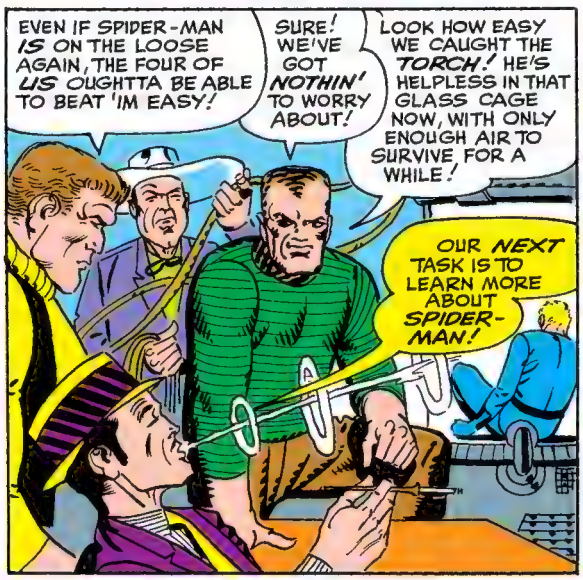

MOMENTS LATER, A WEARY, FLAMING, FLYING FIGURE SEES AN UNUSUAL SIGHT...
IF I DIDN'T KNOW BETTER, I'D SWEAR THAT WAS J. JONAH JAMESON HITTING A BRICK WALL!
IT CAN'T BE TRUE! IT CAN'T! NOT AGAIN! I CAN'T BE WRONG AGAIN!
WELL, I'VE NO TIME TO WORRY ABOUT HIM NOW! I'VE GOT TO REACH HOME BEFORE MY FLAME DIES OUT! THAT LAST FIGHT I HAD ALL BUT EXHAUSTED ME!*
*SEE STRANGE TALES #127...STAN
BUT, AS THE HUMAN TORCH GLIDES TO A LANDING NEAR HIS HOME, AN ASBESTOS COVERED LASSO SNAKES OUT, AND...
GOT 'IM!
WHA...? A LASSO!
GOOD THROW, MONTANA! BUT NOW, LET THE OX DRAG 'IM IN!
IF HE'S BEEN FLYIN' A LONG DISTANCE, HE'LL BE TOO PLUMB TUCKERED OUT TO DO MUCH WITH THAT THAR FLAME OF HIS'N!
THE OX! MONTANA! YOU'RE TWO OF...THE ENFORCERS!
NOW AIN'T YOU A BRIGHT LI'L SHAVER, TORCH! WE... OX! LOOK OUT!
TIRED OR NOT, I CAN STILL TOSS OFF A FIREBALL OR TWO!
FANCY DAN! GIT OVER HERE... HURRY!
ANSWERING THE OX'S CALL, THE THIRD MEMBER OF THE EVIL ENFORCERS RUSHES UP, CARRYING A CYLINDER FILLED WITH CHEMICAL FOAM...
YOU DIDN'T EXPECT US TO BE UNPREPARED FOR YOUR LITTLE TRICKS, DID YA? THIS'LL PUT YOUR BLASTED FLAME OUT!
OKAY, SANDMAN... HE'S ALL YOURS!
GOOD! THE FOAM MAKES IT IMPOSSIBLE FOR HIM TO FLY... AND NOW I CAN DO THE REST!
4.

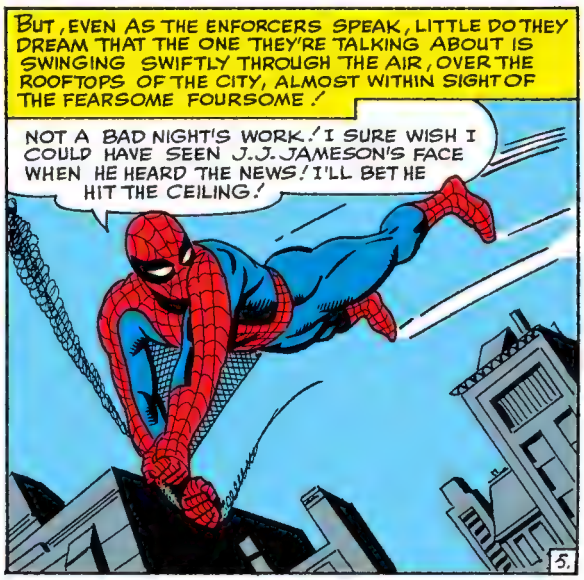

THERE! BY COVERING HIM WITH THE SANDY COMPOSITION OF MY OWN BODY, I CAN EXTINGUISH HIS REMAINING FLAME!
AND, WITHOUT HIS FIERY POWER, HE'S JUST ANOTHER PUNY TEEN-AGER THAT WE CAN HANDLE WITH EASE!

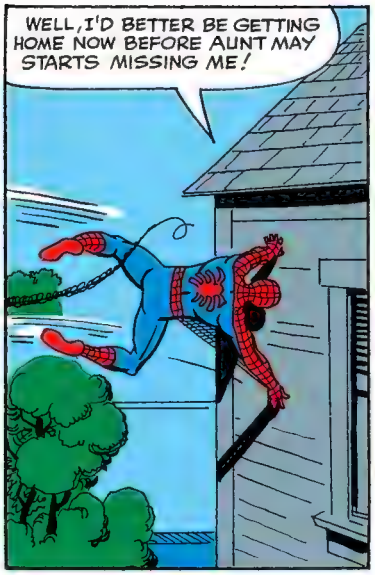

GOOD WORK, SANDMAN! I'LL TAKE CARE OF 'IM NOW!
HE'S ONLY THE FIRST, OX! BEFORE WE'RE THROUGH, WE'LL FINISH OFF EVERY ACCURSED CRIME-FIGHTER IN THIS AREA!
HEY, BOSS! I GOT BIG NEWS FOR YA!


IT'S SPIDER-MAN! HE'S BACK IN ACTION AGAIN! HE JUST COLLARED ROCK GIMPY'S WHOLE GANG!
QUIET, YOU FOOL! I DON'T WANT THE ENFORCERS TO HEAR! THEY ONLY JOINED FORCES WITH ME BECAUSE THEY FIGURED THEY WOULDN'T HAVE TO WORRY ABOUT SPIDER-MAN!
WHAT'S THAT?? WHAT'D Y'ALL SAY ABOUT SPIDER-MAN??

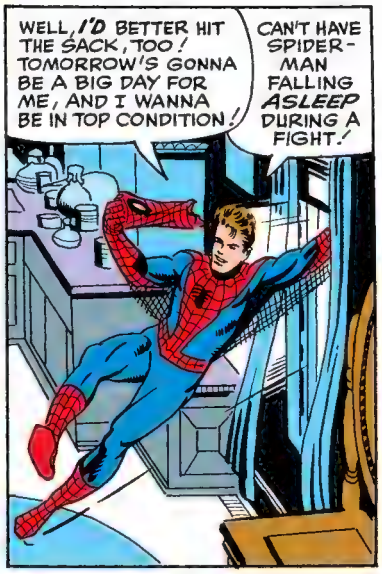

LATER, AT THEIR HIDEOUT...
THE CAT'S OUT OF THE BAG NOW! MIGHT AS WELL TELL 'EM!
I HEARD THAT HE'S BACK IN ACTION AGAIN! HE BUSTED UP SOME BANK ROBBERY GANG!
BUT WE DON'T HAVE TO WORRY ABOUT THAT! IF HE CROSSES OUR PATH, I'LL HANDLE HIM LIKE I DID BEFORE!
ANYWAY, IT'S TOO LATE FOR US TO BACK OUT NOW!

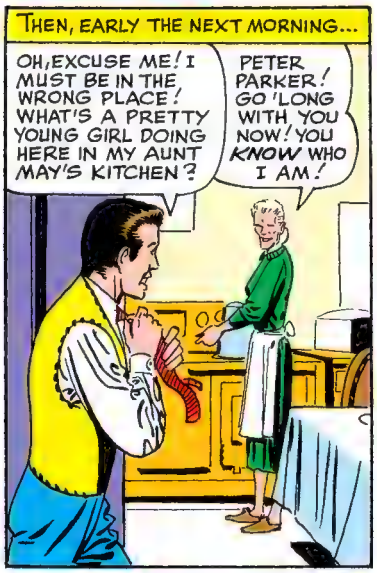

EVEN IF SPIDER-MAN IS ON THE LOOSE AGAIN, THE FOUR OF US OUGHTTA BE ABLE TO BEAT 'IM EASY!
SURE! WE'VE GOT NOTHIN' TO WORRY ABOUT!
LOOK HOW EASY WE CAUGHT THE TORCH! HE'S HELPLESS IN THAT GLASS CAGE NOW, WITH ONLY ENOUGH AIR TO SURVIVE FOR A WHILE!
OUR NEXT TASK IS TO LEARN MORE ABOUT SPIDER-MAN!


BUT, EVEN AS THE ENFORCERS SPEAK, LITTLE DO THEY DREAM THAT THE ONE THEY'RE TALKING ABOUT IS SWINGING SWIFTLY THROUGH THE AIR, OVER THE ROOFTOPS OF THE CITY, ALMOST WITHIN SIGHT OF THE FEARSOME FOURSOME!
NOT A BAD NIGHT'S WORK! I SURE WISH I COULD HAVE SEEN J.J. JAMESON'S FACE WHEN HE HEARD THE NEWS! I'LL BET HE HIT THE CEILING!


WELL, I'D BETTER BE GETTING HOME NOW BEFORE AUNT MAY STARTS MISSING ME!

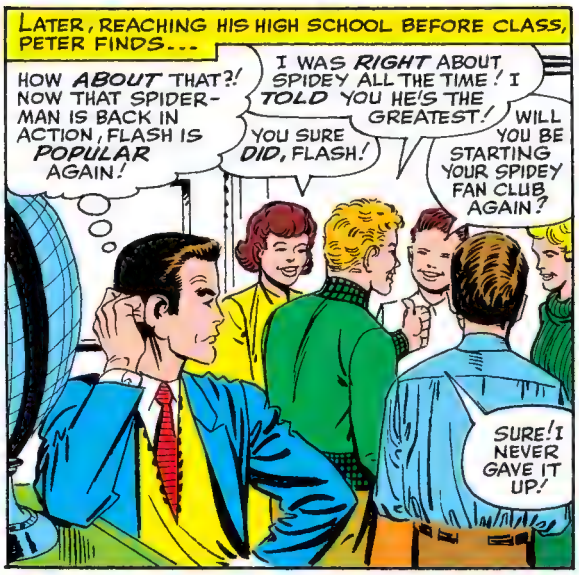
I'M IN LUCK! SHE'S STILL SOUND ASLEEP! BOY, IT SURE IS A LOAD OFF MY MIND TO KNOW THAT SHE ISN'T DANGEROUSLY ILL ANY MORE!

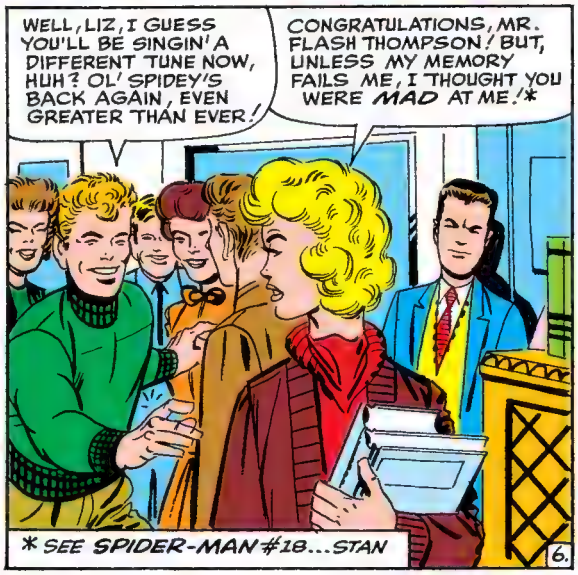

WELL, I'D BETTER HIT THE SACK, TOO! TOMORROW'S GONNA BE A BIG DAY FOR ME, AND I WANNA BE IN TOP CONDITION!
CAN'T HAVE SPIDER-MAN FALLING ASLEEP DURING A FIGHT!


THEN, EARLY THE NEXT MORNING...
OH, EXCUSE ME! I MUST BE IN THE WRONG PLACE! WHAT'S A PRETTY YOUNG GIRL DOING HERE IN MY AUNT MAY'S KITCHEN?
PETER PARKER! GO 'LONG WITH YOU NOW! YOU KNOW WHO I AM!

ALTHOUGH I MUST ADMIT I DO FEEL SO MUCH BETTER LATELY, DEAR! MOSTLY BECAUSE YOU AND MRS. WATSON TOOK SUCH GOOD CARE OF ME WHILE I WAS ILL!
NATURALLY! I COULDN'T TAKE A CHANCE OF EVER HAVING TO EAT SOMEONE ELSE'S PANCAKES!

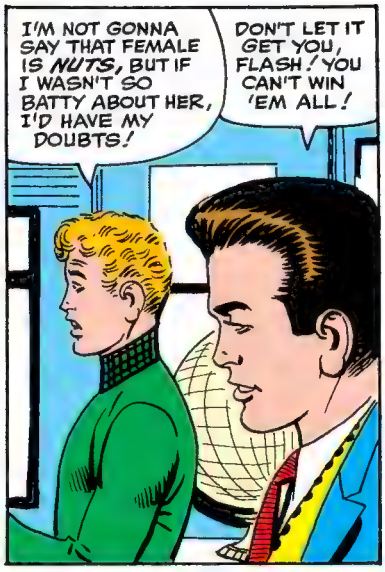
IT DOES MY HEART GOOD TO SEE YOU IN SUCH A CHEERFUL MOOD, DEAR! I'VE BEEN A BIT WORRIED ABOUT YOU LATELY!
WELL, YOU JUST FORGET ALL ABOUT IT, AUNT MAY! THERE'S NO NEED TO WORRY ABOUT ME NOW! I PROMISE YOU THAT!

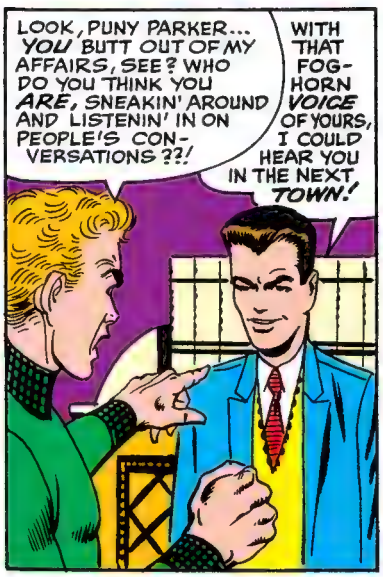

LATER, REACHING HIS HIGH SCHOOL BEFORE CLASS, PETER FINDS...
HOW ABOUT THAT?! NOW THAT SPIDER-MAN IS BACK IN ACTION, FLASH IS POPULAR AGAIN!
I WAS RIGHT ABOUT SPIDEY ALL THE TIME! I TOLD YOU HE'S THE GREATEST!
YOU SURE DID, FLASH!
WILL YOU BE STARTING YOUR SPIDEY FAN CLUB AGAIN?
SURE! I NEVER GAVE IT UP!

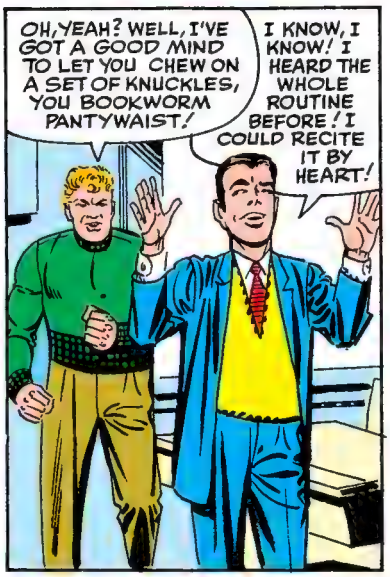

WELL, LIZ, I GUESS YOU'LL BE SINGIN' A DIFFERENT TUNE NOW, HUH? OL' SPIDEY'S BACK AGAIN, EVEN GREATER THAN EVER!
CONGRATULATIONS, MR. FLASH THOMPSON! BUT, UNLESS MY MEMORY FAILS ME, I THOUGHT YOU WERE MAD AT ME!*
* SEE SPIDER-MAN #18...STAN

AWW, THAT'S OKAY, LIZ! I'M NOT MAD AT YOU ANY MORE! I FEEL TOO GOOD TO BE MAD AT ANYONE!
WELL, I DON'T FEEL THAT GOOD, SO I'M MAD AT YOU!

YOU ARE? BUT WHY? WHAT DID I DO??
YOU HAD THE UNMITIGATED NERVE TO BE MAD AT ME! THAT'S WHAT! GOOD DAY TO YOU, MR. THOMPSON!


I'M NOT GONNA SAY THAT FEMALE IS NUTS, BUT IF I WASN'T SO BATTY ABOUT HER, I'D HAVE MY DOUBTS!
DON'T LET IT GET YOU, FLASH! YOU CAN'T WIN 'EM ALL!


LOOK, PUNY PARKER... YOU BUTT OUT OF MY AFFAIRS, SEE? WHO DO YOU THINK YOU ARE, SNEAKIN' AROUND AND LISTENIN' IN ON PEOPLE'S CONVERSATIONS??!
WITH THAT FOGHORN VOICE OF YOURS, I COULD HEAR YOU IN THE NEXT TOWN!

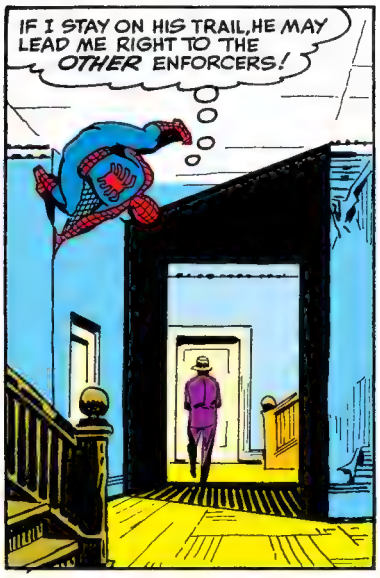

OH, YEAH? WELL, I'VE GOT A GOOD MIND TO LET YOU CHEW ON A SET OF KNUCKLES, YOU BOOKWORM PANTYWAIST!
I KNOW, I KNOW! I HEARD THE WHOLE ROUTINE BEFORE! I COULD RECITE IT BY HEART!

IT BURNS ME UP THAT SPIDER-MAN'S BIGGEST FAN HAS TO BE A WEAK-WITTED, MUSCLE-BOUND LAMEBRAIN LIKE HIM!
I WONDER WHAT HE'D DO IF HE EVER FOUND OUT WHO SPIDEY REALLY IS??

BUT THEN, AFTER SCHOOL HAS ENDED...
AT LAST! NOW I CAN BECOME SPIDER-MAN AGAIN AND...
SAY! WHY DID THAT MAN WHO PASSED BY MAKE MY SPIDER-SENSE TINGLE??

OF COURSE! I RECOGNIZE HIM! IT'S FANCY DAN, ONE OF THE ENFORCERS!
IF HE'S PARADIN' AROUND TOWN THAT WAY, HE MUST BE UP TO NO GOOD!

MINUTES LATER, AFTER A LIGHTNING CHANGE IN A DARK ALLEY...
WELL, DANIEL, MY LAD, OL' SPIDEY WILL JUST SEE WHERE YOU'RE HEADED FOR!


IF I STAY ON HIS TRAIL, HE MAY LEAD ME RIGHT TO THE OTHER ENFORCERS!

UH OH! I HEAR DOORS OPENING BEHIND ME... IT DOESN'T SOUND GOOD!
HEY, FANCY DAN... LOOK OUT BEHIND YOU... ON THE CEILING!
HUH?
IT'S SPIDER-MAN!

WELL, IF I WANTED ACTION, I SURE FOUND IT! I'VE STUMBLED INTO A WHOLE NEST OF CRIMINALS!
THIS IS OUR BIG CHANCE!
HE WON'T GET AWAY FROM US THIS TIME, HEAR?!

FIRST THING TO DO IS KNOCK 'IM OFF THE CEILING! YOU'LL DO FINE FOR A BATTERING RAM, FANCY DAN!
GOOD WORK, OX! WE CAUGHT HIM BY SURPRISE!

GET 'IM! DON'T GIVE HIM TIME TO RECOVER!
THIS'LL BE A PLEASURE!

SORRY, BOYS! WHATEVER FALLS DOWN CAN ALWAYS BOUNCE UP AGAIN... IF IT HAPPENS TO HAVE SPIDER SKILL!
AND WHATEVER BOUNCES UP CAN ALWAYS BE CORRALLED BY MONTANA'S LASSO!

AH'LL HOLD 'IM WHILE YA'LL GET SOME SPARRIN' PRACTICE, OX!
ONE PUNCH OUGHTTA DO... HEY! HOW'D HE ROLL AWAY SO EASY?!
I ATE MY WHEATIES THIS MORNING.. WHAT ELSE?!

BOY! IT SURE FEELS GREAT TO BE BACK FOR FUN AND GAMES AGAIN!
JUST WAIT! WE'LL KNOCK SOME OF THAT CONFIDENCE OUT OF YA!

WHY WAIT, BIG MOUTH! IF YOU'RE GONNA DO IT, THIS IS AS GOOD A TIME AS ANY!
C'MON, YOU GUYS! GIVE ME A HAND WITH 'IM!

A HAND?? EVEN AN ELBOW AND A COUPLE OF SHOULDERS WOULDN'T HELP! HEY! LOOK OUT!
HAH! I THOUGHT THAT WOULD RATTLE YA, A LITTLE!

YOU WERE RIGHT, MEATHEAD! IT RATTLED ME... BUT JUST A LITTLE!
HE DONE CRACKED UP! NAOW HE'S SINGIN' SONGS! UNGHH!
ALL HAIL THE SPIDER! A HARDY BREED IS HE! TRA LA LA!

HEY! AMSCRAY, YOU GUYS! THE POLICE ARE COMIN'!
WHAT'S GOING ON UP THERE?
EH, JUST A FRIENDLY LITTLE PARTY, OFFICER!

WHERE ARE ALL YOU PARTY POOPS RUNNING TO ?? I WAS JUST BEGINNING TO ENJOY MYSELF!
DARN! THE ENFORCERS SLIPPED AWAY IN THE CONFUSION!

WELL, I'VE GOT A HUNCH IT WON'T BE LONG BEFORE WE MEET AGAIN... AND NEXT TIME IT'LL BE FOR REAL!

A SHORT TIME LATER, AT THE NEWSPAPER OFFICE OF J. JONAH JAMESON...
THERE'S BETTY BRANT! I HOPE SHE'S DECIDED TO BE FRIENDLY WITH ME AGAIN!
HI, BETTY! LONG TIME NO SEE!

OH! SHE'S WITH ANOTHER FELLA!!
HELLO, PETER! I... I'M GLAD TO SEE YOU!
I'D LIKE YOU TO MEET A FRIEND OF MINE!

THIS IS NED LEEDS! HE'S A REPORTER FOR THE DAILY BUGLE! NED, THIS IS PETER PARKER, THE BOY I TOLD YOU ABOUT!
PLEASED TO MEET YOU, LEEDS!
SAME HERE, PARKER!

WELL, I'VE GOT TO GET BACK TO THE CITY DESK NOW! GLAD TO HAVE MET YOU!
SO LONG, NED!
SEE YOU AROUND!

PETER, I... I DON'T KNOW HOW TO EXPLAIN! I'VE BEEN SEEING QUITE A BIT OF NED...
NOTHING TO EXPLAIN, BETTY! HE SEEMS TO BE A NICE GUY! WHY SHOULDN'T YOU SEE HIM?

YOU'RE ALWAYS SO UNDERSTANDING, PETER! AND I FEEL I'VE TREATED YOU SO...
FORGET IT, BETTY... EXCUSE ME... HERE COMES MR. JAMESON!

HE SEEMS SO CHANGED ALL OF A SUDDEN! HE SEEMS TO HAVE NEW CONFIDENCE IN HIMSELF! I WONDER... CAN HE HAVE FOUND SOMEONE ELSE??

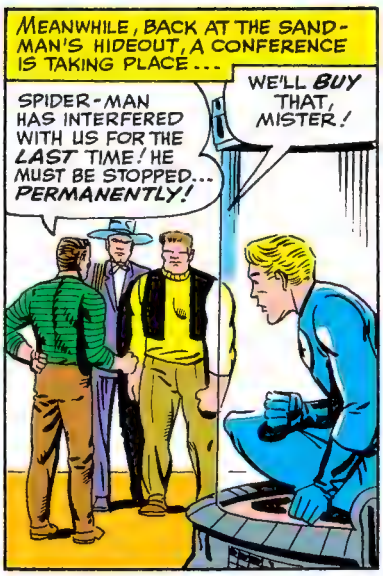
MEANWHILE...
MR. JAMESON, I WONDER IF YOU'D MIND...?
SHUDDUP! GO AWAY! OF COURSE I MIND!
I'VE GOT THE NEW GALLEYS FOR YOU TO OKAY!

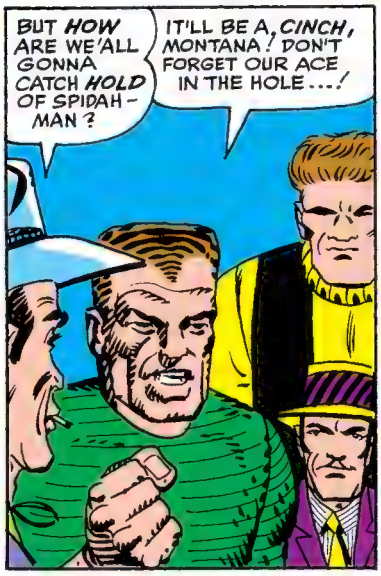
DON'T WASTE MY TIME WITH THAT JUNK! CAN'T ANYONE THINK FOR HIMSELF HERE?? AM I SURROUNDED BY INCOMPETENTS!?!
LOOKS LIKE STONE FACE IS BACK TO NORMAL AGAIN, HUH?
YEP! I KNEW HIS GOOD MOOD COULDN'T LAST!

MR. JAMESON...?
PARKER! WHAT IS IT, YOU PEST? HAVE YOU ANY NEW PHOTOS FOR ME??
WELL, NO SIR, BUT...
I'VE NO TIME FOR BUTS!!

STAY OUT OF MY WAY UNLESS YOU HAVE SOME PHOTOS FOR ME! I HAVEN'T TIME TO WASTE ON EVERY TEEN-AGE NOBODY WHO COMES ALONG!
WHEW!
SLAM!

I JUST WANTED TO TELL HIM THAT I'D SEEN THE ENFORCERS, AND ASK IF HE WAS INTERESTED IN PIX OF THEM!!
OH, WELL...I'LL TRY TO GET SOME PHOTOS OF THEM ANYWAY!

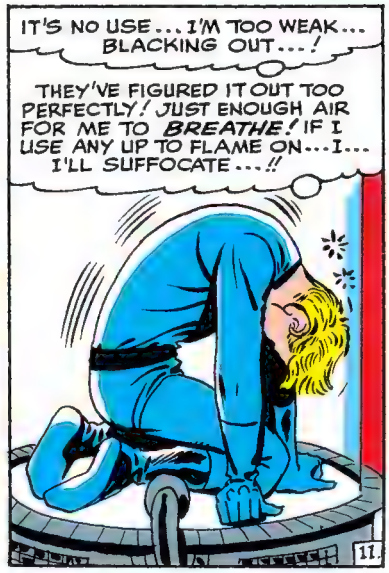

MEANWHILE, BACK AT THE SANDMAN'S HIDEOUT, A CONFERENCE IS TAKING PLACE...
SPIDER-MAN HAS INTERFERED WITH US FOR THE LAST TIME! HE MUST BE STOPPED... PERMANENTLY!
WE'LL BUY THAT, MISTER!

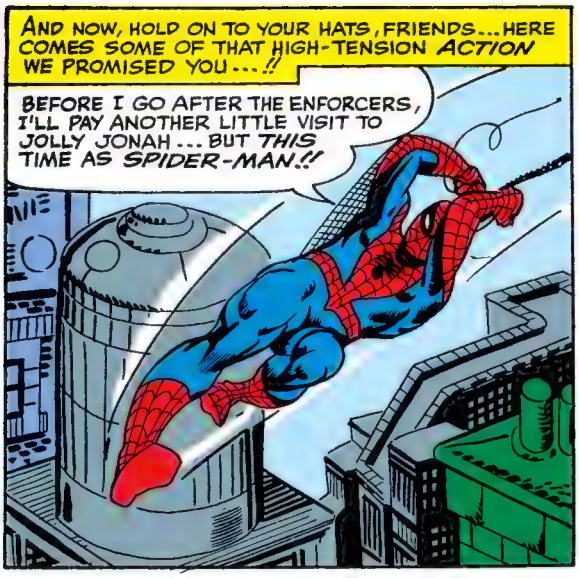

BUT HOW ARE WE'ALL GONNA CATCH HOLD OF SPIDAH-MAN?
IT'LL BE A CINCH, MONTANA! DON'T FORGET OUR ACE IN THE HOLE...!

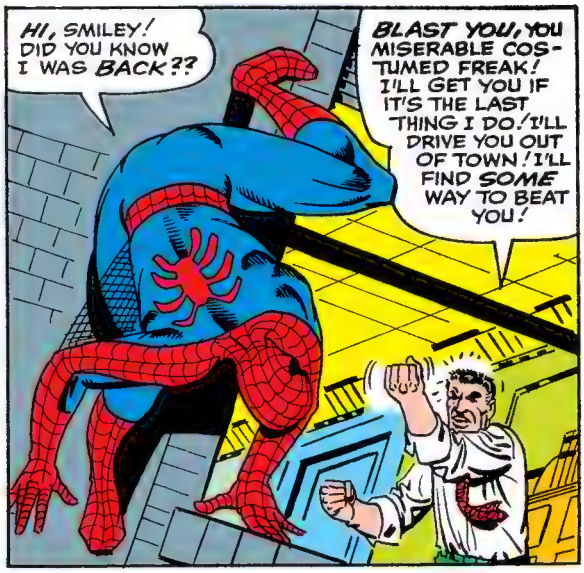
WE'VE GOT THE PERFECT BAIT FOR OUR TRAP... HIS BRATTY PAL... THE HUMAN TORCH!
YOU'RE A FOOL, SANDMAN! SPIDER-MAN IS NO PAL OF MINE!

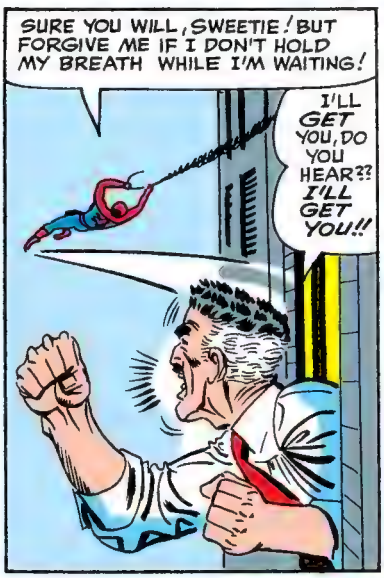
NO? WELL, WE'LL SEE ABOUT THAT!
IF ONLY I HAD MORE AIR!--- ENOUGH TO LET ME FLAME ON...!

I'VE TRIED EVERYTHING! IF I COULD EVEN GET ENOUGH FLAME ON ONE FINGER TO BURN THROUGH THIS GLASS..!

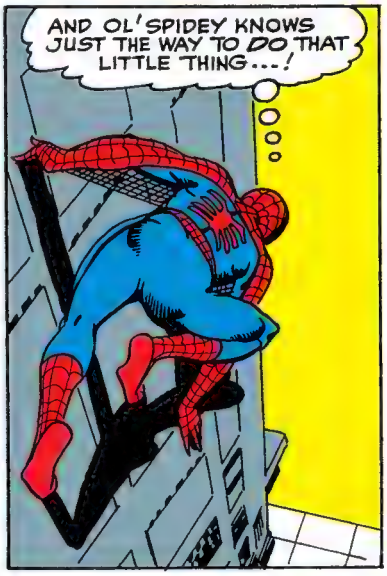

IT'S NO USE... I'M TOO WEAK... BLACKING OUT...!
THEY'VE FIGURED IT OUT TOO PERFECTLY! JUST ENOUGH AIR FOR ME TO BREATHE! IF I USE ANY UP TO FLAME ON...I... I'LL SUFFOCATE...!!


AND NOW, HOLD ON TO YOUR HATS, FRIENDS... HERE COMES SOME OF THAT HIGH-TENSION ACTION WE PROMISED YOU...!!
BEFORE I GO AFTER THE ENFORCERS, I'LL PAY ANOTHER LITTLE VISIT TO JOLLY JONAH... BUT THIS TIME AS SPIDER-MAN!!


HI, SMILEY! DID YOU KNOW I WAS BACK??
BLAST YOU, YOU MISERABLE COSTUMED FREAK! I'LL GET YOU IF IT'S THE LAST THING I DO! I'LL DRIVE YOU OUT OF TOWN! I'LL FIND SOME WAY TO BEAT YOU!


SURE YOU WILL, SWEETIE! BUT FORGIVE ME IF I DON'T HOLD MY BREATH WHILE I'M WAITING!
I'LL GET YOU, DO YOU HEAR?? I'LL GET YOU!!

SOMETIMES I SUSPECT THAT MAN JUST DOESN'T LIKE ME!
WELL, I'D BETTER GET DOWN TO BUSINESS NOW! FIRST, I'VE GOT TO FIND THE ENFORCERS...

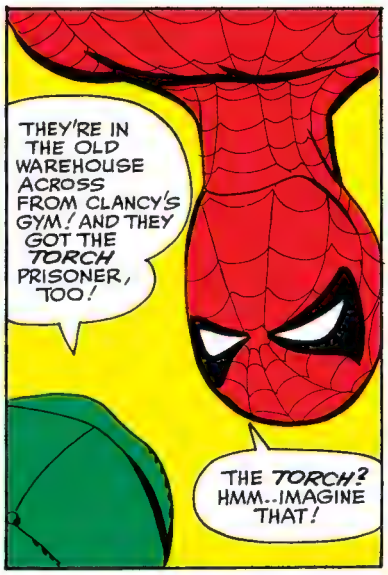

AND OL' SPIDEY KNOWS JUST THE WAY TO DO THAT LITTLE THING...!

AFTER A HALF HOUR OF PATIENT, SILENT WAITING...
AH! HERE COMES MY LITTLE PIGEON NOW!

WHULP...!!

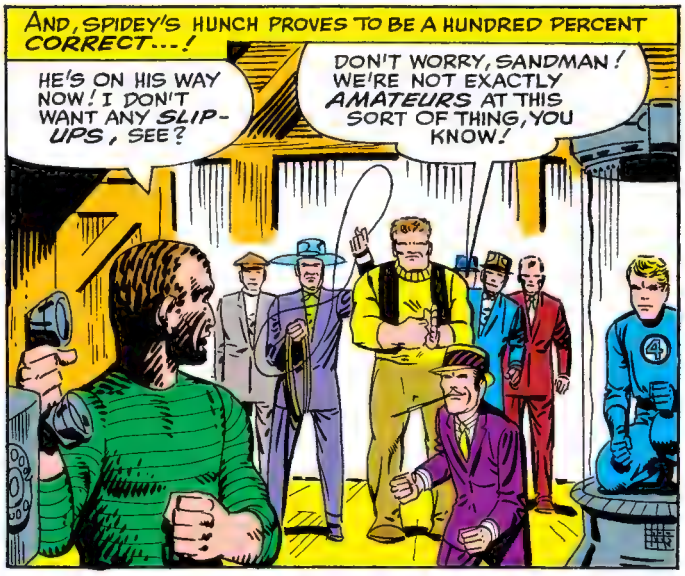
S-SPIDER-MAN! WHA... WHAT DO YOU WANT FROM ME??
JUST A LITTLE INFORMATION, LOUIE! THE KIND A STOOLIE LIKE YOU IS SURE TO HAVE!

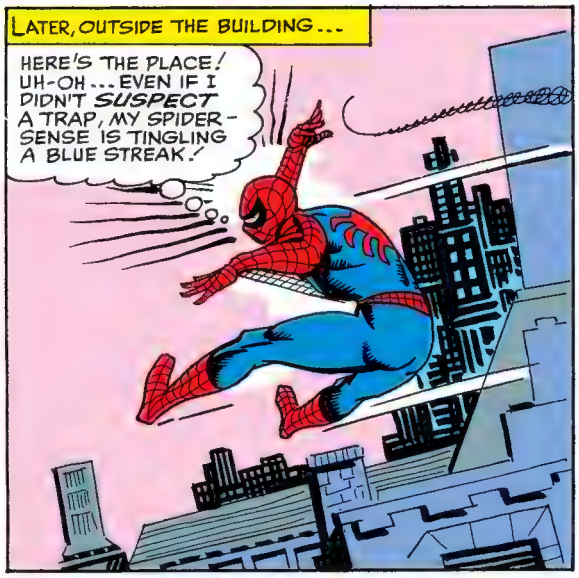
I KNOW THAT SANDMAN AND THE ENFORCERS ARE BACK IN TOWN! WHERE ARE THEY HOLED UP? TALK, YOU WEASEL!
S-SURE! I'LL TELL YA! IT'S NO SECRET! ALL THE MOB KNOWS ABOUT 'EM!

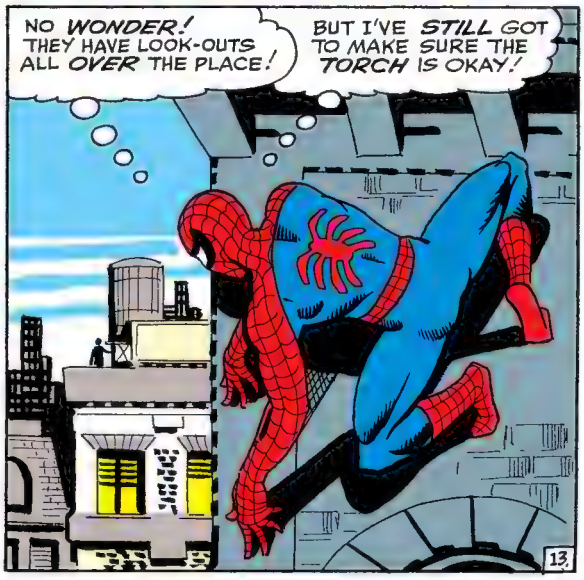

THEY'RE IN THE OLD WAREHOUSE ACROSS FROM CLANCY'S GYM! AND THEY GOT THE TORCH PRISONER, TOO!
THE TORCH? HMM..IMAGINE THAT!

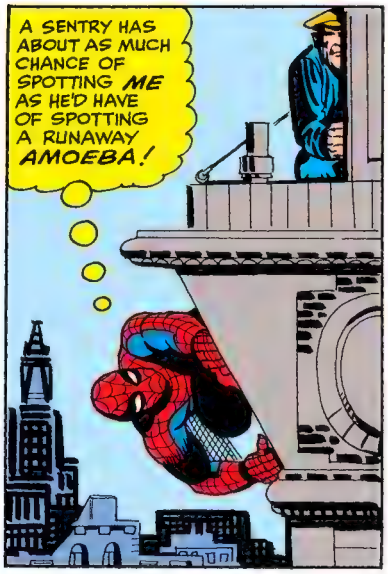
HE'S AFTER 'EM! I GOTTA GET TO A PHONE AND WARN SANDMAN FAST!!

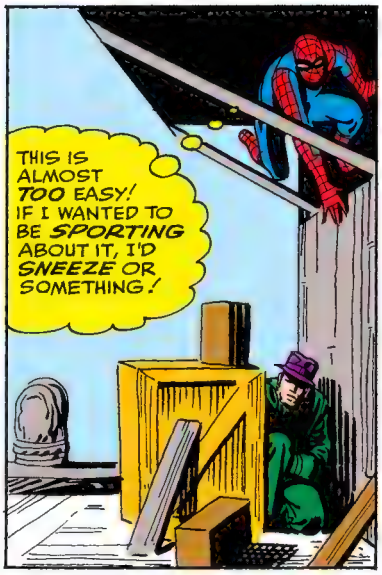
LOUIE TALKED TOO FAST... TOO EASY! I SMELL A RAT!
THEY PROBABLY WANT ME TO FIND THEM... THEY'RE WAITING FOR ME! IT'S A TRAP!


AND, SPIDEY'S HUNCH PROVES TO BE A HUNDRED PERCENT CORRECT...!
HE'S ON HIS WAY NOW! I DON'T WANT ANY SLIP-UPS, SEE?
DON'T WORRY, SANDMAN! WE'RE NOT EXACTLY AMATEURS AT THIS SORT OF THING, YOU KNOW!

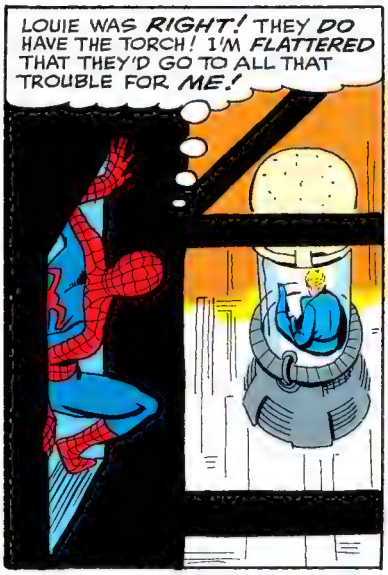

LATER, OUTSIDE THE BUILDING...
HERE'S THE PLACE! UH-OH... EVEN IF I DIDN'T SUSPECT A TRAP, MY SPIDER-SENSE IS TINGLING A BLUE STREAK!

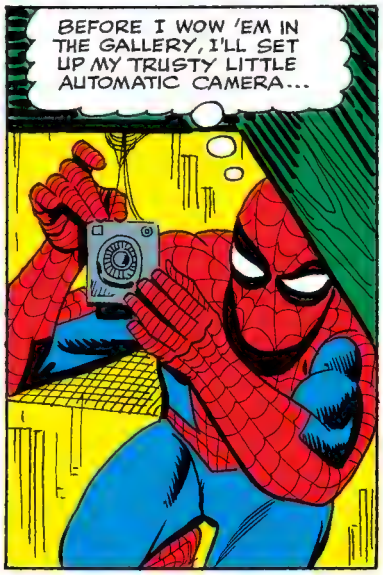

NO WONDER! THEY HAVE LOOK-OUTS ALL OVER THE PLACE!
BUT I'VE STILL GOT TO MAKE SURE THE TORCH IS OKAY!


A SENTRY HAS ABOUT AS MUCH CHANCE OF SPOTTING ME AS HE'D HAVE OF SPOTTING A RUNAWAY AMOEBA!


THIS IS ALMOST TOO EASY! IF I WANTED TO BE SPORTING ABOUT IT, I'D SNEEZE OR SOMETHING!

THIS "LOOK OUT" JAZZ IS A WASTE OF TIME! THAT WEB-HEAD WOULD NEVER DARE COME HERE!
NOW THERE'S A PROFOUND OBSERVATION!

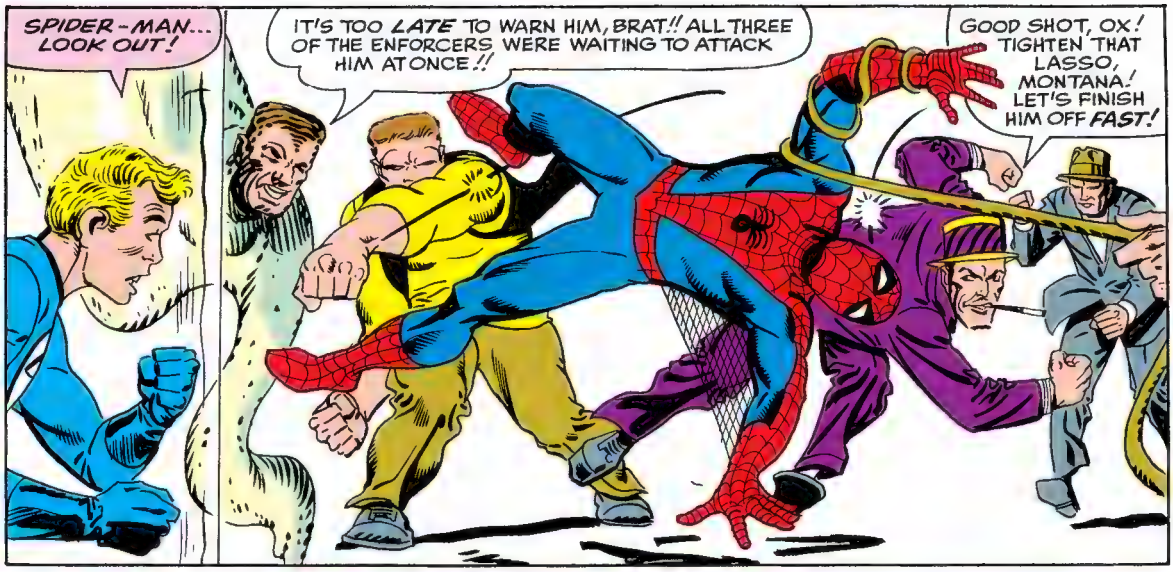

LOUIE WAS RIGHT! THEY DO HAVE THE TORCH! I'M FLATTERED THAT THEY'D GO TO ALL THAT TROUBLE FOR ME!


BEFORE I WOW 'EM IN THE GALLERY, I'LL SET UP MY TRUSTY LITTLE AUTOMATIC CAMERA...

AND NOW...
...IT SHOULD BE A BREEZE TO SMASH THAT TANK WITH MY SPIDER-STRENGTH!

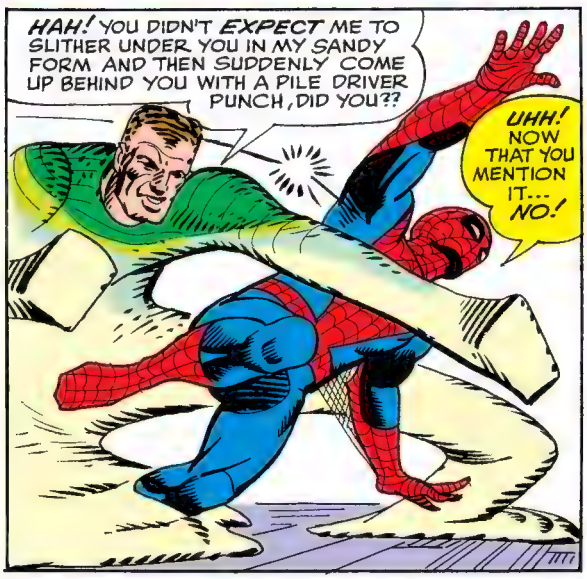
WHA...? THE SAND-MAN!!
YOU DIDN'T THINK I'D LEAVE THE TORCH UNGUARDED, DID YOU??

YOU'RE A TRICKY OLD GEEZER, SANDY... BUT I CAN STILL FLIP THROUGH YOU BEFORE YOU CAN HARDEN YOUR BODY!
A FAT LOT OF GOOD IT'LL DO YOU!! GET 'IM, BOYS!!

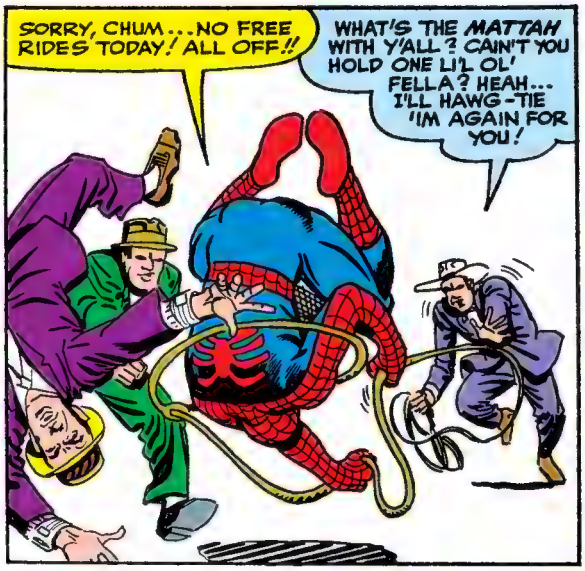

SPIDER-MAN... LOOK OUT!
IT'S TOO LATE TO WARN HIM, BRAT!! ALL THREE OF THE ENFORCERS WERE WAITING TO ATTACK HIM AT ONCE!!
GOOD SHOT, OX! TIGHTEN THAT LASSO, MONTANA! LET'S FINISH HIM OFF FAST!

BUT, BEFORE MONTANA CAN SECURE THE LARIAT AROUND HIS ELUSIVE FOE...
YOU'VE GOT TO BE FASTER THAN THAT, BOYS! YOU'RE IN THE BIG LEAGUE, NOW!

JUST BECAUSE THE OX KNOCKED ME OFF-BALANCE WITH ONE LUCKY PUNCH DOESN'T MEAN IT'S TIME TO PLAY HEARTS AND FLOWERS FOR ME!
I HOPE I'M MAKING MYSELF CLEAR, GENTS!


HAH! YOU DIDN'T EXPECT ME TO SLITHER UNDER YOU IN MY SANDY FORM AND THEN SUDDENLY COME UP BEHIND YOU WITH A PILE DRIVER PUNCH, DID YOU??
UHH! NOW THAT YOU MENTION IT... NO!

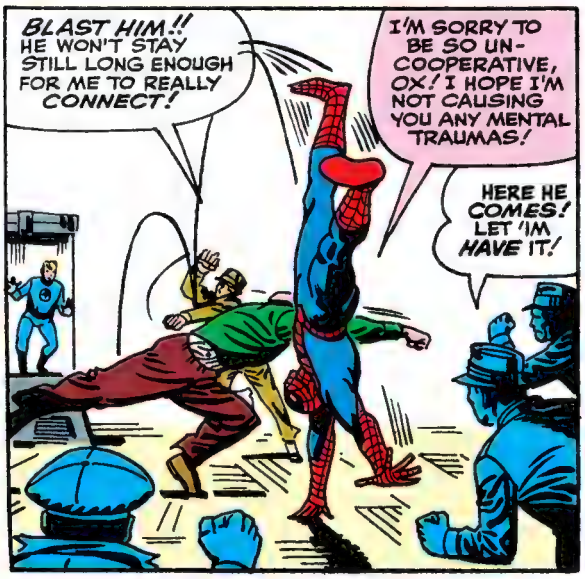
BUT YOU DIDN'T THINK ONE PUNCH COULD ROCK ME, DID YOU?
WHILE YOU'RE CONSIDERING YOUR ANSWER, HERE'S A LITTLE WEB SPRAY TO KEEP YOU OCCUPIED!


SORRY, CHUM...NO FREE RIDES TODAY! ALL OFF!!
WHAT'S THE MATTAH WITH Y'ALL? CAIN'T YOU HOLD ONE LI'L OL' FELLA? HEAH... I'LL HAWG-TIE 'IM AGAIN FOR YOU!

MONTANA, IN CASE NOBODY EVER TOLD YOU, THERE'S A BIG DIFFERENCE BETWEEN TOSSIN' A LASSO OVER SOMEONE, AND MAKING IT STICK! MAYBE YOU OUGHTTA TRY USING A NET FOR A WHILE!
NOW'S OUR CHANCE! GET 'IM!!

IT'S YOUR CHANCE, ALL RIGHT...YOUR CHANCE TO SERVE AS A GENUINE SPIDEY PUNCHING BAG!
SO, THANKS A HEAP!

KEEP AFTER HIM, OX! HE CAN'T MAINTAIN THAT PACE FOREVER! GET HIM NOW, WHILE I HAVE HIM OFF-BALANCE!
I SURE AIM TO DO THAT LITTLE THING!


BLAST HIM!! HE WON'T STAY STILL LONG ENOUGH FOR ME TO REALLY CONNECT!
I'M SORRY TO BE SO UN-COOPERATIVE, OX! I HOPE I'M NOT CAUSING YOU ANY MENTAL TRAUMAS!
HERE HE COMES! LET 'IM HAVE IT!

DON'T KID YOUR-SELVES! YOU GUYS HAVE NOTHING TO GIVE!

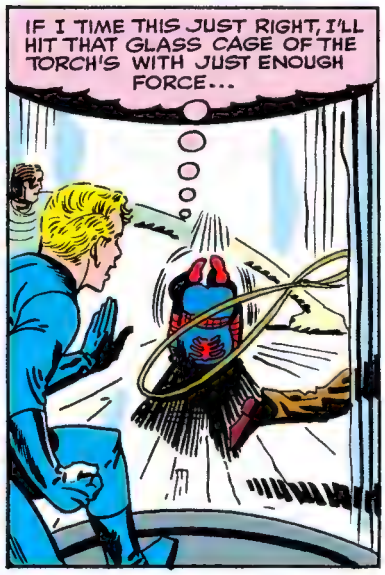
AND, AS FOR YOU, OX, I'M GETTING A LITTLE TIRED OF YOU TAKING SWIPES AT ME!

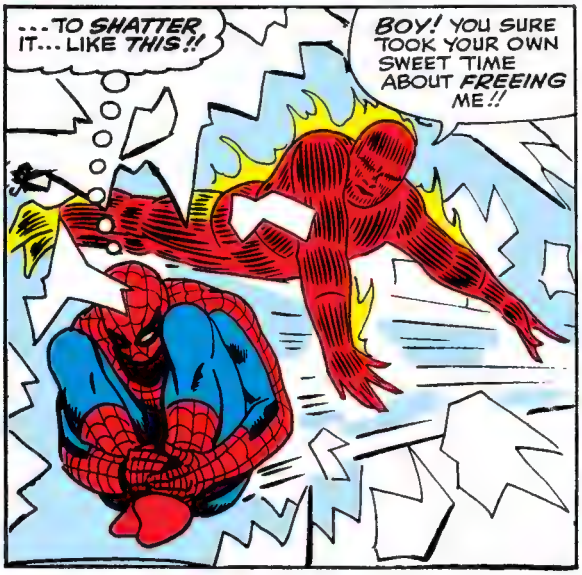
SO, I FIGURE IT'S TIME FOR ME TO GET MY LICKS IN NOW!
ALTHOUGH THERE IS ONE THING I'M GRATEFUL TO YOU FOR...

USUALLY I HAVE TO PULL MY PUNCHES WITH OTHER GUYS... BUT WITH YOU, I CAN REALLY LET MYSELF GO!...AHHH, THAT WAS LIKE A SYMPHONY!!

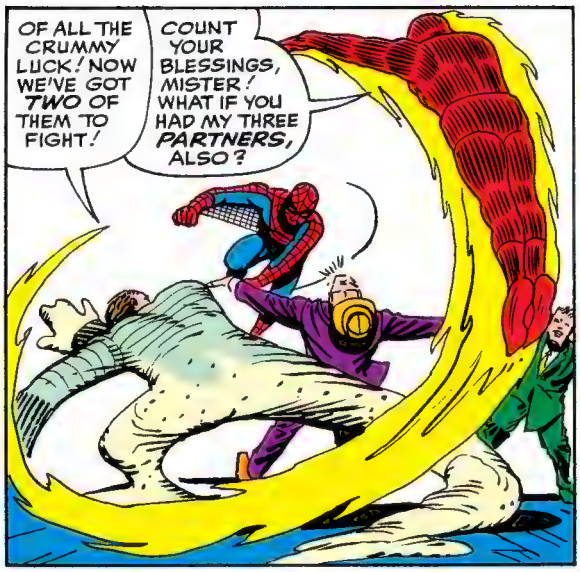
SANDMAN!! DON'T YOU EVER GIVE UP??
WHUMP!

WHEW!...EVEN WITH MY SPIDER-STRENGTH I'M STILL STARTING TO GET BUSHED! BUT, THERE'S ONE WAY I CAN GET A LITTLE REST...


IF I TIME THIS JUST RIGHT, I'LL HIT THAT GLASS CAGE OF THE TORCH'S WITH JUST ENOUGH FORCE...

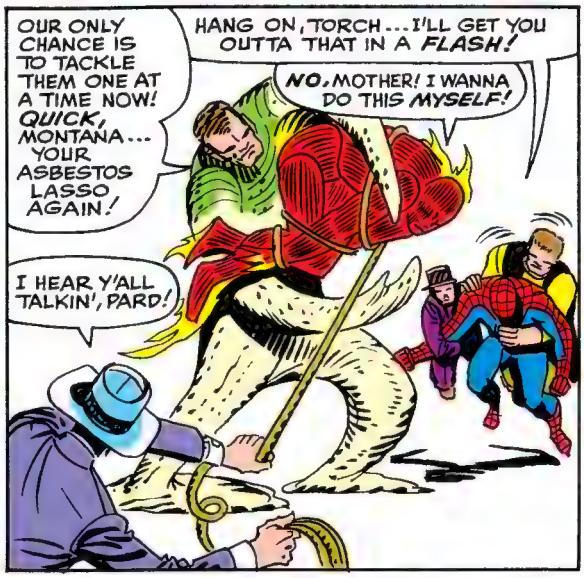

...TO SHATTER IT...LIKE THIS!!
BOY! YOU SURE TOOK YOUR OWN SWEET TIME ABOUT FREEING ME!!

THAT'S GRATITUDE FOR YOU! SOME GUYS ARE NEVER SATISFIED!
I WAS BEGINNING TO THINK YOU WANTED TO HOG THE WHOLE FIGHT FOR YOURSELF!

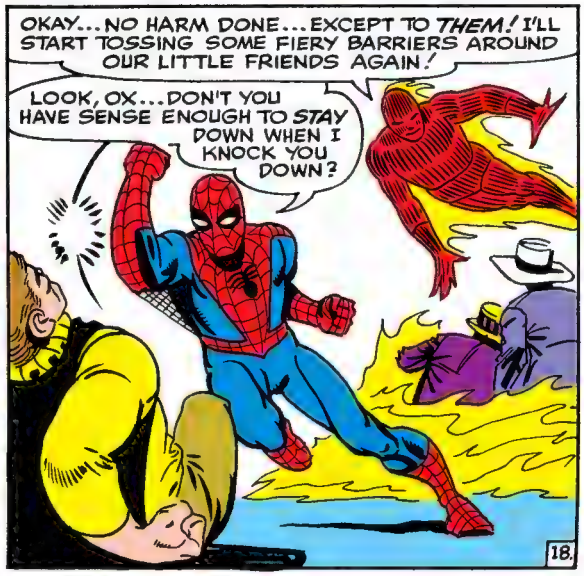

OF ALL THE CRUMMY LUCK! NOW WE'VE GOT TWO OF THEM TO FIGHT!
COUNT YOUR BLESSINGS, MISTER! WHAT IF YOU HAD MY THREE PARTNERS, ALSO?

HEY, WEB-HEAD! SEE WHAT YOU CAN DO ABOUT THAT CHEMICAL FOAM SPRAY, HUH?
SURE! ANYTHING FOR AN OL' HUMAN MATCH-STICK!

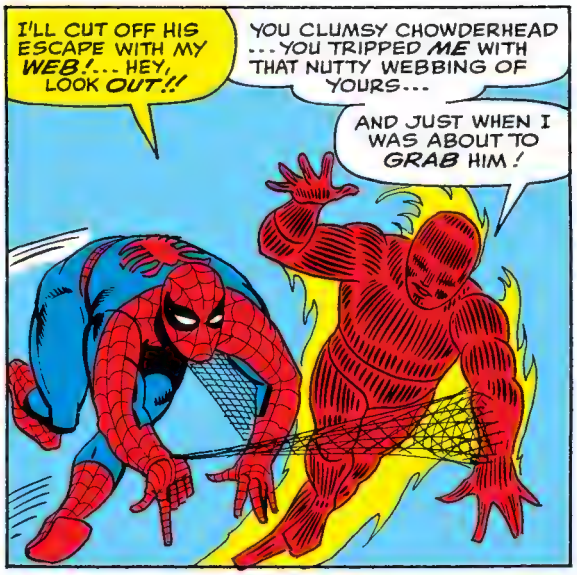
HERE, I'LL ROUND 'EM UP FOR YOU WHILE YOU SLAP YOUR WEBBING OVER 'EM!
HEY, Y'KNOW SOMETHING? I HATE TO SAY IT, BUT WE MAKE A PRETTY GOOD TEAM!
BITE YOUR TONGUE, HOTHEAD!


OUR ONLY CHANCE IS TO TACKLE THEM ONE AT A TIME NOW! QUICK, MONTANA... YOUR ASBESTOS LASSO AGAIN!
HANG ON, TORCH... I'LL GET YOU OUTTA THAT IN A FLASH!
NO, MOTHER! I WANNA DO THIS MYSELF!
I HEAR Y'ALL TALKIN', PARD!

SORRY, CHUM! I WAS GOIN' TOO FAST TO STOP!

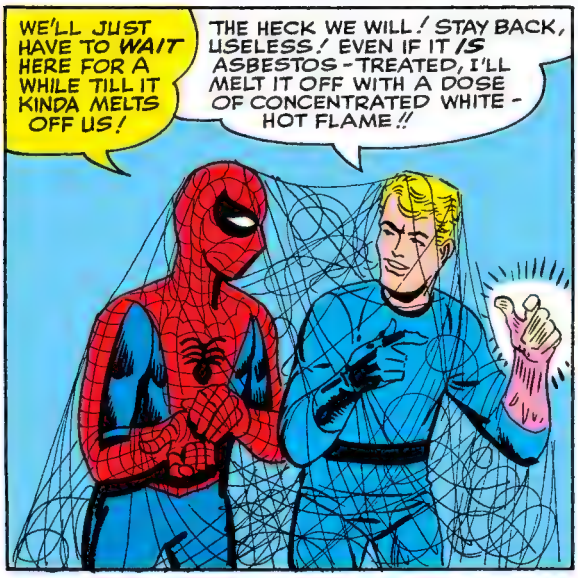

OKAY... NO HARM DONE... EXCEPT TO THEM! I'LL START TOSSING SOME FIERY BARRIERS AROUND OUR LITTLE FRIENDS AGAIN!
LOOK, OX... DON'T YOU HAVE SENSE ENOUGH TO STAY DOWN WHEN I KNOCK YOU DOWN?

WELL, I GUESS THAT WRAPS 'EM UP FOR NOW!
ALL EXCEPT SANDMAN! HE'S TRYING TO GET AWAY!!
YOU WON BY DUMB LUCK... BUT YOU'LL NEVER GET ME!


I'LL CUT OFF HIS ESCAPE WITH MY WEB!... HEY, LOOK OUT!!
YOU CLUMSY CHOWDERHEAD ...YOU TRIPPED ME WITH THAT NUTTY WEBBING OF YOURS...
AND JUST WHEN I WAS ABOUT TO GRAB HIM!

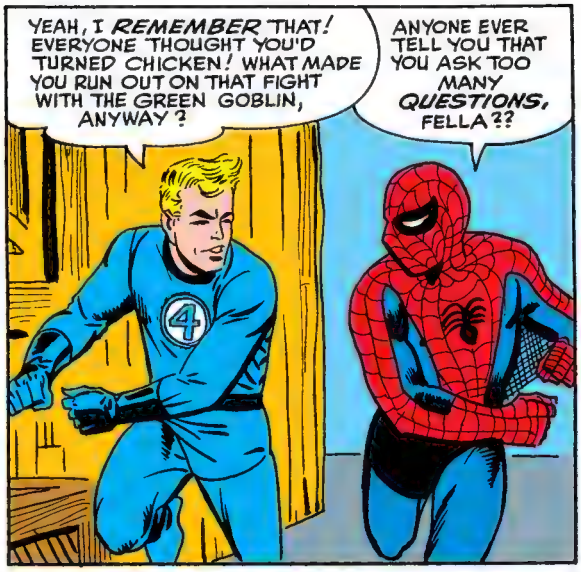
QUIT FLYING AROUND, YOU LAMEBRAIN!! WE'RE GETTING ALL TANGLED UP!!
WELL, STOP SHOOTING OUT THAT WEBBING, YOU COSTUMED CLOWN! I CAN'T SEE WHERE I'M GOIN'!!

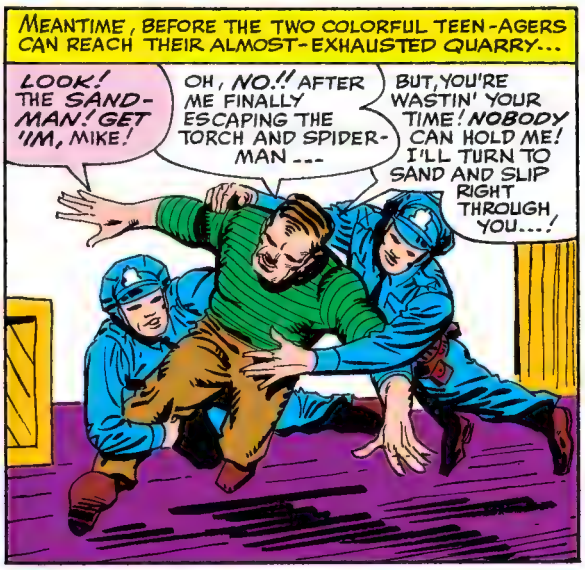
THE ONLY WAY TO STRAIGHTEN THIS OUT IS FOR ME TO FLAME OFF! HEY... NOW WHAT ARE YOU DOIN'??
TRYING TO RIP MY WEB APART!! BUT, I KNEW I WAS WASTING MY TIME... IT'S TOO STRONG!


WE'LL JUST HAVE TO WAIT HERE FOR A WHILE TILL IT KINDA MELTS OFF US!
THE HECK WE WILL! STAY BACK, USELESS! EVEN IF IT IS ASBESTOS-TREATED, I'LL MELT IT OFF WITH A DOSE OF CONCENTRATED WHITE-HOT FLAME!!

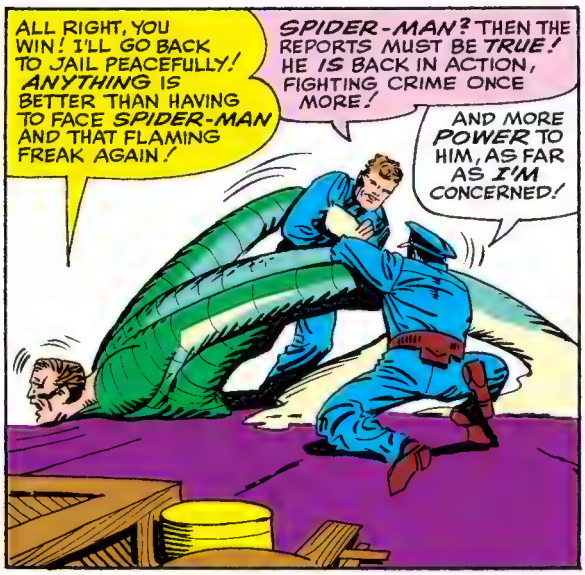
HEY, NOT BAD, TORCHY! WHY DIDN'T YOU GET OUT OF THAT GLASS CAGE OF YOURS THE SAME WAY!?
BECAUSE THERE WASN'T ENOUGH OXYGEN IN THERE FOR ME TO IGNITE MYSELF! BUT, IF I'VE GOT ENOUGH AIR, NOTHING CAN STOP ME!

AND, IT LOOKS LIKE NOTHING STOPPED SANDMAN, EITHER! HE SEEMS TO HAVE GOTTEN AWAY!
NUTS! HE'S THE ONE I WAS MOST ANXIOUS TO GET... AFTER THE HARD TIME HE GAVE ME LAST MONTH!

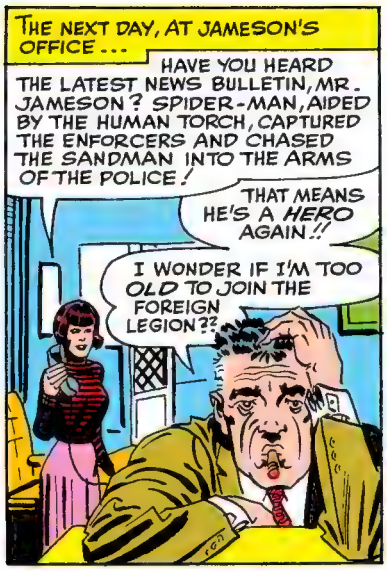

YEAH, I REMEMBER THAT! EVERYONE THOUGHT YOU'D TURNED CHICKEN! WHAT MADE YOU RUN OUT ON THAT FIGHT WITH THE GREEN GOBLIN, ANYWAY?
ANYONE EVER TELL YOU THAT YOU ASK TOO MANY QUESTIONS, FELLA??


MEANTIME, BEFORE THE TWO COLORFUL TEEN-AGERS CAN REACH THEIR ALMOST-EXHAUSTED QUARRY...
LOOK! THE SAND-MAN! GET 'IM, MIKE!
OH, NO!! AFTER ME FINALLY ESCAPING THE TORCH AND SPIDER-MAN ---
BUT, YOU'RE WASTIN' YOUR TIME! NOBODY CAN HOLD ME! I'LL TURN TO SAND AND SLIP RIGHT THROUGH YOU...!

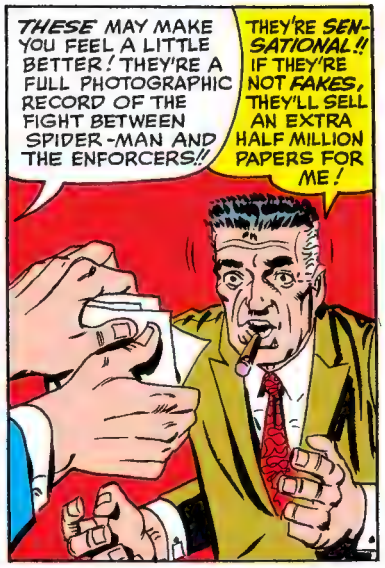
NOT THIS TIME, MISTER! WE'LL HANG ONTO YOU EVEN IF WE HAVE TO SCOOP YOU UP WITH A PAIL AND SHOVEL!!
IT'S NO USE! I'M TOO TIRED! CAN'T MAKE THE EFFORT... TOO MUCH OF A STRAIN... MIGHT AS WELL SURRENDER!
WE'VE GOT HIM! HE CAN'T GET AWAY!


ALL RIGHT, YOU WIN! I'LL GO BACK TO JAIL PEACEFULLY! ANYTHING IS BETTER THAN HAVING TO FACE SPIDER-MAN AND THAT FLAMING FREAK AGAIN!
SPIDER-MAN? THEN THE REPORTS MUST BE TRUE! HE IS BACK IN ACTION, FIGHTING CRIME ONCE MORE!
AND MORE POWER TO HIM, AS FAR AS I'M CONCERNED!

WELL, IT LOOKS AS THOUGH THE POLICE HAVE THINGS WELL IN HAND! NOTHING MORE FOR US TO DO!
THERE'S STILL ONE THING... THE THING YOU ALWAYS DO! YOU'LL TRY TO GET ALL THE CREDIT, WHILE I TAKE A POWDER! SO LONG, JUNIOR!


THE NEXT DAY, AT JAMESON'S OFFICE ...
HAVE YOU HEARD THE LATEST NEWS BULLETIN, MR. JAMESON? SPIDER-MAN, AIDED BY THE HUMAN TORCH, CAPTURED THE ENFORCERS AND CHASED THE SANDMAN INTO THE ARMS OF THE POLICE!
THAT MEANS HE'S A HERO AGAIN!!
I WONDER IF I'M TOO OLD TO JOIN THE FOREIGN LEGION??

HOW DID IT HAPPEN? JUST A SHORT TIME AGO SPIDER-MAN WAS PUBLIC HEEL #1! EVERYONE CALLED HIM A YELLOW COWARD! AND NOW... HE'S MORE GLAMOROUS THAN EVER! HOW? HOW??
MR. JAMESON! I'VE GOT SOMETHING TO SHOW YOU...!

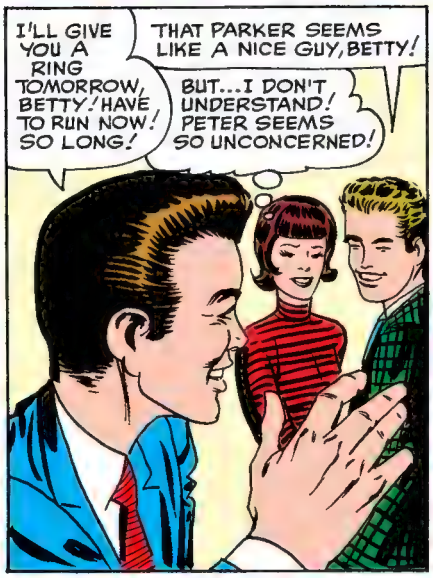

THESE MAY MAKE YOU FEEL A LITTLE BETTER! THEY'RE A FULL PHOTOGRAPHIC RECORD OF THE FIGHT BETWEEN SPIDER-MAN AND THE ENFORCERS!!
THEY'RE SENSATIONAL!! IF THEY'RE NOT FAKES, THEY'LL SELL AN EXTRA HALF MILLION PAPERS FOR ME!

I CAN GUARANTEE THAT THEY'RE NOT FAKES!
I HATE LETTING THE OLD PIRATE HAVE THEM, BUT I CAN USE THE DOUGH!
I DON'T KNOW HOW YOU GOT THEM... AND I DON'T CARE! I'LL BUY THEM ALL!

THIS IS A REAL HAPPY ENDING! EVEN JAMESON FEELS GOOD NOW
SAY, BETTY, HOW ABOUT HAVING A SODA WITH ME TO CELEBRATE MY FIRST DAY BACK ON THE JOB?
OH, I'M SORRY, PETER! I'VE GOT A DATE WITH NED TONIGHT!

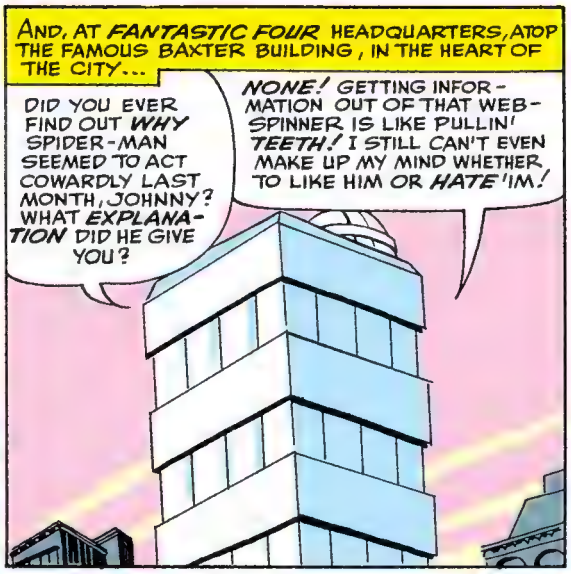
THAT SO? WELL, THEN, MAYBE I'LL SEE YOU TOMORROW, HUH?
SURE, PETER! THAT WOULD BE FINE!

HELLO, PETER! HOW'S IT GOING, FELLA?
JUST FINE, NED! THINGS COULDN'T BE BETTER! HAVE A NICE TIME TONIGHT, YOU TWO!
THANKS! WE'LL DO OUR BEST!


I'LL GIVE YOU A RING TOMORROW, BETTY! HAVE TO RUN NOW! SO LONG!
THAT PARKER SEEMS LIKE A NICE GUY, BETTY!
BUT... I DON'T UNDERSTAND! PETER SEEMS SO UNCONCERNED!

I SECRETLY HOPED HE'D BE A LITTLE JEALOUS! BUT... HE DOESN'T SEEM TO CARE! HAVE I... REALLY LOST HIM??

LATER, AS THE NEXT EDITION GOES ON SALE...
JONAH JAMESON DID IT AGAIN! AN EXCLUSIVE SET OF PHOTOS SHOWING SPIDER-MAN IN ACTION!
BUT, JUST THE OTHER DAY HE WAS CALLING SPIDEY A FRAUD!
DON'T YOU UNDERSTAND PUBLICITY? HE JUST DID IT TO GET PEOPLE INTERESTED! THEN HE PULLS OFF A STUNT LIKE THIS! I'LL BET THEY'RE BOTH IN CAHOOTS!
I WOULDN'T BE AT ALL SURPRISED!


AND, AT FANTASTIC FOUR HEADQUARTERS, ATOP THE FAMOUS BAXTER BUILDING, IN THE HEART OF THE CITY...
DID YOU EVER FIND OUT WHY SPIDER-MAN SEEMED TO ACT COWARDLY LAST MONTH, JOHNNY? WHAT EXPLANATION DID HE GIVE YOU?
NONE! GETTING INFORMATION OUT OF THAT WEB-SPINNER IS LIKE PULLIN' TEETH! I STILL CAN'T EVEN MAKE UP MY MIND WHETHER TO LIKE HIM OR HATE 'IM!

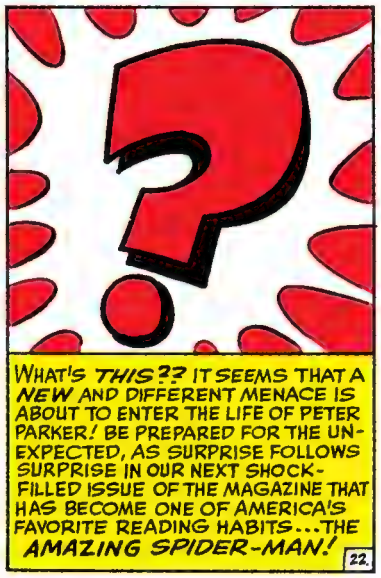
WHILE, OUTSIDE MIDTOWN HIGH SCHOOL, AT 3:00 P.M....
SO LONG, PETEY!
SEE YOU TOMORROW, LIZ!
"PETEY"! HE'S THE ONE!

SLOWLY, AT A SAFE DISTANCE, THE SILENT STRANGER FOLLOWS THE UNSUSPECTING TEEN-AGER...
IT'S GREAT TO HAVE THINGS BACK TO NORMAL AGAIN! I HAVEN'T A WORRY IN THE WORLD NOW!

HMM! HE TURNED OUT THE LIGHTS SOME TIME AGO! I GUESS IT'S SAFE TO PHONE AND CHECK IN NOW!

ALL RIGHT! NOW GET BACK TO YOUR POST UNTIL YOU'RE RELIEVED! I WANT HIM UNDER SURVEILLANCE EVERY MINUTE!

I'VE GOT TO KNOW FOR CERTAIN! AND THEN... WHEN I'M SURE... I'LL ACT!


?
WHAT'S THIS?? IT SEEMS THAT A NEW AND DIFFERENT MENACE IS ABOUT TO ENTER THE LIFE OF PETER PARKER! BE PREPARED FOR THE UNEXPECTED, AS SURPRISE FOLLOWS SURPRISE IN OUR NEXT SHOCK-FILLED ISSUE OF THE MAGAZINE THAT HAS BECOME ONE OF AMERICA'S FAVORITE READING HABITS...THE AMAZING SPIDER-MAN!

SPIDER'S WEB

Dear Stan and Steve,

Congratulations on your wonderful character, the AMAZING SPIDER-MAN. In 25 years of comic book reading I have never seen or read a better comic. All five of my children agree with me on this. My children have introduced their friends to Spider-Man as well.

Mrs. Mary McCluskey, P.O. Box 432
Westwood, Calif.

That's fine with us, Mrs. McC! But, in our greedy little way, we kinda hope that you, your five children, and their many friends aren't all reading the same copy!

Dear Stan and Steve,

I had to write and let you know my ideas about the Marvel Comics Group. Generally speaking, they're all excellent. However, I do have a few complaints. Why do you insist on burying Don Heck in TALES OF SUSPENSE each month? He does Giant-Man better than anyone else in the Marvel bullpen. I think he's your best all around artist, and he does the least work of any of them. Sure, he does Iron Man magnificently, but that's the only work he does all month. Please led him at least ink the work of your other artists. I also want to complain about the strength you've been giving the Hulk lately. I mean Spider-Man should have at least staggered the Hulk when he hit him like he did in issue #14. Surely the Hulk can't be that great. Pretty soon you'll be making the jolly green giant invulnerable which would be unthinkable! Kraven the Hunter was a wonderful villain even if he did fight dirty!

Joseph Sharkey, 3547 Rosalia Ave.
Pittsburgh, Pa.

Well, Joey, first things first! Dimpled Donny Heck is now drawing *The Avengers* each and every month, in addition to *Iron Man!* How's that for service? As for the Hulk's strength, don't blame *us!* Write a scathing letter to those nasty ol' gamma rays of Bruce Banner's! Glad you liked cuddly Kraven, even if you didn't like the way he fought! (Although Spidy liked how he fought—because he *lost!*)

Dear Stan and Steve,

I'm a Marvel Comics fan and can't resist anything written by Stan Lee! I'm not writing this about Spider-Man, but rather to say that I just saw a copy of Stan's "MONSTERS TO LAUGH WITH!" and think it's grand! But you should have told us about it. All Marvel fans (and that's everybody) will want it. Anyway, thanks for such a great mag.

Steven Hall, 3708 Maple Leaf Drive
Bloomington, Indiana

Much obliged, Stevey! But the reason we didn't mention our humorous new monster mag is that it isn't really a comic book. However, for those of you with an extra 25¢ in your jeans, the second hilarious big ish may still be on sale!

Dear Stan and Steve,

Quit trying to break up Pete and Betty. I suppose you are eventually going to break them up and have Pete going steady with Liz Allen. Well, don't do it. Liz is an empty-headed flirt. In issue #12 when Dr. Octopus was using Betty as a hostage, she was unafraid, almost laughing in the face of Spidey's most dangerous enemy. On the other hand in issue #6 when Liz was captured by those two-bit hoods, it proved what a coward she is. Kraven was good but I'm getting tired of all these off-beat villains. Bring back the old standby villains like the Vulture, Sandman, and Dr. Octopus. The Sandman is due for another appearance. Over all, your latest story was very good.

George Somerville, 412 Spring St.
Harrisville, W. Va.

Thanks, Georgie—but you make the same little mistake so many of our bullpen buddies make! When you refer to our "latest story" in your letter, we have no idea which story you mean! The latest one *you* read may not be the latest one we've got—dig? We'd like all you letter-writin' fiends to mention the ish number instead of just saying the "latest one," because we really *do* wanna know what you're talkin' about! Okay?

Dear Stan and Steve,

Just a belated note to tell you how much I enjoyed issue #15 of SPIDER-MAN. From cover to cover, I was completely enthralled with story and artwork. Kraven the Hunter is superb. How you guys keep coming out with new and original villains each issue is beyond me. The reappearance of the Chameleon was a thrill for people like me who missed him in SPIDER-MAN #1. If I ever miss an issue of your mag I think I'd commit suicide, so your subscription staff (nice Nancy Murphy) will be hearing from me soon! Thanks again to a couple of great guys working hard to give us the best 12¢ value on the stands today. Well, you two must sleep sometime although your mags don't show it, so 'nuff said!

Keith McWalter, 2674 Lindenwood Dr.
Bridgeville, Pa.

"Sleep," Keith boy??! Hey! We *knew* there was something we've been forgettin'!

Dear Stan and Steve,

Someone got my name from a comic book and wrote to me wanting to be penpals. In vital statistics he listed MARVEL as his favorite publishers and the Hulk as his favorite "hero." Forgive my ignorance but I had never heard of either. The first Marvel mag I ever saw was SPIDER-MAN—the issue with the "Return of Dr. Octopus." I only bought it out of curiosity—I thought Doc Ock on the cover was Spider-Man, and heroes that ugly don't raise my blood pressure a point! Glad to learn how much I erred! Since then I have not bought a single other brand of comics, and I don't intend to buy another if Marvel stays as marvelous! Please don't make Sub-Mariner lose his dignity. He reminds me of "The Sheik" in E. M. Halls's book of the same name. If Sue and the Scarlet Witch don't want him, I do!

Kathy Lucas, 201 Conover Dr.
Birmingham 6, Ala.

Okay, Kathy, we gave him your address. So, if you should see a flat-headed kook in trunks flying toward you one day, wave him down! He's great under water, but he's always getting lost when he flies over Alabama!

Dear Stan and Steve,

I am writing this letter in behalf of the Northern Red River Pickled Pepper Pickers' Union in order to protest your unseemly practice of presenting unfavorable publicity for pickled pepper pickers. For the past several issues we have been happy to see you mention pepper pickers, but we are incensed that pepper picking is used only in referring to puny Peter Parker. Not once has Spider-Man picked a pickled pepper! Would Peter Parker be able to handle your great new villain, Kraven the Hunter? Would anyone suggest that Pete take on the Torch's great new villain, the Beetle, the way I am suggesting Spidey should? No! No, no, no, no!! So in anger at your presenting all pickled pepper pickers as thin weaklings we have formed the PPP for PPP in PPPP (Powerfully Proud Party for Preserving Pristine Purity in Pickled Pepper Pickers' Publicity) to protest your handling of pepper pickers and ask that Spider-Man be made to pick a peck

CONTINUED...

of pickled peppers as a matter of simple justice! If this is not done I will feel obliged to write you more letters telling you what a shame it is that such a great magazine should have this unfair thing about pepper pickers.

Richard Tatge, 2401 First Ave. So.
Minneapolis 4, Minn.

No! Don't do it, Dick! We give up! We're not quite sure what it is you want us to do, but you have our unconditional surrender anyway! Spidey may be brave as all get-out, but when it comes to Stan and Steve—forget it!

Dear Stan and Steve,

This letter is for anyone who writes in and asks what happened to Peter's college days. The answer is simple. If Pete were in his senior year of college, he would be at least 21 or 22. If he were in his senior year of high school he would be 17 or 18 which would give him the teenage character that you have built up around him. I think that Steve is having a tough time of it. Besides having Spidey's webs all over the place, he has changed Liz and Betty, and has even made Peter more handsome. If Steve can do all this work, I can keep buying!

Bill Traylor, 2760 Piqua St.
Ashland, Ky.

Listen, Billy boy—if enough of you great guys and gals keep buyin', we'll get Steverino to do even *more* work! Let's see now . . . an artist can probably live on two meals a day instead of three! That'll save an hour a day! And then, if he doesn't take time to shave . . .

Dear Stan and Steve,

I would like to say that your AMAZING SPIDER-MAN is a fine comic, if not the finest comic ever printed. I have been reading comics ever since I have been able to read. I am now 24 years old and am still reading them. I don't care what anyone says—comics let a person dream. It's the only thing that the Russians can't claim they had first! If more people worried about what the parents taught the teenagers and not what kind of comics they read or music they listen to, it would be a much better world. That's why I am saying keep up the good work—you have been doing a fine job. All I have to say is "Bless the comic industry."

Archie L. Mayes, 4609 Artell
Albuquerque, N. Mex.

Archie boy, you're a livin' doll! But who said the Russians didn't invent comics first? Didn't you ever hear of the *Fantastic Fourovitch*—or that ever-popular favorite, *Spider-Manski??*

SPECIAL ANNOUNCEMENTS SECTION:

—Now hear this! We've waited all month to tell you what M.M.M.S. stands for! (And we hope you've been waiting, too!) So, here it is . . . It's the MERRY MARVEL MARCHING SOCIETY—a new club we're forming for all our fans! We're designing membership cards, gimmicks, surprises, and all sorts of off-beat goodies for you! We just want you to know we're working on it, and trying to make it the kind of club you'll get a real kick out of joining! In fact, we'd like you to send us any ideas that YOU may have for the ol' M.M.M.S. and we'll try to use the most original and the most amusing suggestions! So save your pennies till our next announcement, because we want all of you merry Marvel madmen (and glad gals) to join, hear? There'll be more info next ish, natch, so don't miss it! 'Nuff said!

—Did we tell you about sunny Stan's day at college? He was invited to speak about Marvel Comics by the Science Club at Bard College, at Annandale, New York on June 5th! Our smilin' script-wiz was flying' when he came back! He said it was one of the greatest days he ever spent! The gang at Bard were bright, beaming, and barrels of fun—they tossed questions at him about every phase of comic magazines, and their interest, courtesy, and enthusiasm were as heart-warming as one of Aunt May's apple pies! So, a great big "Thanks a mil"! to the wonderful staff and students of Bard College—and when are you gonna send the diploma?

—And now, it's time for us to get back to our usual mish-mash of news and nonsense! The first item on the agenda is the fact that the merry Marvel group has moved their offices. We used to be on the third floor at our old address—but now we're on the second floor of another building! (We wanted to be closer to the common people, of course!) Anyway, be sure to address all your letters from now on to which ever Marvel mag you wish, Second Floor, 625 Madison Ave., New York 10022. (Unless you're sending a bill—in that case you can send it to the wrong address!)

—Before we close with our coming attractions section we've got to tell you about the next Spidey thriller! Next ish we're introducing another, new arch-foe for the ol' web-spinner in the grand tradition of Doc Oct and the Vulture! He's called the Scorpion, and we kinda suspect he'll be one of Marvel's all-time greats! So whatever you do, don't miss him! And we'll also have enough surprises, complications, and bonehead mistakes to satisfy those of you who just don't dig Scorpions! So take it from your bullpen buddies—you've no excuse for missing SPIDER-MAN #20—it'll be one of the great ones!

THE MIGHTY MARVEL CHECK LIST!

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now:

First, the leader: FANTASTIC FOUR #33. We don't know how Stan does it, but each ish of the F.F. seems to top the one before it! This month you'll see the umpteenth return of everybody's favorite character, the sensational SUB-MARINER—but, with a difference! Now he's fighting WITH the F.F., against a brand new undersea foe named Attuma! Aw—why say any more? It's got EVERYTHING!

AVENGERS #10: There's a new wing-doozy of a villain in this one named Immortus! His power is somewhat different than any we've shown before! And dig this—the title of the block-bustin' yarn is: "The Avengers Break Up!" Even Jonah Jameson would have to enjoy this one!

X-MEN #8: You'll see Professor Xavier for a short time here, and wait'll you discover where he is and what he's doing there! As for the new menace which confronts the X-Men—there are TWO of them! One is "Unus, the Untouchable!", and the other is the fact that something totally unexpected happens to the Beast! Don't miss it!

STRANGE TALES #127: There's a real twist to this month's Torch and Thing romp! A mystery villain is introduced—as well as an auto race to end all auto races! As for Doc Strange, he finally has his showdown with the dread Dormammu!

THOR #110: Stan and Jack have another super-spectacular going for them with this ish! It features the return of the mysterious Mr. Hyde, and the serpentine Cobra, as well as the ever-present menace of Loki! Also, you'll see some great battle scenes as Thor defies mighty Odin himself to challenge most of the warriors of Asgard!

SUSPENSE #60: Can you picture "Iron Man Wanted For Murder!"? Well, that's the title, and the tale has more drama and tension than you've the right to expect for 12¢! But, if that isn't enough for you, there's a fast-moving pulse-pounding Captain America ring-a-ding razzle-dazzler that'll curl your hair! How ABOUT that!

ASTONISH #62: Think you've seen everything? Wait'll you see Giant-Man BATTLING the Wasp! There are all kinds of plot twists in this one, and when Giant-Man becomes Ant-Man, and goes into action inside that ant-hill, man, it's the most! And the 10-page Hulk hair-raiser which rounds out the ish is nothing to sneeze at, either! You'll meet an old villainous friend of yours in this one, too!

SGT. FURY #12: Here's a real twist for you—one of the Howlers DESERTS during a life-and-death mission! Which one? Now you don't expect us to spoil your surprise here, do you? It's Fury at his best—and that oughtta be good enough for anyone!

—And that wraps it up till we all meet the Scorpion next ish in SPIDER-MAN #19! So, till then, send us your ideas for the M.M.M.S., face front, and be good to each other! See ya!

A NEW LIFE
BY STAN LEE

Let's face it. Writing an intro to this third volume of Spidey's earliest sagas is like writing an intro to *Grimm's Fairy Tales*. I mean, what can I write that you don't already know?

However, the Marvel Bullpen left these two pages to be filled, and nobody, but nobody, wants to get the Bullpen mad! So kick off your shoes and get comfortable as we see if we can get in the mood together for the fun and frolic that awaits us on the pages ahead.

We're layin' eleven feature-length Spidey classics on you, all illustrated and co-plotted by the incredibly talented Steve Ditko. And if you want to know just how talented he really is, bear in mind that even today, many years later when styles and tastes have changed incalculably, Steve's unique illustrations, action sequences and sense of pacing are just as breathtakingly impressive now as they were in those halcyon days of yore.

As for the stories themselves, I think you'll find a few unexpected treats among them. For example, in issue #23, Peter grows increasingly jealous of the relationship between Ned Leeds and Betty Brant, though he hasn't too much time to worry about it since he becomes involved in a never-to-be-forgotten battle with the Green Goblin. And let us not forget ex-gang leader Frederick Foswell, formerly known as "The Big Man." Not only is he now out of jail, but Jonah Jameson has hired him as a reporter! Looks like Spidey will have a lot to keep him busy.

As for the subsequent issues, you'll see Spidey turning to a psychiatrist for help after he becomes convinced he may be going mad! And wait'll you learn who the mysterious shrink himself turns out to be. Next, our hero has to battle a seemingly indestructible robot, and if that isn't bad enough, the deadly mechanical marauder is actually controlled by the sneering, leering J. Jonah Jameson himself! You'll also get your first encounter with marvelous Mary Jane, though neither you nor Peter will yet catch a glimpse of her.

The next two issues deal with the fact that both the Crime-Master and the Green Goblin know each other's identities, but Frederick Foswell has one sinister secret of his own! Peter and Flash finally come to blows, and Gobby actually captures our hero. Then the action really starts!

Finally we learn Foswell's secret as well as the secret of the Crime-Master, who dies before our eyes.

But, since Marvel never wants a True Believer to feel he or she has been shortchanged, we've added two classic tales to make sure your plate of thrills and action is overflowing. You'll encounter the menace of The Molten Man and see Spidey try to figure out how to defeat a villain who's far stronger than he. He'd better figure it out fast, too, because his life is on the line. Then, our hero finally graduates high school and heads for a new life at Empire State University. But Fate still has surprises up her sleeve. Suddenly, the murderous Scorpion appears and wouldn't you know it, Jameson suspects that Scorpy is Spidey's partner! But you'll get a kick out of seeing what happens to Jolly Jonah as the action accelerates!

You may wonder what Marvel could possibly do to top the bedazzlement we've already placed before you, but leave it to us! For a rollicking, rocketing, riveting bonus we've included a tale from the *Amazing Spider-Man Annual* #2 entitled "The Wondrous World of Doctor Strange!" And hey, when you consider the fact that our rather unique villain, a nefarious necromancer named Xandu, sends Spidey to an unknown dimension in his battle to recover the mystic Wand of Watoomb, you've got to admit we're in for an adventure that's slightly out of the ordinary; especially since Dr. Strange himself joins the battle in one of Steve Ditko's weirdest and wildest fantasy fight-fests!

And, by the time you turn the final page, if you're still panting for more, no-sweat—our next Masterwork will soon be hurtlin' your way!

EXCELSIOR

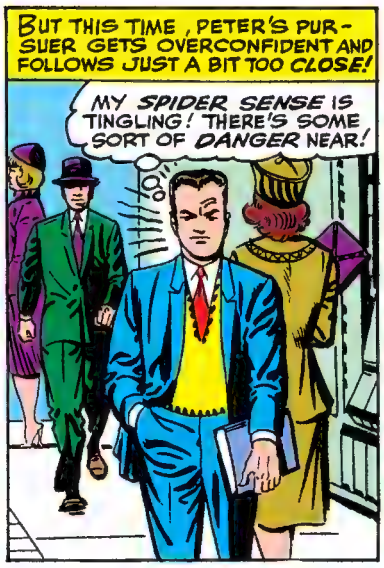
Stan Lee

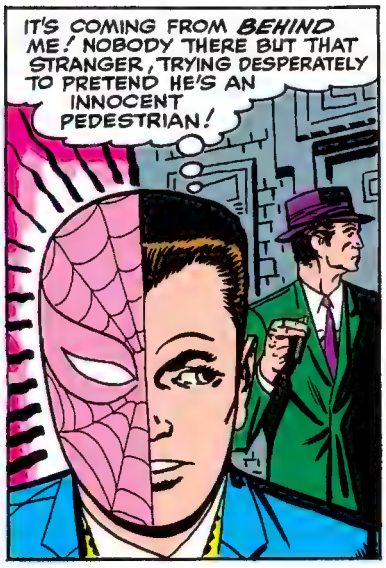
1989

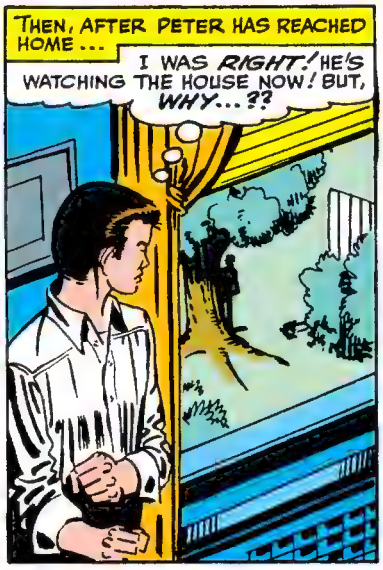
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
IND.
20 JAN
HOW CAN SPIDEY BATTLE A FOE WHO IS STRONGER THAN HE IS???
YOU'RE ABOUT TO MEET ONE OF MARVEL'S NEWEST, GREATEST ARCH-VILLAINS...
"THE SCORPION!"

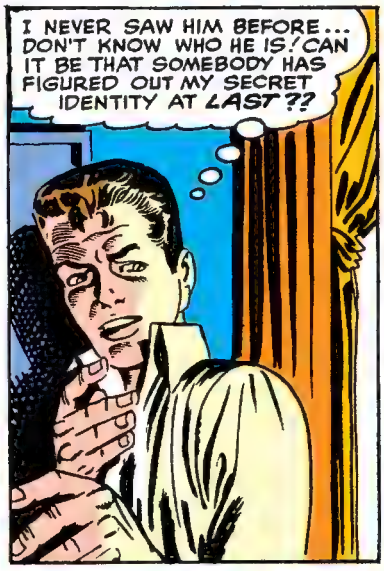
SPIDER-MAN
"THE COMING OF THE SCORPION!"
OR: "SPIDEY BATTLES SCORPEY!"
BE SURE TO KEEP YOUR EYE ON THE STARTLING SCORPION! WE PREDICT THAT HE'S DEFINITELY A CANDIDATE FOR THE SUPER-VILLAINS' HALL OF FAME!
MANY READERS HAVE ASKED WHY STAN'S NAME IS ALWAYS FIRST ON THE CREDITS! AND SO, BIG-HEARTED LEE AGREED TO PUT STEVEY'S NAME FIRST THIS TIME! HOW ABOUT THAT?!!
ILLUSTRATED BY: STEVE DITKO
WRITTEN BY: STAN LEE
LETTERED BY: S.ROSEN
... BUT WE STILL HAVE A FEELING THAT SNEAKY STAN PUT SOMETHING OVER ON US! ANYWAY, NOW IT'S TIME FOR THRILLS, CHILLS, AND SPILLS ...

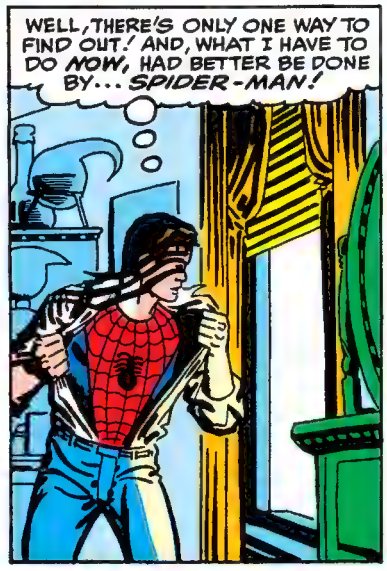
REMEMBER THE MYSTERIOUS FIGURE WHO FOLLOWED PETER PARKER HOME FROM SCHOOL LAST ISH? HERE HE IS AGAIN, THE NEXT DAY, STILL LURKING IN THE SHADOWS, WAITING FOR THE UN-SUSPECTING TEEN-AGER...
SO LONG, LIZ! SEE YOU AROUND, FLASH!
'BYE, PETEY!
GO PLAY IN TRAFFIC, PEST!
AHH, THERE HE IS!


BUT THIS TIME, PETER'S PURSUER GETS OVERCONFIDENT AND FOLLOWS JUST A BIT TOO CLOSE!
MY SPIDER SENSE IS TINGLING! THERE'S SOME SORT OF DANGER NEAR!


IT'S COMING FROM BEHIND ME! NOBODY THERE BUT THAT STRANGER, TRYING DESPERATELY TO PRETEND HE'S AN INNOCENT PEDESTRIAN!


THEN, AFTER PETER HAS REACHED HOME...
I WAS RIGHT! HE'S WATCHING THE HOUSE NOW! BUT, WHY...??

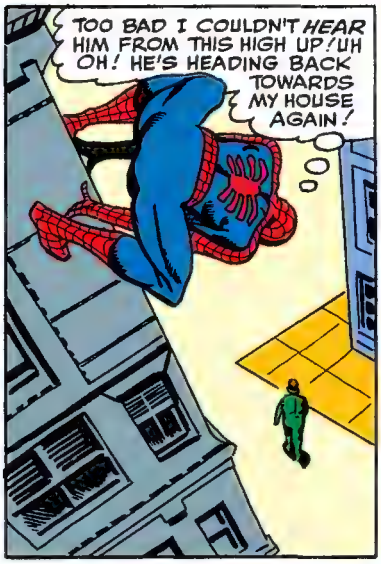

I NEVER SAW HIM BEFORE... DON'T KNOW WHO HE IS! CAN IT BE THAT SOMEBODY HAS FIGURED OUT MY SECRET IDENTITY AT LAST??

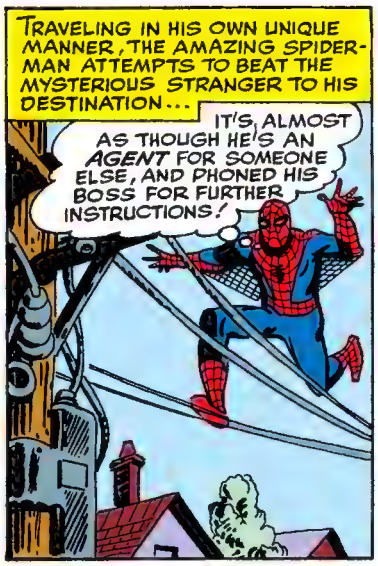

WELL, THERE'S ONLY ONE WAY TO FIND OUT! AND, WHAT I HAVE TO DO NOW, HAD BETTER BE DONE BY... SPIDER-MAN!

HE'S WALKING AWAY! THAT SUITS ME FINE! HERE'S WHERE THE FOLLOWER BECOMES THE FOLLOWED!!

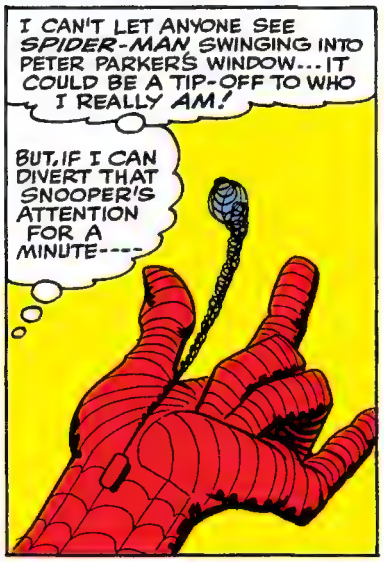
TWO BLOCKS LATER...
IT'S NO TRICK TO FOLLOW SOMEONE SILENTLY WHEN YOU'VE GOT THE POWER OF A THOUSAND SPIDERS!

HE WENT INTO THAT PHONE BOOTH! WHO CAN HE BE CALLING?

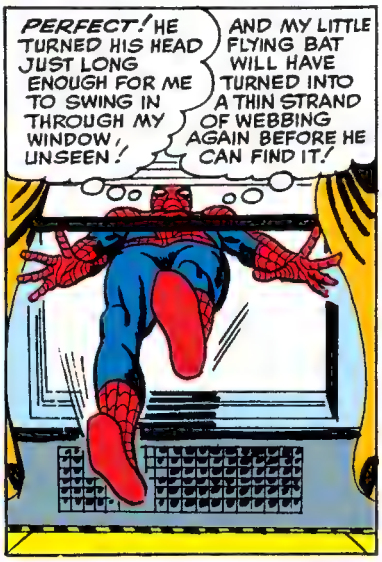

TOO BAD I COULDN'T HEAR HIM FROM THIS HIGH UP! UH OH! HE'S HEADING BACK TOWARDS MY HOUSE AGAIN!


TRAVELING IN HIS OWN UNIQUE MANNER, THE AMAZING SPIDER-MAN ATTEMPTS TO BEAT THE MYSTERIOUS STRANGER TO HIS DESTINATION...
IT'S ALMOST AS THOUGH HE'S AN AGENT FOR SOMEONE ELSE, AND PHONED HIS BOSS FOR FURTHER INSTRUCTIONS!

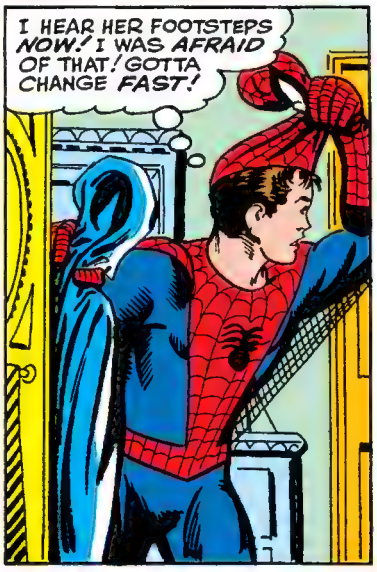
BUT, REACHING HIS HOME, SPIDEY FINDS...
TOO MUCH TRAFFIC GOING BY THE OTHER SIDE... AND MY UNKNOWN PLAYMATE IS COMING FROM THIS SIDE!

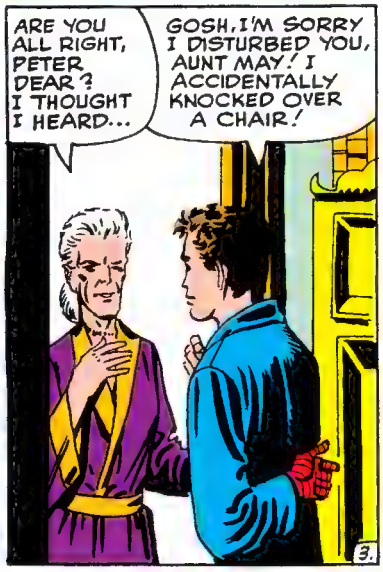

I CAN'T LET ANYONE SEE SPIDER-MAN SWINGING INTO PETER PARKER'S WINDOW... IT COULD BE A TIP-OFF TO WHO I REALLY AM!
BUT, IF I CAN DIVERT THAT SNOOPER'S ATTENTION FOR A MINUTE----

SECONDS LATER, A STRANGE, BAT-SHAPED OBJECT WHIZZES PAST THE STARTLED MAN BELOW ... CAUSING HIM TO MOMENTARILY FORGET HIS MISSION!
WHAT IN BLAZES IS THAT??

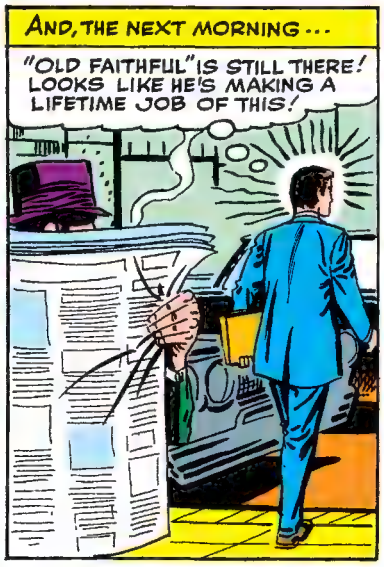

PERFECT! HE TURNED HIS HEAD JUST LONG ENOUGH FOR ME TO SWING IN THROUGH MY WINDOW, UNSEEN!
AND MY LITTLE FLYING BAT WILL HAVE TURNED INTO A THIN STRAND OF WEBBING AGAIN BEFORE HE CAN FIND IT!

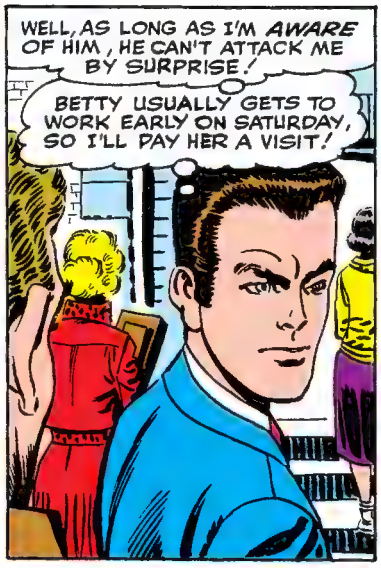
BUT, IN AN EFFORT TO RETAIN HIS BALANCE AFTER THE FLYING LEAP, SPIDEY ACCIDENTALLY BUMPS INTO THE WALL OF HIS ROOM...
DARN IT! I HOPE THIS DOESN'T WAKE UP AUNT MAY!
THUMP!

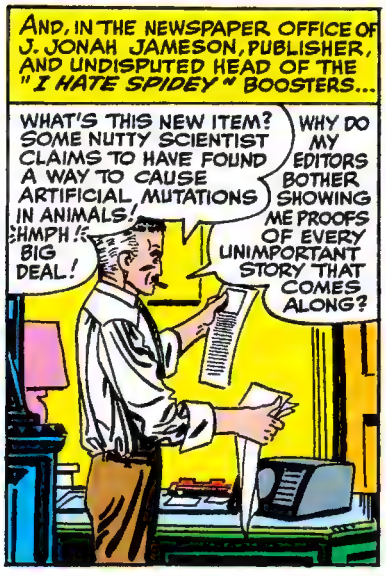

I HEAR HER FOOTSTEPS NOW! I WAS AFRAID OF THAT! GOTTA CHANGE FAST!


ARE YOU ALL RIGHT, PETER DEAR? I THOUGHT I HEARD...
GOSH, I'M SORRY I DISTURBED YOU, AUNT MAY! I ACCIDENTALLY KNOCKED OVER A CHAIR!

THEN, AFTER HIS AUNT HAS LEFT...
HE'S OUT THERE! THERE'S NOTHING I CAN DO BUT LET HIM CONTINUE THIS CAT AND MOUSE GAME, UNTIL I CAN FIGURE OUT WHAT HE'S AFTER!
BUT I MUST BE CAREFUL TO DO NOTHING TO REVEAL MY SECRET IDENTITY TO HIM!


AND, THE NEXT MORNING...
"OLD FAITHFUL" IS STILL THERE! LOOKS LIKE HE'S MAKING A LIFETIME JOB OF THIS!


WELL, AS LONG AS I'M AWARE OF HIM, HE CAN'T ATTACK ME BY SURPRISE!
BETTY USUALLY GETS TO WORK EARLY ON SATURDAY, SO I'LL PAY HER A VISIT!


AND, IN THE NEWSPAPER OFFICE OF J. JONAH JAMESON, PUBLISHER, AND UNDISPUTED HEAD OF THE "I HATE SPIDEY" BOOSTERS...
WHAT'S THIS NEW ITEM? SOME NUTTY SCIENTIST CLAIMS TO HAVE FOUND A WAY TO CAUSE ARTIFICIAL MUTATIONS IN ANIMALS! HMPH! BIG DEAL!
WHY DO MY EDITORS BOTHER SHOWING ME PROOFS OF EVERY UNIMPORTANT STORY THAT COMES ALONG?

NOW, IF SOMEONE DISCOVERED AN ANTI-SPIDER-MAN SERUM, THAT WOULD BE A STORY! OH, HOW I HATE THAT WEB-SPINNING, WALL-CRAWLING MASKED MENACE!

IF ONLY THERE WERE SOMEONE STRONGER THAN HIM THAT I COULD HIRE TO... HEY! WAIT A MINUTE! THAT'S IT! THAT'S THE ANSWER!

LET'S SEE NOW... WHAT'S THE NAME AND ADDRESS OF THAT EGGHEAD WHO CAN CAUSE ARTIFICIAL MUTATIONS??
THIS IS MY GREATEST INSPIRATION! I'LL RID THE WORLD OF SPIDER-MAN ...ONCE AND FOR ALL! I'LL PROBABLY GET A MEDAL!

HERE IT IS... DR. FARLEY STILLWELL! THIS IS PERFECT! HE LIVES RIGHT HERE IN THE CITY!
AND I HAVE JUST THE MAN I NEED TO HELP ME WITH MY BRILLIANT STROKE OF GENIUS!

MEANWHILE, OUTSIDE THE DAILY BUGLE BUILDING...
HE'S PROBABLY GOING IN TO SEE HIS GIRL FRIEND! THIS IS MY CHANCE TO TAKE A BREAK!
I'LL RUSH OFF AND REPORT TO THE BOSS NOW!

SO FAR IT'S BEEN A COMPLETE WASTE OF TIME! I HAVEN'T BEEN ABLE TO LEARN WHAT THE BOSS WANTS TO KNOW!
I MIGHT AS WELL GET READY FOR HIM TO FLY OFF THE HANDLE! HE HATES TO HAVE ANYONE FAIL HIM!
COME IN!
BOSS, I JUST WANTED TO LET YOU KNOW I'M STILL TRYING, BUT SO FAR I HAVEN'T BEEN ABLE TO...
MAC GARGAN! JUST THE MAN I WANT TO SEE! NEVER MIND YOUR REPORT! I'VE LOST INTEREST IN PETER PARKER!
I'VE A NEW JOB FOR YOU... SOMETHING MUCH MORE IMPORTANT THAN FOLLOWING PARKER TO LEARN HOW HE MANAGES TO GET THOSE GREAT NEWS PHOTOS WHICH HE SELLS ME!
THE JOB I HAVE FOR YOU NOW MIGHT BE DANGEROUS, GARGAN...
WHO CARES? YOU KNOW ME, BOSS! JUST AS LONG AS THE PAY IS GOOD! SO, WHAT'S THE PITCH?
MEANWHILE, PETER PARKER SPEAKS TO JAMESON'S SECRETARY IN JJJ'S OUTER OFFICE...
PETER, I'M SURE YOU REMEMBER NED LEEDS, THE REPORTER I INTRODUCED TO YOU A COUPLE OF DAYS AGO!
SURE! HOW'S IT GOING, NED?
FINE, PETE! AS A MATTER OF FACT, I'M HEADING FOR AN IMPORTANT ASSIGNMENT!
MR. JAMESON IS SENDING ME TO EUROPE, TO COVER THE DISARMAMENT CONFERENCES...
HEY, THAT'S GREAT!
HE'S A REAL NICE GUY, BUT BETTY WAS SEEING TOO MUCH OF HIM! FOR ONCE, THINGS ARE GOING MY WAY!
NED LEAVES TO-NIGHT, PETER!
SUDDENLY, JAMESON'S DOOR SWINGS OPEN, AND...
I'LL BE GONE FOR A FEW HOURS, MISS BRANT! TAKE ALL MY MESSAGES!
YES, SIR! OF COURSE!
C'MON, GARGAN! I'M IN A HURRY!
THE MAN HE CALLED "GARGAN"... HE'S THE ONE WHO'S BEEN TAILING ME! HE MUST HAVE BEEN DOING IT FOR JAMESON! BUT... WHY?
WHY DON'T YOU COME WITH BETTY TO SEE ME OFF, PETE? J.F.K. AIRPORT IS LESS THAN AN HOUR FROM HERE!
THAT WOULD BE WONDERFUL, PETER! THEN WE COULD RIDE BACK TO THE CITY TOGETHER!
SURE! I'LL BE GLAD TO!
THAT'S A RELIEF! THEY CAN'T BE SERIOUS ABOUT EACH OTHER IF THEY INVITED ME ALONG!
TOO BAD, THOUGH! I'D MUCH RATHER HAVE FOLLOWED JAMESON! OH, WELL...
5.

A SHORT TIME LATER, AT THE LABORATORY OF DR. FARLEY STILLWELL ...

YOU MEAN YOU ACTUALLY MUTATED A RAT SO IT CAN SWIM LIKE A FISH ... AND ENABLED A FISH TO BREATHE AIR LIKE A RAT?

WELL, "MUTATED" IS NOT THE EXACT SCIENTIFIC WORD, MR. JAMESON! ... BUT I BELIEVE YOU SUMMED IT UP ACCURATELY ENOUGH!

MY WORK, IF PROPERLY DEVELOPED, MIGHT BE OF GREAT VALUE TO FARMERS, BOTANISTS AND THE LIKE! I'M DELIGHTED THAT YOU'VE SHOWN SUCH INTEREST! AN INFLUENTIAL MAN LIKE YOU, PUBLICIZING MY FINDINGS, COULD FURTHER THE CAUSE OF SCIENCE IMMEASURABLY!

SURE, SURE! NATURALLY! BUT IT'S NOT *SCIENCE* I'M INTERESTED IN RIGHT NOW! I WANT YOU TO WORK ON A *SPECIAL PROJECT* FOR ME! IF IT WORKS, I'LL PAY YOU $10,000!

I'M A RESEARCH SCIENTIST! I DON'T ACCEPT PRIVATE JOBS FOR PAY! AND YET... WITH $10,000 I COULD BUY NEW EQUIPMENT... NEW MATERIALS! I..I'M JUST NOT IN A POSITION TO *REFUSE* YOU, MR. JAMESON! WHAT IS YOUR PROJECT?

I WANT YOU TO TRY YOUR EXPERIMENT ON A *HUMAN BEING!* I WANT YOU TO GIVE A *MAN* POWERS WHICH ARE GREATER THAN *SPIDER-MAN'S!*

I HAVE ENOUGH SERUM... I HAVE THE KNOW-HOW... AND, YET, IT MIGHT BE *DANGEROUS!* I CAN'T GUARANTEE THE RESULTS!

THAT'S OKAY, DOC! I'M WILLING TO CHANCE IT!

MOMENTS LATER... AFTER DR. STILLWELL HAS SHAVED GARGAN'S HEAD...

I CAN GIVE YOU THE POWERS OF A *SCORPION*, FOR INSTANCE! YOUR BODY WOULD BECOME MORE POWERFUL THAN SPIDER-MAN'S... BUT I DON'T KNOW HOW IT WOULD AFFECT YOUR *BRAIN!*

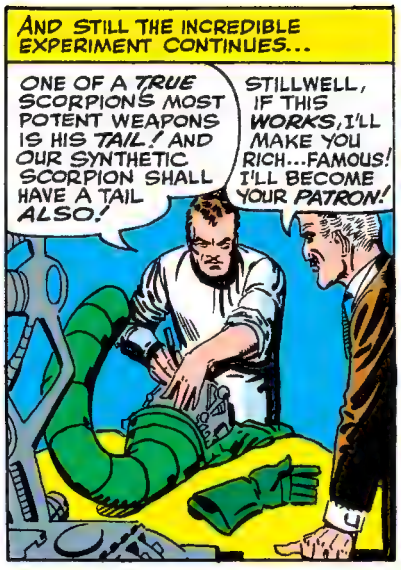
WHO CARES? *I'M* GETTING $10,000 *ALSO* FOR *MY* PART IN THIS... AND I'D DO *ANYTHING* FOR THAT KIND OF DOUGH!

VERY WELL, THEN, DRINK THIS! I *KNOW* I SHOULDN'T AGREE TO THIS MAD SCHEME, BUT HEAVEN FORGIVE ME, I *MUST* HAVE THE MONEY TO CARRY ON MY WORK!

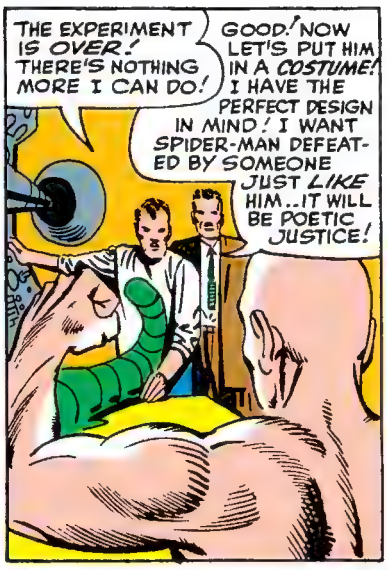
THEN, THE LONG ARDUOUS PERIOD OF *TESTING* BEGINS, UNTIL...

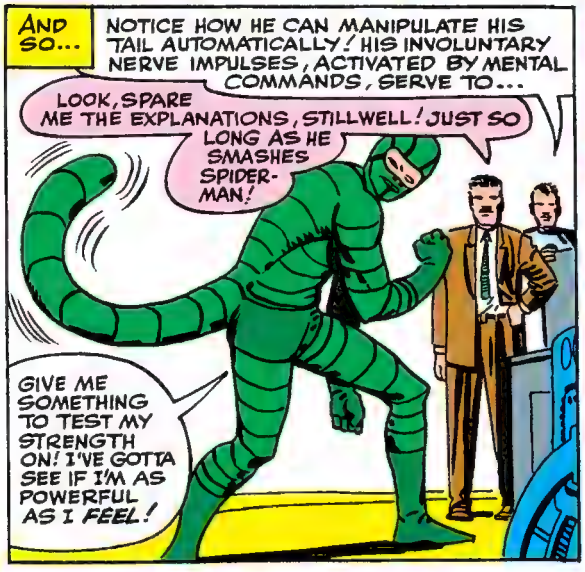
HE'S REACTING *PERFECTLY!* SEE HOW HIS *STRENGTH* HAS INCREASED! AND HIS COORDINATION IS ALREADY SUPER-HUMAN!

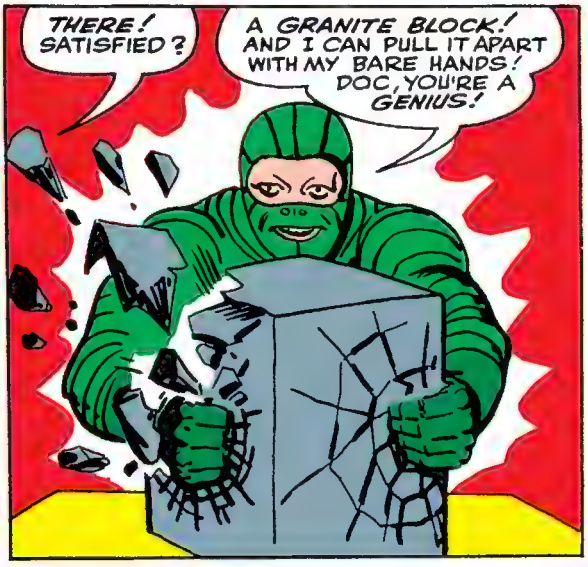
GOOD! GOOD! JUST SO LONG AS I'M SURE HE CAN BEAT THAT BLASTED *SPIDER-MAN!* THAT'S ALL I *WANT!!*

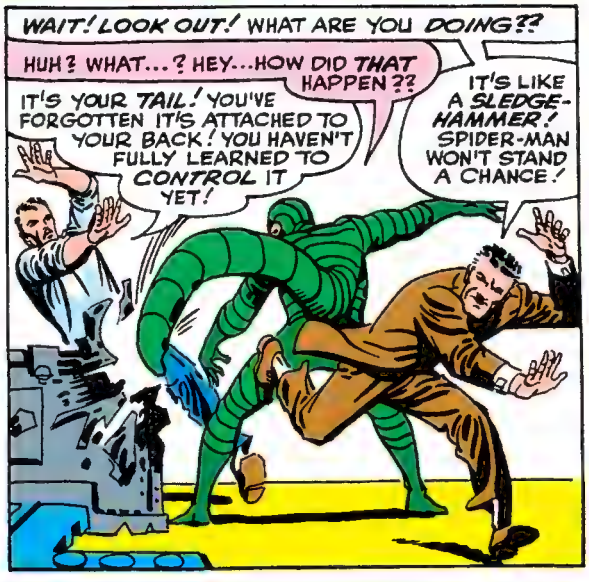

AND STILL THE INCREDIBLE EXPERIMENT CONTINUES...
ONE OF A TRUE SCORPION'S MOST POTENT WEAPONS IS HIS TAIL! AND OUR SYNTHETIC SCORPION SHALL HAVE A TAIL ALSO!
STILLWELL, IF THIS WORKS, I'LL MAKE YOU RICH...FAMOUS! I'LL BECOME YOUR PATRON!

...FOR, THE WORLD MUST BE RID OF SPIDER-MAN! AND AT LAST WE'VE BEEN GIVEN THE TOOLS TO DO THE JOB!
I FEEL LIKE A LIVING DYNAMO! I'VE BECOME ALL MUSCLE! I CAN LICK ANYBODY!


THE EXPERIMENT IS OVER! THERE'S NOTHING MORE I CAN DO!
GOOD! NOW LET'S PUT HIM IN A COSTUME! I HAVE THE PERFECT DESIGN IN MIND! I WANT SPIDER-MAN DEFEATED BY SOMEONE JUST LIKE HIM..IT WILL BE POETIC JUSTICE!


AND SO...
NOTICE HOW HE CAN MANIPULATE HIS TAIL AUTOMATICALLY! HIS INVOLUNTARY NERVE IMPULSES, ACTIVATED BY MENTAL COMMANDS, SERVE TO...
LOOK, SPARE ME THE EXPLANATIONS, STILLWELL! JUST SO LONG AS HE SMASHES SPIDER-MAN!
GIVE ME SOMETHING TO TEST MY STRENGTH ON! I'VE GOTTA SEE IF I'M AS POWERFUL AS I FEEL!

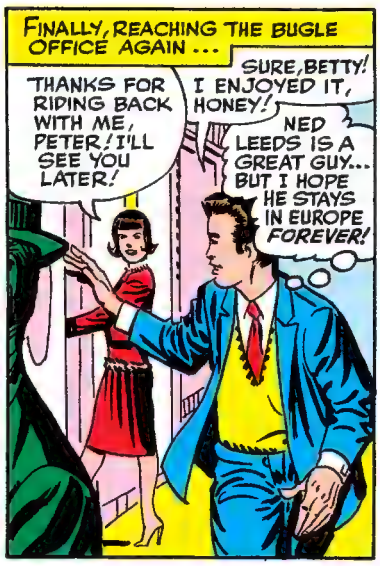

THERE! SATISFIED?
A GRANITE BLOCK! AND I CAN PULL IT APART WITH MY BARE HANDS! DOC, YOU'RE A GENIUS!


WAIT! LOOK OUT! WHAT ARE YOU DOING??
HUH? WHAT...? HEY...HOW DID THAT HAPPEN??
IT'S YOUR TAIL! YOU'VE FORGOTTEN IT'S ATTACHED TO YOUR BACK! YOU HAVEN'T FULLY LEARNED TO CONTROL IT YET!
IT'S LIKE A SLEDGE-HAMMER! SPIDER-MAN WON'T STAND A CHANCE!

YOU'LL HAVE TO SPEND SOME TIME PRACTICING... LEARNING TO COORDINATE YOUR MOVEMENTS...TO FAMILIARIZE YOURSELF WITH YOUR NEW POWERS!
AW, WHY WASTE TIME? I FEEL LIKE I COULD LICK AN ARMY RIGHT NOW!
DO AS DR. STILLWELL SAYS, GARGAN! REMEMBER, I'M STILL THE ONE PAYING YOU! REPORT TO ME FOR INSTRUCTIONS WHEN HE SAYS YOU'RE READY!

MEANWHILE, AT THE AIRPORT...
HOW LONG WILL NED BE GONE, BETTY?
AT LEAST SIX MONTHS, PETER!
AW, THAT'S TOO BAD!
HOORAY!

Y'KNOW, BETTY... I'VE NO RIGHT TO EXPECT YOU NOT TO DATE OTHER BOYS! BUT YET, SOME-TIMES, I KINDA WISH...
PLEASE, PETER DEAR... LET'S NOT TALK ABOUT ANYTHING SERIOUS NOW! I'M JUST NOT IN THE MOOD!

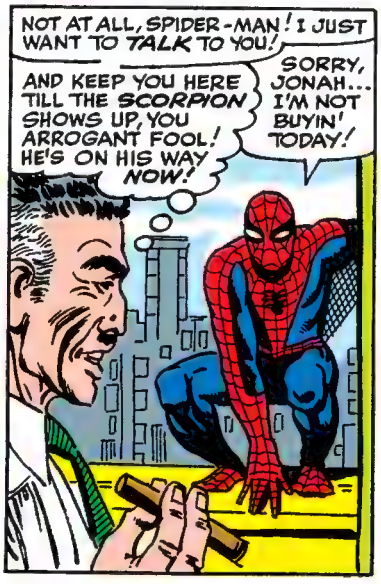

FINALLY, REACHING THE BUGLE OFFICE AGAIN...
THANKS FOR RIDING BACK WITH ME, PETER! I'LL SEE YOU LATER!
SURE, BETTY! I ENJOYED IT, HONEY!
NED LEEDS IS A GREAT GUY... BUT I HOPE HE STAYS IN EUROPE FOREVER!

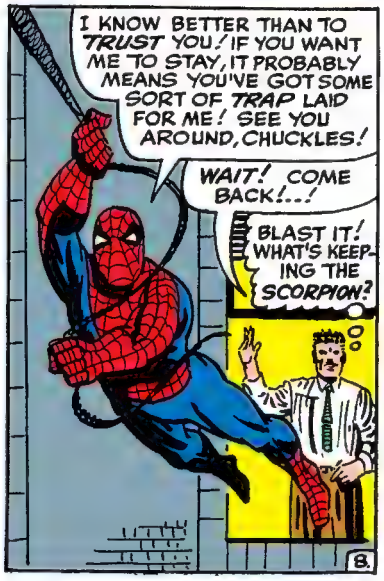
BUT NOW TO WORK! MY SPIDER-SENSE INDICATES I'M NOT BEING FOLLOWED ANY MORE! BUT I STILL WANT TO SEE JAMESON AND TRY TO LEARN WHAT IT WAS ALL ABOUT!

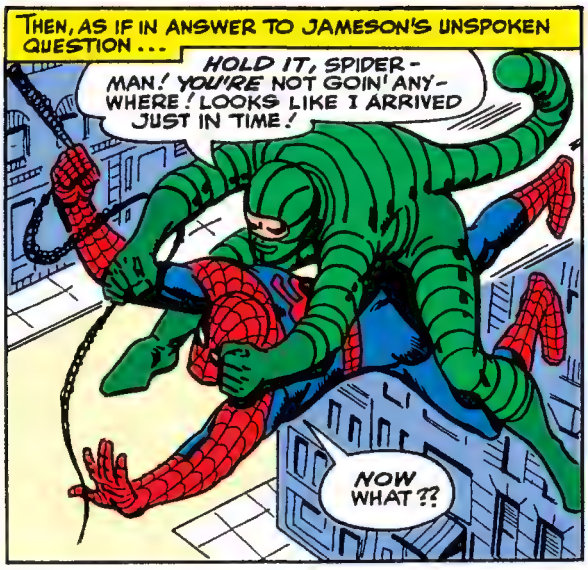
THEN, AFTER A SWIFT CHANGE...
THERE'S A LIGHT ON IN HIS WINDOW! HE MUST HAVE RETURNED FROM WHEREVER HE WENT BY NOW!

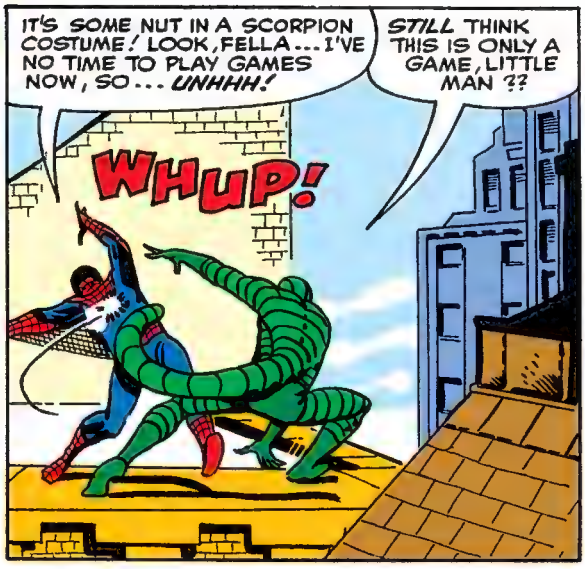
SPIDER-MAN!
WELL, WHAT DO YOU KNOW? IT MOVES! IT TALKS! IT'S REALLY ALIVE!

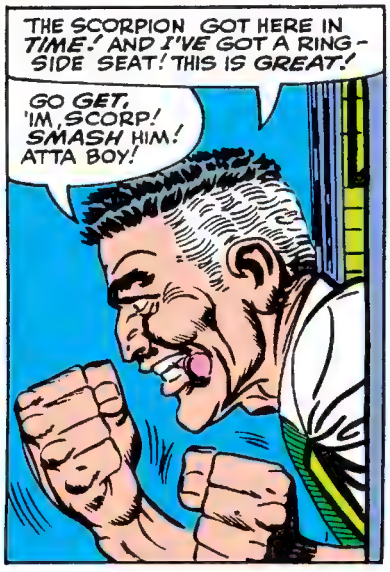
DON'T JUST DANGLE ON THE WINDOW LEDGE THAT WAY! YOU MIGHT FALL AND HURT YOURSELF! COME IN... HAVE A CHAIR!
HEY! YOU ALMOST SOUND LIKE A REAL HUMAN BEING! WHAT IS THIS, A GAG? OR AM I IN THE WRONG PLACE?


NOT AT ALL, SPIDER-MAN! I JUST WANT TO TALK TO YOU!
AND KEEP YOU HERE TILL THE SCORPION SHOWS UP, YOU ARROGANT FOOL! HE'S ON HIS WAY NOW!
SORRY, JONAH... I'M NOT BUYIN' TODAY!


I KNOW BETTER THAN TO TRUST YOU! IF YOU WANT ME TO STAY, IT PROBABLY MEANS YOU'VE GOT SOME SORT OF TRAP LAID FOR ME! SEE YOU AROUND, CHUCKLES!
WAIT! COME BACK!...!
BLAST IT! WHAT'S KEEP-ING THE SCORPION?


THEN, AS IF IN ANSWER TO JAMESON'S UNSPOKEN QUESTION ...
HOLD IT, SPIDER-MAN! YOU'RE NOT GOIN' ANY-WHERE! LOOKS LIKE I ARRIVED JUST IN TIME!
NOW WHAT ??


IT'S SOME NUT IN A SCORPION COSTUME! LOOK, FELLA... I'VE NO TIME TO PLAY GAMES NOW, SO... UNHHH!
STILL THINK THIS IS ONLY A GAME, LITTLE MAN ??
WHUP!


THE SCORPION GOT HERE IN TIME! AND I'VE GOT A RING-SIDE SEAT! THIS IS GREAT!
GO GET, 'IM, SCORP! SMASH HIM! ATTA BOY!

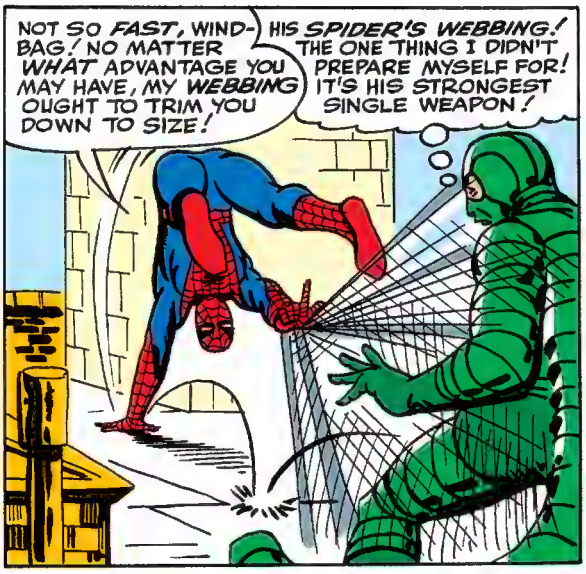
THIS IS WHY JONAH WANTED ME TO HANG AROUND! HE'S BEHIND THIS SOMEHOW! WELL, I'LL POLISH OFF THIS SCORPION CHARACTER WITH ONE SPIDER STRENGTH BLOW! CAN'T CHANCE HIM HITTING ME WITH THAT TAIL OF HIS AGAIN!

IT WAS LIKE HITTING A BRICK WALL! HE DIDN'T EVEN FALL OVER! HE'S AT LEAST AS STRONG AS I AM! BUT HOW...? UNHHH!
DON'T YOU KNOW THAT A SPIDER CAN'T EVER BEAT A SCORPION?!

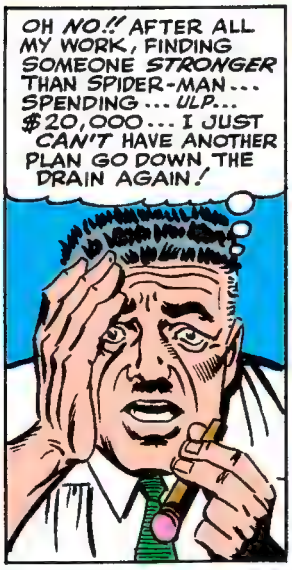
I DON'T KNOW WHAT THIS IS ALL ABOUT, BUT IF YOU... OOOF!
HE ALMOST KNOCKED THE WIND OUT OF ME! THAT TAIL OF HIS GIVES HIM A GREAT ADVANTAGE!

TRY TO SLUG IT OUT WITH ME, WILL YOU ?? SOONER OR LATER IT'LL HAVE TO SINK INTO THAT WEB-HEADED BRAIN OF YOURS THAT I'M STRONGER THAN YOU'LL EVER BE!
HE'S RIGHT! HE'S A POWER-HOUSE!

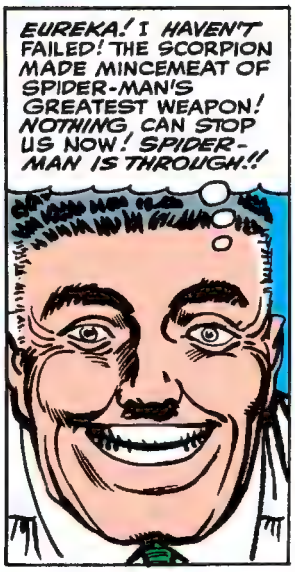
I'VE GOT NO EXCUSE THIS TIME! I'M AT THE PEAK OF MY POWER... BUT I CAN'T EVEN BEGIN TO STOP THE SCORPION!
DON'T WORRY! IT'LL BE OVER IN A MINUTE!


NOT SO FAST, WINDBAG! NO MATTER WHAT ADVANTAGE YOU MAY HAVE, MY WEBBING OUGHT TO TRIM YOU DOWN TO SIZE!
HIS SPIDER'S WEBBING! THE ONE THING I DIDN'T PREPARE MYSELF FOR! IT'S HIS STRONGEST SINGLE WEAPON!

THERE! THAT OUGHT TO HOLD YOU WHILE I FIGURE OUT WHAT TO DO WITH YOU! TAKE A DEEP BREATH NOW, SCORPEY, BECAUSE YOU'VE GOT A LOT OF EXPLAINING TO DO!


OH NO!! AFTER ALL MY WORK, FINDING SOMEONE STRONGER THAN SPIDER-MAN... SPENDING... ULP... $20,000... I JUST CAN'T HAVE ANOTHER PLAN GO DOWN THE DRAIN AGAIN!

BUT THEN, THE SCORPION MAKES A SUDDEN, UNEXPECTED MOVE, FREEING HIMSELF!
I JUST REMEMBERED SOMETHING, WEBHEAD! SCORPIONS HAVE POWERFUL PINCERS WHICH THEY USE AT WILL! AND SINCE I HAVE A SCORPION'S POWERS...!
RATS! HE SNIPPED MY WEBBING WITH HIS FINGERS AS THOUGH IT'S MADE OF STRAW!

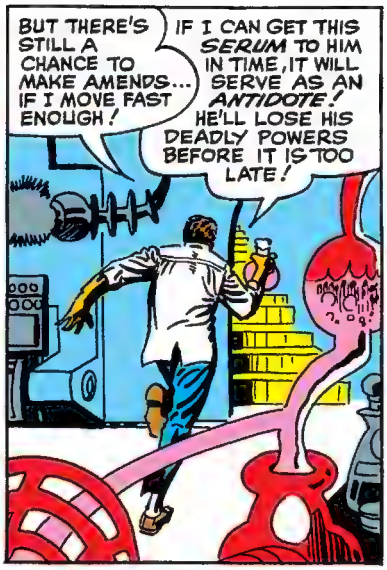

EUREKA! I HAVEN'T FAILED! THE SCORPION MADE MINCEMEAT OF SPIDER-MAN'S GREATEST WEAPON! NOTHING CAN STOP US NOW! SPIDER-MAN IS THROUGH!!

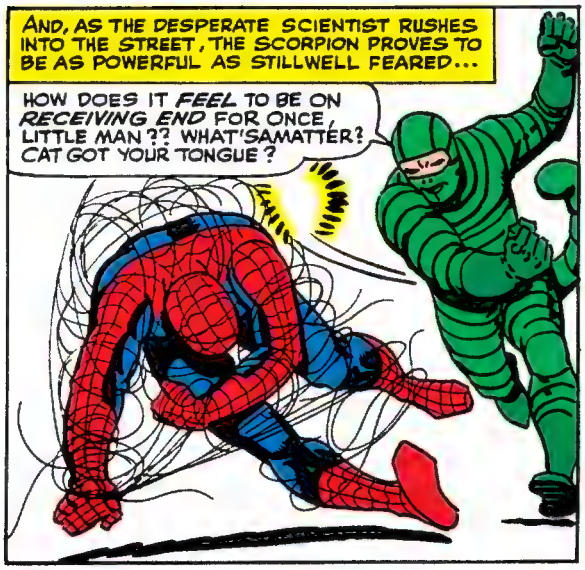
AND NOW, BEING AS HOW YOU THINK SO MUCH OF THAT WEBBING OF YOURS, YOU CAN HAVE IT BACK AGAIN! FORGIVE ME IF I DON'T TAKE TIME TO UNTANGLE IT FOR YOU!
HE'S FLIPPING IT AT ME WITH HIS TAIL! IT'S ALL TANGLED AND KNOTTED! IF IT TWISTS ITSELF AROUND ME, I'M FINISHED!

THERE! JUST STAY THAT WAY FOR A MINUTE... I WANT TO REMEMBER YOU AS YOU WERE!

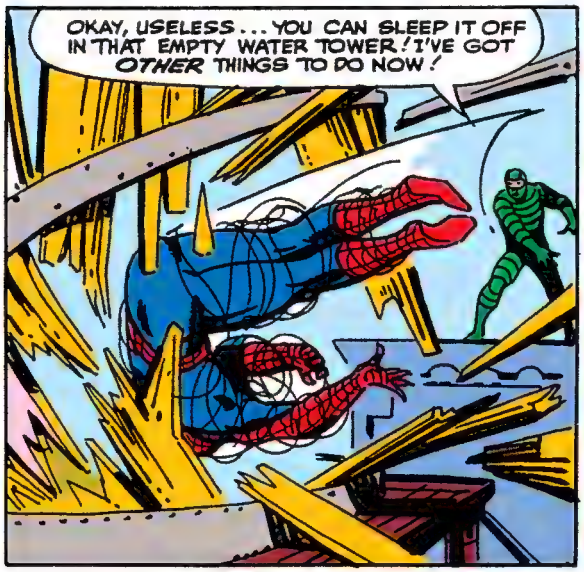
MEANWHILE, STILL WORKING IN HIS LAB, DR. FARLEY STILLWELL HAS SOME VERY SERIOUS MISGIVINGS...
ACCORDING TO THESE NEW TESTS, THE SCORPION WILL BE EVEN MORE POWERFUL THAN I THOUGHT!
AND THE MORE HIS STRENGTH INCREASES, THE MORE HIS EVIL NATURE WILL TAKE OVER!

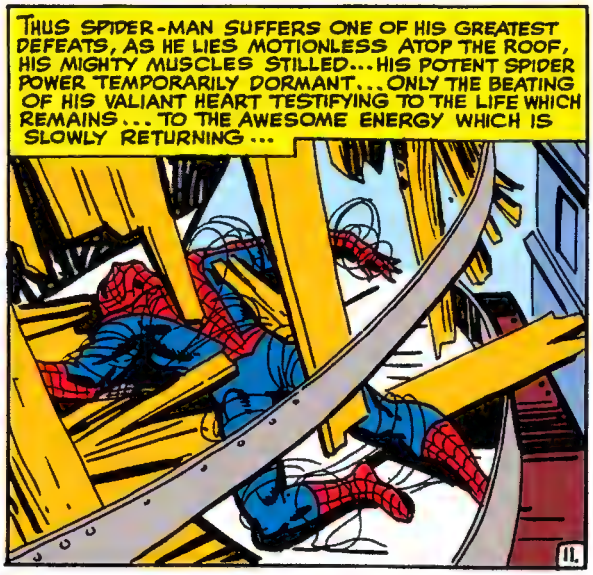
I MUST HAVE BEEN MAD TO DO WHAT I DID! MONEY ISN'T THAT IMPORTANT! I MAY HAVE UNLEASHED ONE OF THE WORST DANGERS OF ALL TIME UPON MANKIND!


BUT THERE'S STILL A CHANCE TO MAKE AMENDS... IF I MOVE FAST ENOUGH!
IF I CAN GET THIS SERUM TO HIM IN TIME, IT WILL SERVE AS AN ANTIDOTE! HE'LL LOSE HIS DEADLY POWERS BEFORE IT IS TOO LATE!
SHH

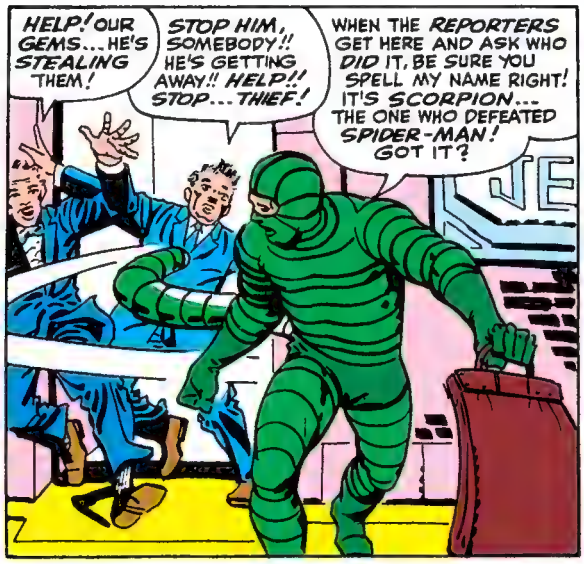

AND, AS THE DESPERATE SCIENTIST RUSHES INTO THE STREET, THE SCORPION PROVES TO BE AS POWERFUL AS STILLWELL FEARED...
HOW DOES IT FEEL TO BE ON RECEIVING END FOR ONCE, LITTLE MAN?? WHAT'SAMATTER? CAT GOT YOUR TONGUE?

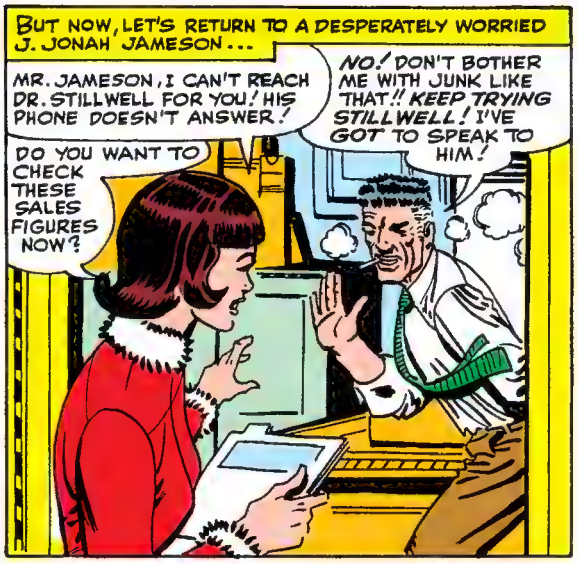
HOW ABOUT THAT? I KNOCKED HIM OUT!! THIS IS THE EASIEST TEN GRAND ANYONE'S EVER MADE!

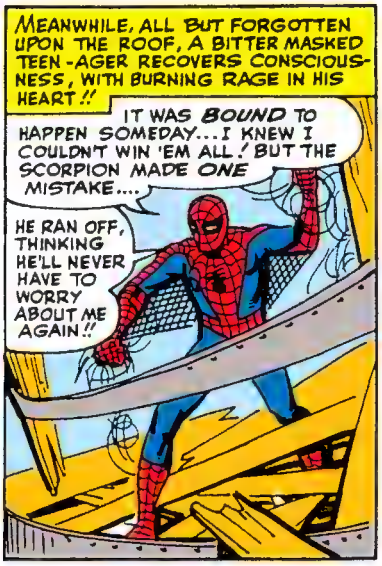

OKAY, USELESS... YOU CAN SLEEP IT OFF IN THAT EMPTY WATER TOWER! I'VE GOT OTHER THINGS TO DO NOW!


THUS SPIDER-MAN SUFFERS ONE OF HIS GREATEST DEFEATS, AS HE LIES MOTIONLESS ATOP THE ROOF, HIS MIGHTY MUSCLES STILLED... HIS POTENT SPIDER POWER TEMPORARILY DORMANT... ONLY THE BEATING OF HIS VALIANT HEART TESTIFYING TO THE LIFE WHICH REMAINS... TO THE AWESOME ENERGY WHICH IS SLOWLY RETURNING...

WHILE, A SCANT FEW YARDS AWAY, HIS TRIUMPHANT FOE CHORTLES WITH GHOULISH GLEE ...!
I'VE WON! I'VE BEATEN SPIDER-MAN! HE NEVER HAD A CHANCE!
AND, IF I CAN BEAT HIM SO EASY, THEN NOBODY CAN STOP ME! THE WHOLE CITY IS MINE FOR THE TAKING!
SUDDENLY, JONAH JAMESON'S VOICE RINGS OUT FROM A WINDOW BELOW ...
SCORPION! WHERE'S SPIDER-MAN? BRING HIM TO ME SO I CAN UNMASK HIM!
GET HIM YOUR-SELF! I'M THROUGH TAKING ORDERS FROM YOU, MISTER! NOBODY TELLS THE SCORPION WHAT TO DO!
OH, NO! I NEVER EXPECTED THAT! IF THE SCORPION TURNS AGAINST ME, THEN I'VE GONE FROM THE FRYING PAN INTO THE FIRE!
WAIT! COME BACK! SOME-ONE MIGHT SEE YOU! STOP!!
THE FOOL! AS IF I CARE WHETHER I'M SEEN OR NOT!!
WELL, WELL! AN ARMORED CAR! HERE'S MY CHANCE TO GET A LITTLE SPENDING MONEY!
SOMEONE WITH MY STRENGTH DOESN'T HAVE TO DEPEND ON A BOSS TO PAY HIM!
WITH HIS INCREDIBLY POWERFUL PINCER-LIKE FINGERS, THE SCORPION PEELS THE UPPER STEEL PLATE FROM THE ROOF OF THE CAR AS THOUGH IT'S MADE OF CARDBOARD! BUT THEN ...
EMPTY! THERE'S NOTHING INSIDE!
NO WONDER! THEY'RE BRINGING SOMETHING NOW!
WELCOME, BOYS! I'VE BEEN WAITING FOR YOU!
HOLY COW! WHAT'S THAT?
IT'S THE SCORPION, YOU FOOL! BE SURE YOU REMEMBER THE NAME ... WHEN YOU WAKE UP!
12.

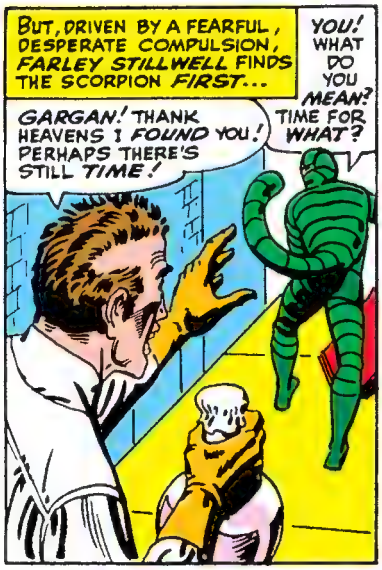

HELP! OUR GEMS... HE'S STEALING THEM!
STOP HIM, SOMEBODY!! HE'S GETTING AWAY!! HELP!! STOP... THIEF!
WHEN THE REPORTERS GET HERE AND ASK WHO DID IT, BE SURE YOU SPELL MY NAME RIGHT! IT'S SCORPION... THE ONE WHO DEFEATED SPIDER-MAN! GOT IT?


BUT NOW, LET'S RETURN TO A DESPERATELY WORRIED J. JONAH JAMESON...
MR. JAMESON, I CAN'T REACH DR. STILLWELL FOR YOU! HIS PHONE DOESN'T ANSWER!
NO! DON'T BOTHER ME WITH JUNK LIKE THAT!! KEEP TRYING STILLWELL! I'VE GOT TO SPEAK TO HIM!
DO YOU WANT TO CHECK THESE SALES FIGURES NOW?


MEANWHILE, ALL BUT FORGOTTEN UPON THE ROOF, A BITTER MASKED TEEN-AGER RECOVERS CONSCIOUSNESS, WITH BURNING RAGE IN HIS HEART!!
IT WAS BOUND TO HAPPEN SOMEDAY... I KNEW I COULDN'T WIN 'EM ALL! BUT THE SCORPION MADE ONE MISTAKE....
HE RAN OFF, THINKING HE'LL NEVER HAVE TO WORRY ABOUT ME AGAIN!!

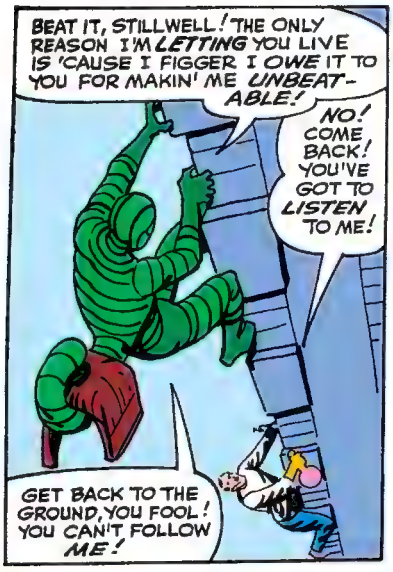
BUT, HE'S GONNA LEARN HOW WRONG HE IS!! I'LL NEVER REST TILL I CATCH HIM... TILL I FIND A WAY TO BEAT HIM!!

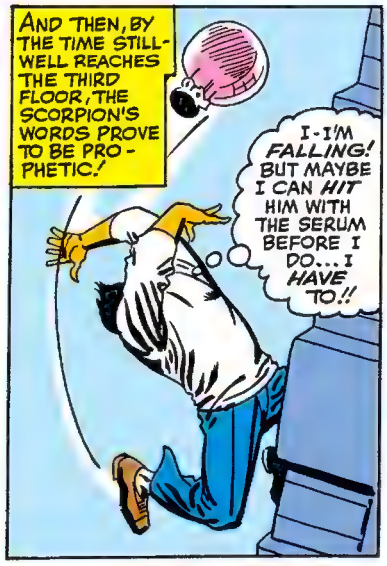
HE CAN'T HAVE GOTTEN FAR! I'LL COMB THE AREA FROM THE ROOF-TOPS! WHEREVER HE IS... I'LL FIND HIM!


BUT, DRIVEN BY A FEARFUL, DESPERATE COMPULSION, FARLEY STILLWELL FINDS THE SCORPION FIRST...
YOU! WHAT DO YOU MEAN? TIME FOR WHAT?
GARGAN! THANK HEAVENS I FOUND YOU! PERHAPS THERE'S STILL TIME!

FOR YOU TO TAKE THIS SERUM! UNLESS YOU DRINK IT, QUICKLY, YOU'LL NEVER BE ABLE TO CHANGE BACK AGAIN! AND YOU'LL LOSE ALL SENSE OF RIGHT AND WRONG!
WELL, WELL, WELL! YOU DON'T SAY!

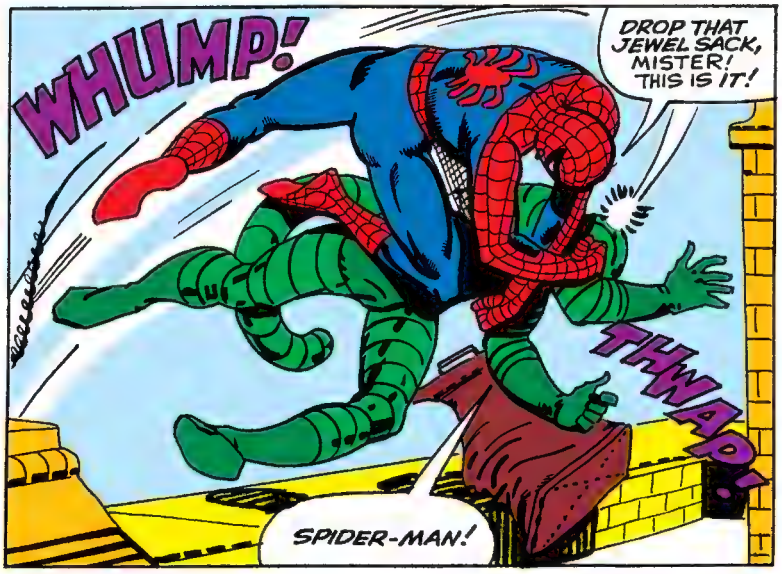
I'VE GOT NEWS FOR YOU, STILL-WELL! YOU'RE TOO LATE! I NEVER WANT TO CHANGE BACK AGAIN... BUT I DO KNOW THE DIFFERENCE BETWEEN RIGHT AND WRONG! WHATEVER THE SCORPION DOES IS RIGHT!
NO! YOU'VE GOT TO TAKE THIS! I CAN'T LIVE WITH THE KNOWLEDGE THAT I'M RESPONSIBLE FOR YOU!

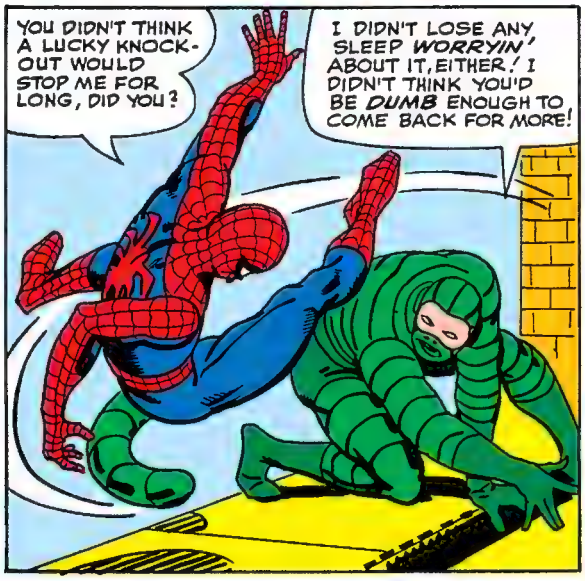

BEAT IT, STILLWELL! THE ONLY REASON I'M LETTING YOU LIVE IS 'CAUSE I FIGGER I OWE IT TO YOU FOR MAKIN' ME UNBEATABLE!
NO! COME BACK! YOU'VE GOT TO LISTEN TO ME!
GET BACK TO THE GROUND, YOU FOOL! YOU CAN'T FOLLOW ME!


AND THEN, BY THE TIME STILLWELL REACHES THE THIRD FLOOR, THE SCORPION'S WORDS PROVE TO BE PROPHETIC!
I-I'M FALLING! BUT MAYBE I CAN HIT HIM WITH THE SERUM BEFORE I DO... I HAVE TO!!

BUT THE DOOMED SCIENTIST'S THROW IS SHORT OF ITS MARK!
I WARNED HIM!
WELL, IT'S NO SKIN OFF MY NOSE! I'VE GOT THINGS TO DO!
THUD!

THEN, AT THAT VERY MOMENT, AN ALERT SPIDER-MAN, SWINGING OVERHEAD, HAPPENS TO SEE...
I'M TOO LATE TO HELP THAT POOR FELLA WHO FELL... BUT AT LEAST I CAN GRAB THE SCORPION!


WHUMP!
DROP THAT JEWEL SACK, MISTER! THIS IS IT!
THWAP!
SPIDER-MAN!


YOU DIDN'T THINK A LUCKY KNOCKOUT WOULD STOP ME FOR LONG, DID YOU?
I DIDN'T LOSE ANY SLEEP WORRYIN' ABOUT IT, EITHER! I DIDN'T THINK YOU'D BE DUMB ENOUGH TO COME BACK FOR MORE!

BUT, BEIN' YOU'RE A GLUTTON FOR PUNISHMENT, I'LL MAKE IT WORTH YOUR WHILE!
IT WON'T BE SO EASY THIS TIME... NOW I'M READY FOR YOU!
A FAT LOT OF GOOD THAT'LL DO YOU! I'M STRONGER THAN EVER NOW... AS YOU'RE GONNA FIND OUT!

AND, EVEN AS THE BATTLE PROGRESSES, THE SCORPION SEEMS TO GROW MORE POWERFUL, MORE DANGEROUS, WITH EACH PASSING SECOND...
THIS IS ONE FIGHT YOU WON'T WALK AWAY FROM, PUNK!

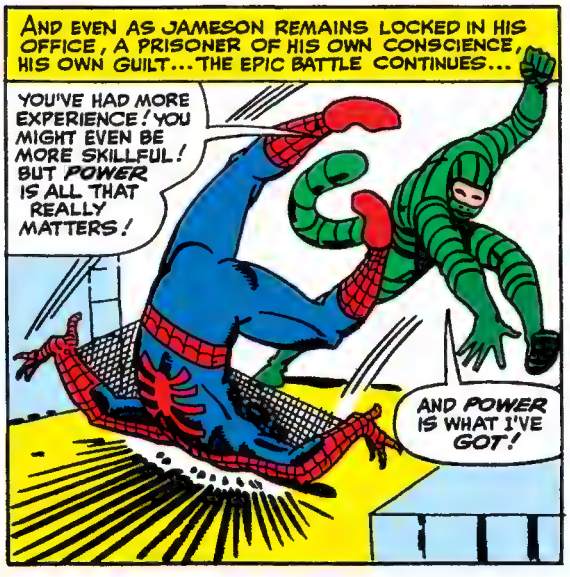
FOR HE HAS ALREADY PASSED "THE POINT OF NO RETURN"! EVEN THE ANTIDOTE SERUM WOULD NOT HELP HIM NOW! HE IS TRULY... THE SCORPION!

HIS BODY HAS ATTAINED THE MAXIMUM DEGREE OF SUPER POWER! HIS BRAIN HAS BEEN SUBTLY ALTERED UNTIL ITS STANDARDS ARE THOSE OF THE PREDATORY BEAST! HE HAS BECOME THE EMBODIMENT OF ALL THAT IS EVIL!!

MEANWHILE, THE SCHEMING PUBLISHER OF THE DAILY BUGLE GROWS MORE PANICKY WITH EACH NEW BULLETIN HE RECEIVES...
WHAT?? STILLWELL IS DEAD?? AND THE SCORPION HAS ROBBED CARTER'S JEWELRY STORE?!!
A POLICE DRAGNET IS COMBING THE CITY?? PEOPLE ARE LOCKING THEMSELVES INDOORS?!

NOBODY KNOWS IT, BUT IT'S ALL MY FAULT! I'M THE ONE TO BLAME! IF NOT FOR ME, THERE WOULD BE NO SCORPION!

JUST TO SATISFY MY OWN PERSONAL HATRED, I TRIED TO DESTROY SPIDER-MAN!
AND, IN SO DOING, I'VE UNLEASHED A FAR WORSE MENACE UPON THE WORLD! A MENACE I CAN NO LONGER CONTROL! A MENACE WHICH NO ONE CAN CONTROL!


AND EVEN AS JAMESON REMAINS LOCKED IN HIS OFFICE, A PRISONER OF HIS OWN CONSCIENCE, HIS OWN GUILT... THE EPIC BATTLE CONTINUES...
YOU'VE HAD MORE EXPERIENCE! YOU MIGHT EVEN BE MORE SKILLFUL! BUT POWER IS ALL THAT REALLY MATTERS!
AND POWER IS WHAT I'VE GOT!

HE'S RIGHT! I WAS A FOOL TO TRY TO TRADE BLOWS WITH HIM! HE IS STRONGER! I'VE GOT TO CHANGE MY STRATEGY!
HERE'S WHERE I PUT YOU AWAY FOR GOOD, LITTLE MAN!

THEN, BEFORE SPIDER-MAN CAN MAKE ANOTHER MOVE...
UNNGH!
HERE...CHEW ON THIS FOR A WHILE!
WHOOM!

AND NOW, ONE SCORPION SMASH OUGHTTA BE ALL IT TAKES TO... OWW!
I FEEL AS THOUGH I BUSTED EVERY ONE OF MY FINGERS!
THWAP!

I SHOULDA REMEMBERED HOW STRONG HIS OWN MUSCLES ARE! IT FEELS AS THOUGH I HIT A BULL-DOZER!

WELL, HE AIN'T GOIN' ANYWHERE FOR A WHILE! I'LL POLISH HIM OFF LATER, WHEN MY HAND STOPS HURTING! IN THE MEAN-TIME, I'VE ONE MORE THING TO DO...!

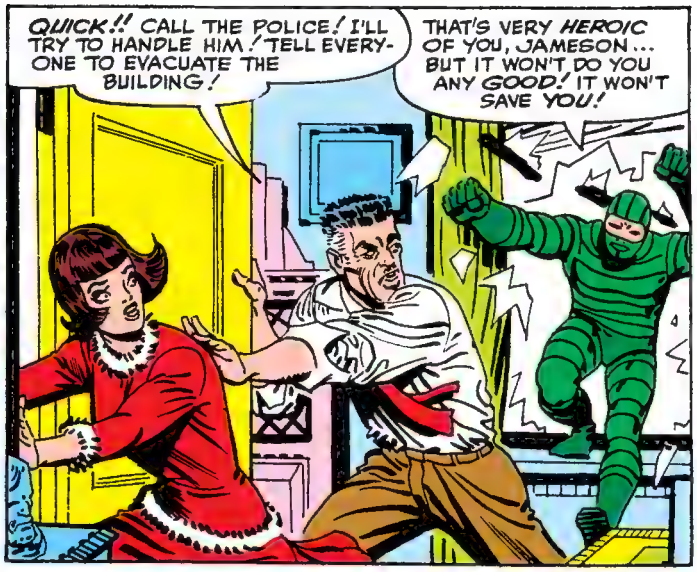
JAMESON IS THE ONLY ONE LIVING WHO KNOWS MY TRUE IDENTITY! WITH HIM OUT OF THE WAY, MY SECRET WILL BE SAFE FOREVER! IT SHOULDN'T TAKE MORE THAN A FEW MINUTES!

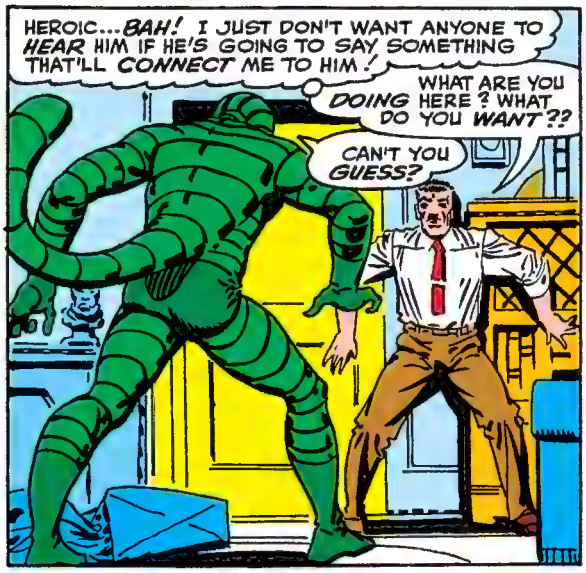
AND, AS THE SCORPION HEADS FOR JAMESON'S OFFICE...
I...I'M STILL ALIVE! THAT MEANS I CAN FIGHT SOME MORE! I'VE GOT TO! HE'LL HAVE TO KILL ME TO STOP ME!

I CAN FEEL MY STRENGTH RETURNING! BUT, NEXT TIME IT'LL BE DIFFERENT! I WON'T GIVE HIM A CHANCE TO... WHAT'S THAT ??!
HELP!

A SCREAM! FROM THE DIRECTION OF JAMESON'S OFFICE! AND IT SOUNDED LIKE... BETTY!

AND SPIDER-MAN IS RIGHT! IT IS BETTY BRANT...!
MR. JAMESON... LOOK! COMING IN THROUGH THE WINDOW! DO SOMETHING... HURRY! IT... IT'S THE SCORPION!


QUICK!! CALL THE POLICE! I'LL TRY TO HANDLE HIM! TELL EVERYONE TO EVACUATE THE BUILDING!
THAT'S VERY HEROIC OF YOU, JAMESON... BUT IT WON'T DO YOU ANY GOOD! IT WON'T SAVE YOU!


HEROIC... BAH! I JUST DON'T WANT ANYONE TO HEAR HIM IF HE'S GOING TO SAY SOMETHING THAT'LL CONNECT ME TO HIM!
WHAT ARE YOU DOING HERE? WHAT DO YOU WANT??
CAN'T YOU GUESS?

STOP! DON'T COME ANY CLOSER! YOU'RE MAD! I-I'LL PAY ANY PRICE... BUT DON'T HURT ME... STOP!
DON'T BE SO GREEDY, SCORPION! YOU SHOULD LEARN TO FINISH WITH ONE ENEMY BEFORE YOU TACKLE ANOTHER!
SPIDER-MAN!!

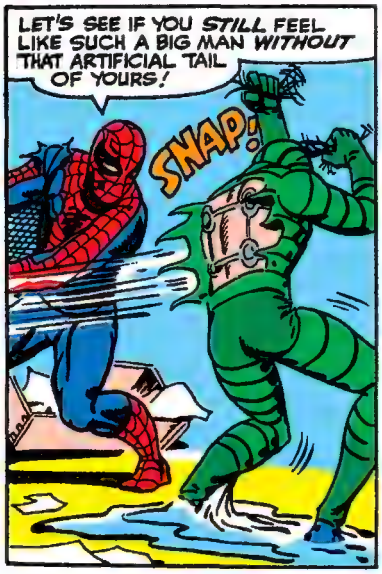
YOU SHOULD HAVE ESCAPED WHILE YOU HAD THE CHANCE, YOU FOOL!
THAT'S JUST WHAT I WAS ABOUT TO TELL YOU!

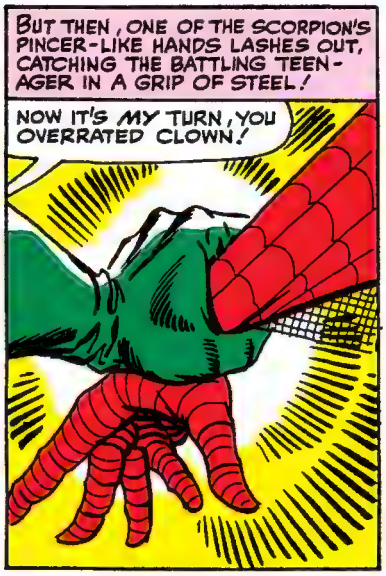
NOW LET'S SEE WHAT YOUR SCORPION STRENGTH CAN DO AGAINST MY SPIDER AGILITY!
YOU'LL SEE, ALL RIGHT! ...SOON AS I GET MY HANDS ON YOU!

DON'T HOLD YOUR BREATH WAITING, SCORP! YOU'RE NOT GONNA NAIL ME AGAIN!
DON'T YOU REALIZE THAT YOUR WEB CAN'T STOP ME??

MAYBE NOT... BUT IT'LL SURE SLOW YOU DOWN PLENTY! 'SPECIALLY SINCE THIS IS MY EXTRA-STICKY LIQUID WEBBING!

AND, WHILE YOU'RE TRYING TO LIFT THOSE CLUMSY GUNBOATS OF YOURS OFF THE FLOOR, I'LL JUST EVEN THE SCORE A LITTLE!

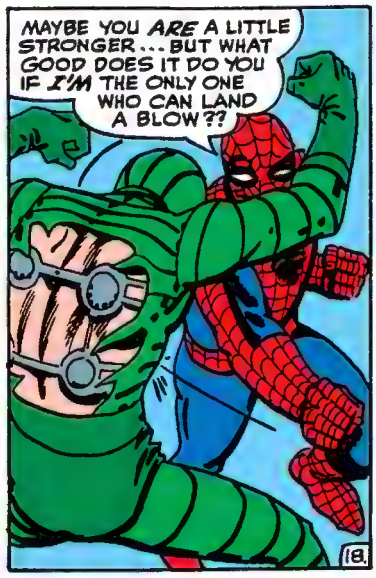

LET'S SEE IF YOU STILL FEEL LIKE SUCH A BIG MAN WITHOUT THAT ARTIFICIAL TAIL OF YOURS!
SNAP!


BUT THEN, ONE OF THE SCORPION'S PINCER-LIKE HANDS LASHES OUT, CATCHING THE BATTLING TEEN-AGER IN A GRIP OF STEEL!
NOW IT'S MY TURN, YOU OVERRATED CLOWN!

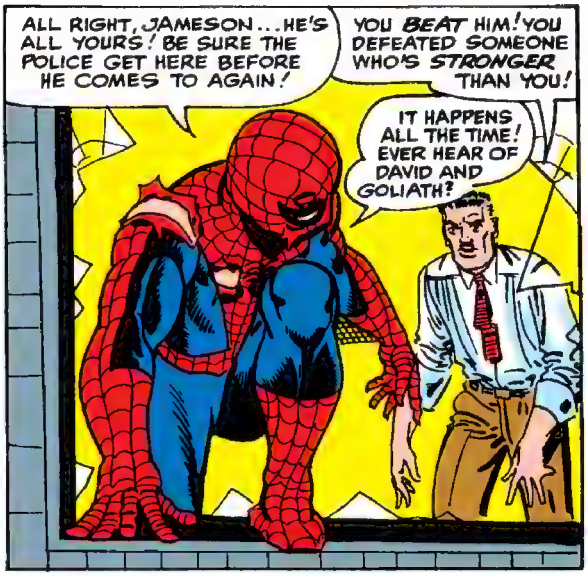
BUT, INSTEAD OF TRYING TO PULL AWAY, AS THE SCORPION EXPECTS, SPIDEY CHARGES TOWARDS HIM, CATCHING HIM OFF-BALANCE!
OOOF!
SURE! IT'S YOUR TURN TO LOSE!
THWOP!

SORRY, SCORP... THIS TIME I'M NOT PLAYIN' IT YOUR WAY! INSTEAD OF SLUGGING IT OUT WITH YOU, I'LL USE MY SPIDER-SENSE TO EASILY DODGE YOUR BLOWS!... LIKE THIS!

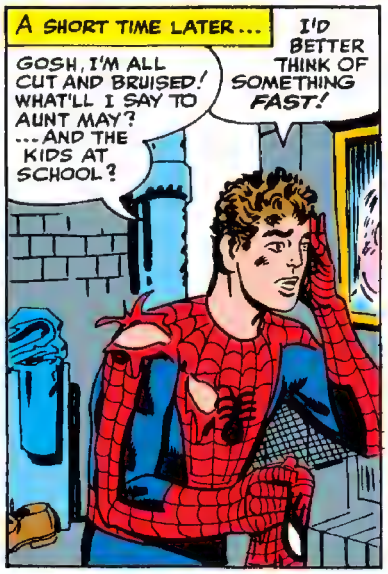
AND THEN, WHILE YOU'RE STANDING FLAT-FOOTED, WONDERING WHAT TO DO NEXT, I'LL JOIN THE PARTY!
KLOP!

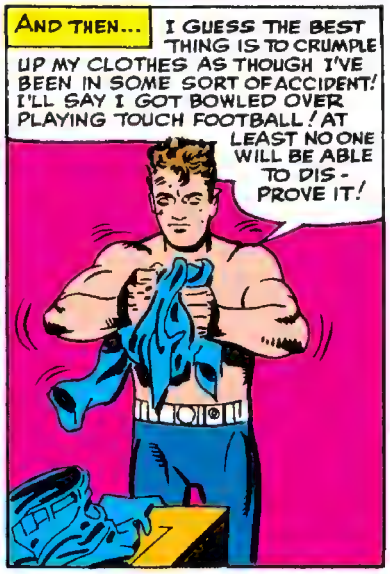

MAYBE YOU ARE A LITTLE STRONGER... BUT WHAT GOOD DOES IT DO YOU IF I'M THE ONLY ONE WHO CAN LAND A BLOW??

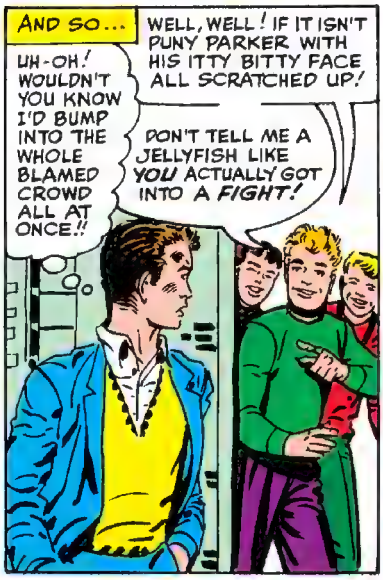
THAT'S IT, SPIDEY! HIT HIM AGAIN! AND AGAIN! BE SURE HE'S BEATEN! DON'T TAKE ANY CHANCES! GOOD... GOOD!
WHAT'S HAPPENING?? HAVE I GONE MAD? HERE I AM, CHEERING FOR SPIDER-MAN... THE ONE I HATE WORST IN ALL THE WORLD!
PTOW!

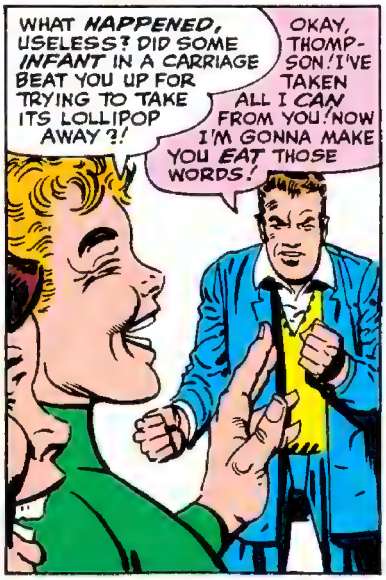

ALL RIGHT, JAMESON... HE'S ALL YOURS! BE SURE THE POLICE GET HERE BEFORE HE COMES TO AGAIN!
YOU BEAT HIM! YOU DEFEATED SOMEONE WHO'S STRONGER THAN YOU!
IT HAPPENS ALL THE TIME! EVER HEAR OF DAVID AND GOLIATH?

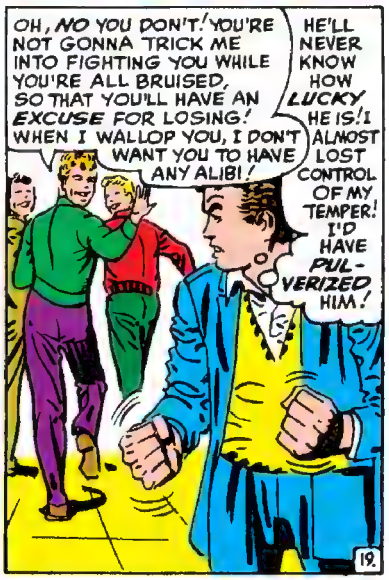
MY SECRET IS SAFE... FOR NOW! BUT WHAT SUPREME IRONY! I WAS SAVED FROM A MENACE WHOM I MYSELF HELPED TO CREATE... SAVED BY THE ONE HE WAS CREATED TO DESTROY!

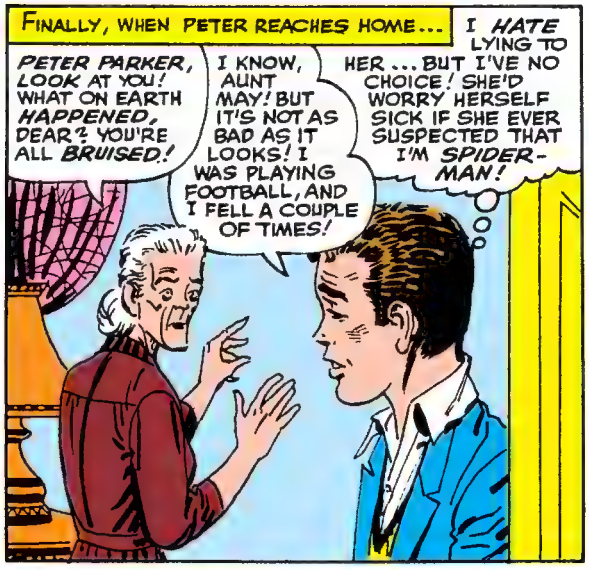

A SHORT TIME LATER...
GOSH, I'M ALL CUT AND BRUISED! WHAT'LL I SAY TO AUNT MAY? ...AND THE KIDS AT SCHOOL?
I'D BETTER THINK OF SOMETHING FAST!

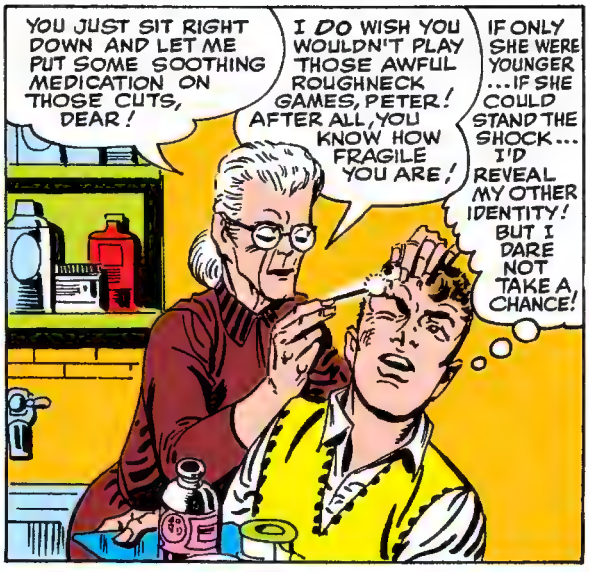

AND THEN...
I GUESS THE BEST THING IS TO CRUMPLE UP MY CLOTHES AS THOUGH I'VE BEEN IN SOME SORT OF ACCIDENT! I'LL SAY I GOT BOWLED OVER PLAYING TOUCH FOOTBALL! AT LEAST NO ONE WILL BE ABLE TO DIS-PROVE IT!


AND SO...
WELL, WELL! IF IT ISN'T PUNY PARKER WITH HIS ITTY BITTY FACE ALL SCRATCHED UP!
UH-OH! WOULDN'T YOU KNOW I'D BUMP INTO THE WHOLE BLAMED CROWD ALL AT ONCE!!
DON'T TELL ME A JELLYFISH LIKE YOU ACTUALLY GOT INTO A FIGHT!


WHAT HAPPENED, USELESS? DID SOME INFANT IN A CARRIAGE BEAT YOU UP FOR TRYING TO TAKE ITS LOLLIPOP AWAY?!
OKAY, THOMPSON! I'VE TAKEN ALL I CAN FROM YOU! NOW I'M GONNA MAKE YOU EAT THOSE WORDS!

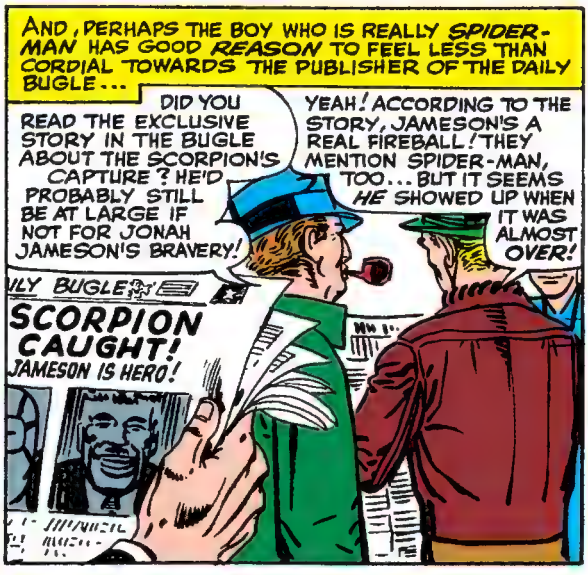

OH, NO YOU DON'T! YOU'RE NOT GONNA TRICK ME INTO FIGHTING YOU WHILE YOU'RE ALL BRUISED, SO THAT YOU'LL HAVE AN EXCUSE FOR LOSING! WHEN I WALLOP YOU, I DON'T WANT YOU TO HAVE ANY ALIBI!
HE'LL NEVER KNOW HOW LUCKY HE IS! I ALMOST LOST CONTROL OF MY TEMPER! I'D HAVE PUL-VERIZED HIM!

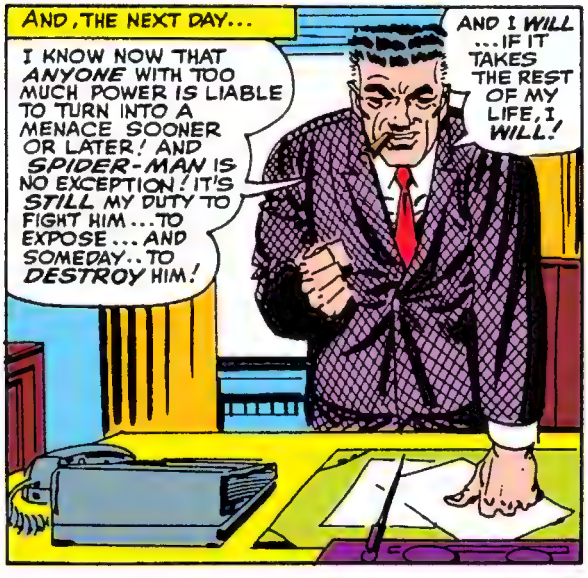

FINALLY, WHEN PETER REACHES HOME...
PETER PARKER, LOOK AT YOU! WHAT ON EARTH HAPPENED, DEAR? YOU'RE ALL BRUISED!
I KNOW, AUNT MAY! BUT IT'S NOT AS BAD AS IT LOOKS! I WAS PLAYING FOOTBALL, AND I FELL A COUPLE OF TIMES!
I HATE LYING TO HER... BUT I'VE NO CHOICE! SHE'D WORRY HERSELF SICK IF SHE EVER SUSPECTED THAT I'M SPIDER-MAN!

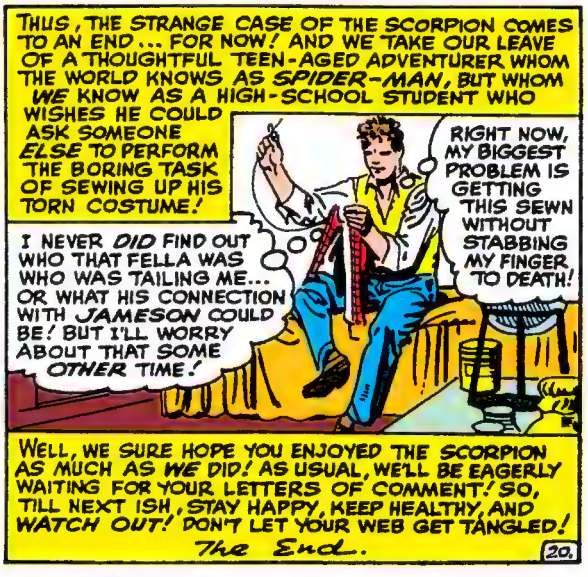

YOU JUST SIT RIGHT DOWN AND LET ME PUT SOME SOOTHING MEDICATION ON THOSE CUTS, DEAR!
I DO WISH YOU WOULDN'T PLAY THOSE AWFUL ROUGHNECK GAMES, PETER! AFTER ALL, YOU KNOW HOW FRAGILE YOU ARE!
IF ONLY SHE WERE YOUNGER ...IF SHE COULD STAND THE SHOCK... I'D REVEAL MY OTHER IDENTITY! BUT I DARE NOT TAKE A CHANCE!

LATER, WHEN PETER IS ALONE IN HIS ROOM...
DID YOU HEAR WHAT HAPPENED, PETER?? MR. JAMESON SAVED ME FROM THE SCORPION BY PUSHING ME OUT OF THE ROOM IN TIME...!

YEAH, SURE! J. JONAH JAMESON... BOY HERO! THAT'LL BE THE DAY!
GLAD TO HEAR IT, BETTY! WHAT DO YOU WANNA DO... CHIP IN FOR A MEDAL?
OH, PETER...!


AND, PERHAPS THE BOY WHO IS REALLY SPIDER-MAN HAS GOOD REASON TO FEEL LESS THAN CORDIAL TOWARDS THE PUBLISHER OF THE DAILY BUGLE...
DID YOU READ THE EXCLUSIVE STORY IN THE BUGLE ABOUT THE SCORPION'S CAPTURE? HE'D PROBABLY STILL BE AT LARGE IF NOT FOR JONAH JAMESON'S BRAVERY!
YEAH! ACCORDING TO THE STORY, JAMESON'S A REAL FIREBALL! THEY MENTION SPIDER-MAN, TOO... BUT IT SEEMS HE SHOWED UP WHEN IT WAS ALMOST OVER!
ILY BUGLE
SCORPION CAUGHT!
JAMESON IS HERO!


AND, THE NEXT DAY...
I KNOW NOW THAT ANYONE WITH TOO MUCH POWER IS LIABLE TO TURN INTO A MENACE SOONER OR LATER! AND SPIDER-MAN IS NO EXCEPTION! IT'S STILL MY DUTY TO FIGHT HIM... TO EXPOSE... AND SOMEDAY.. TO DESTROY HIM!
AND I WILL ...IF IT TAKES THE REST OF MY LIFE, I WILL!


THUS, THE STRANGE CASE OF THE SCORPION COMES TO AN END... FOR NOW! AND WE TAKE OUR LEAVE OF A THOUGHTFUL TEEN-AGED ADVENTURER WHOM THE WORLD KNOWS AS SPIDER-MAN, BUT WHOM WE KNOW AS A HIGH-SCHOOL STUDENT WHO WISHES HE COULD ASK SOMEONE ELSE TO PERFORM THE BORING TASK OF SEWING UP HIS TORN COSTUME!
RIGHT NOW, MY BIGGEST PROBLEM IS GETTING THIS SEWN WITHOUT STABBING MY FINGER TO DEATH!
I NEVER DID FIND OUT WHO THAT FELLA WAS WHO WAS TAILING ME... OR WHAT HIS CONNECTION WITH JAMESON COULD BE! BUT I'LL WORRY ABOUT THAT SOME OTHER TIME!
WELL, WE SURE HOPE YOU ENJOYED THE SCORPION AS MUCH AS WE DID! AS USUAL, WE'LL BE EAGERLY WAITING FOR YOUR LETTERS OF COMMENT! SO, TILL NEXT ISH, STAY HAPPY, KEEP HEALTHY, AND WATCH OUT! DON'T LET YOUR WEB GET TANGLED!
The End.

A MARVEL MASTERWORK PIN-UP

SPIDER'S WEB

Dear Stan and Steve,

Just a note to let you know how much your comics are appreciated here at Wabash College. This is an all-men's school so we have to do something for entertainment — your comics are cheaper than movies and almost as relaxing. Your unparalleled imaginations and talent for flippant remarks have drawn a loyal (if somewhat neurotic) following—almost all of us in the Fiji house here.

Rhiman A. Rotz, Jr., Phi Gamma Delta
Wabash College, Crawfordsville, Ind.

Good to hear from you fellow neurotics! By the way, keep your eyes peeled. Peter Parker will have to go to college sooner or later, and you might see him skippin' around the campus at Wabash some day!

Dear Stan and Steve,

I am pleased with your latest issues of Spider-Man. By the way, why don't you keep a column for "Pen Friends"? If you do, please write my name and address and also my hobbies, which are: collecting stamps, reading, and dancing. My age is 13. Please find me about 5 to 8 pen friends in America.

Imtiaz Alladina, P.O. Box No. 367
Tanga., Tanganyika, East Africa

Immy, old buddy, we don't usually list pen pals' names. If we did, we'd have room for almost nothing else! But, when we get a request from someone as far away as Tanganyika, we've just *got* to print the letter! We're delighted that Spidey has readers in East Africa —and, if he ever wants to go someplace for an exotic vacation, who knows—?

Dear Stan and Steve,

"*Warning!!* If you don't say this is one of the greatest issues you've ever read, we may never talk to you again!" Well, I guess you're never going to talk to me again, because Spider-Man #16 wasn't one of the greatest issues I've ever read; it was *the* absolute greatest aggregate of paper, printers' ink, staples, and just plain hard work put into comic book form that I have *ever* read! I have read literally *thousands* of comics, and of all of them, I can truthfully say that issue #16 of Spider-Man was the best *single* comic of all! The cover was magnificent, and I am at a complete loss of words to express my feelings concerning the story! No doubt the key word to the incredible Marvel success formula is *action!* When I buy a comic, that's the reason why and I'm glad you guys know it and take advantage of your knowledge! If there's only one thing in this world I like, it's swashbuckling, devil-may-care action, and brother, do you give it to us! Stan Lee is truly the master of the spoken word! He has to be, to come up with the wild, daring, and beautifully human yet comical speech which pours forth from the Spider-Man's lips in every panel. I've really got to congratulate you on the fine job you've done!

Ken Dixon, 674 Buttonwood Drive
Springfield, Pa. 19064

Well, it happened again, Ken! Stan's head just swelled to a still bigger size! He's beginning to look like one of our own sci-fix men of the future, and it's all your fault!

Dear Stan and Steve,

In the name of humanity, stop it!! I am talking about the long, agonizing wait between the issues of Spider-Man. Just last month, twelve people committed suicide because they couldn't stand the wait. And that was just on our block! We faithful fans must have at least a weekly supply of Spider-Man adventures, or we all may become unhinged. For no other mag is so skillfully prepared and so thoroughly enjoyed. How you can surpass yourselves time after time is a mystery in itself, but ours is not to make reply, ours is not to reason why, ours is but to read and buy.

Mark Harkins, 5121 Holmes Runn Pkwy,
Alexandria, Virginia

A truly beautiful letter, Mark, eloquent in its simplicity, shattering in its power, radiant in its shining truth! There's not a dry eye in the bullpen, lad!

Dear Stan and Steve,

Wow!! What a comic!! Spidey is the *greatest!!* He is so realistic and human, it is almost as though there actually *were* a Spider-Man. I really enjoy reading all of your Marvel comics, but Spidey is my favorite. I am one of your most loyal fans.

John Turner, 3124 Colfax
Topeka, Kansas

***Some* loyal fan!!! So, it's almost as though there actually *were* a Spider-Man, eh? And just who do you think Petey Parker is, Johnny — one of the Katzenjammer Kids?**

Dear Stan and Steve,

We are all gathered here (I am, at least) to pay tribute to Mr. Stan Lee and Mr. Steve Ditko, who have done a truly magnificent job on the recent Spider-Man Annual. The main story of the Sinister Six (Boy! What names you guys think up!) was great, great, great. I mean Super-Duper! I liked especially the full page scenes Spidey had with each of the baddies, like that one on page 16. That was the best picture of the story, I think. (Not that the others weren't great, Steve.) Steve did a wonderful job on the Fantastic Four, better than he's ever done before. The story was terrific all-around, *except* that you should have had all of the Sinister Six battle Spidey at once. That would have had great action! By the way, thanks for your informative "Secrets of Spider-Man" section! It answered a lot of my questions. Also, thanks for the "Gallery of Spider-Man's Most Famous Foes," and that funny "How Stan Lee and Steve Ditko Create Spider-Man." One last comment: Why does Stan Lee always get top billing? (I love to start arguments.)

Gary Rafferty, 19 120th Street
Troy, N.Y.

Because Stan is so talented, lovable, clever, and witty! (And mainly because he's the bullpen boss!)

Dear Stan and Steve,

Y'know, when I read the Spider-Man Annual, I felt sorry for you guys, because it's going to be pretty hard to outdo yourselves now. Let's face it — it was beyond a shadow of a doubt the most colorful, ironic, motion-packed story that I have ever had the chance to read. Well, first I'll give you my praises, and then my punches. The plot was more interwoven than Spidey's web, and it was simply amazing how you could write it. You were probably up every night since March doing the darned story. It was very nice of you guys to keep the introductory paragraph down to an arrowful. The art was something I've never seen before. Those full-page action fights were the greatest masterpieces I've seen in many a good year, and I'm sure any comic collector would praise it. You should have all those pictures bronzed, or put them in the Westinghouse time capsule. The script was unique — the jargon of the different heroes and villains was interesting, and each character had practically a different tongue. Aunt May's opinion of Doc Ock was refreshing, and offered a sense of frustration to most every reader. J.J.J. always amuses me. I wonder if he is symbolic of someone whom you don't take a particular craving to. Well, so far you must be patting yourselves on the back, but don't strain yourselves,

Continued . . .

because I now have a few choice words to say to you about how you botched the whole thing up. Why did you put those ads in the corners of the panels? That was undoubtedly the most foolish move you could have made. Here, I'm concentrating on the story, when my train of thought is interrupted by: "The X-Men appear bi-monthly in their own feature-length magazine." I should think that mostly everybody knows where to look for the Marvel characters. Second—it seems to me that Professor X is a rather close-minded man, or else he wouldn't have told the X-Men to ignore the Torch's message. What if he heard (for the sake of argument), that the world was to explode, and that the Avengers should come to action. Would Prof. X just disregard it? I assume not. Another bit of irritation is that Doc Ock can mentally control his arms. Every issue you make the villain stronger. How about making the hero weaker? One more thing—I think it would be of interest if Spidey revealed his identity to either Aunt May or Betty Brant. It would be interesting to see how you could handle a story like that. Well, I'm clean out of comments, so expect another letter when the next Annual comes out!

Charles Lichtman, 1261 Merriam Ave.
Bronx, N.Y.

Take it easy, Charlie—we may not be finished reading *this* letter by the time the next annual comes out! Anyway, as far as Spidey revealing his true identity to Betty or mirthful Aunt May, we'd kinda like to get some more opinions from some more of you web-spinners. And our guess is that most of you *won't* want him to tell! We'll give the result later on—okay?

MEMO FROM THE M.M.M.S.
("Merry Marvel Marching Society" to you!)
Things are going great guns with our new Marvel Club! We have all sorts of special surprises and off-beat treats planned! But we want to wait till next ish before our official membership application coupon appears. (This will give us time to make sure that all the comments and ideas we asked you for have been received and read.) But, we *can* tell you this much: membership will be one dollar! (Making it possibly the most expensive club of its type!) So start saving your loose change now! But, for gosh sakes, we don't want your buck unless you can easily afford it. If you're strapped for cash, forget it! You can join a month later, or a year later! You won't miss anything important! There'll be no secret code messages which only Marvel Marchers can understand, or any other juvenile jazz like that! But for those of you who do join we guarantee a million laughs and a barrel of fun!
So, watch for our big full-page official announcement next month, describing the club in detail and containing our first publicly-offered membership coupon! We have a hunch that the ol' M.M.M.S. will be the biggest thing since squirrel tails! But, as always, it's up to you!
'Nuff said!

Dear Stan and Steve,

May I congratulate you on your new villain, the Green Goblin. He is one of the best crooks you've ever created. Could you have Spider-Man meet up with the Scarecrow? In my opinion, the Scarecrow is the most original villain ever created. Among my favorite comic villains are Dr. Doll, Dr. Doom, the Enforcers, Mysterio, and the Wizard. I think all your comics are top rate. I am not an American, by the way. I am Italian, but I go to an American school. Since my mother is from the U.S., I learned English at school, although I've never been in America. Will your comics ever be translated? I hope so, because buying them in English gets rather expensive. Well, I guess I'm getting carried away, so I better quit while I'm ahead. My best wishes from Rome, and keep up the good work.

Aldo Falchin, 163 Viale Cogley
Rome, Italy

We'll look into the matter of translating our mags for you. Also, we didn't know the English versions were so expensive in Italy. And, as for Spidey meeting some of those other villains you named, you know how things are in the Marvel mags — if he lives long enough, he'll probably meet *all* of them! Arrivederci!

Dear Stan and Steve,

I've been reading the letters about having Spider-Man join a team. I say having Spider-Man join a team is like having Jonah Jameson dating Aunt May!

Sandy Loomis, Rt. 2, Box 252
Roswell, N.M.

***Say*, now! *There's* an idea! It's about time Aunt May found herself a fella! Now, if she can just get over her crush on Doc Ock . . .!**

SPECIAL ANNOUNCEMENTS SECTION:

—Can you guess what one of the most agonizing feelings in the world is?? Well, we'll tell you—it's having a special announcements section to write when you haven't anything special to announce! Oh well—we'll think of *something!*

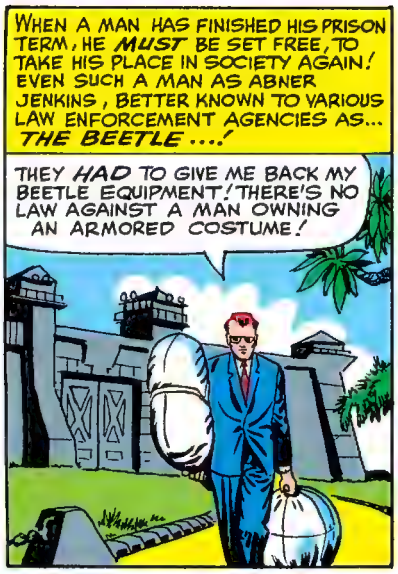
—One thing we always get a kick out of is the occasional fan who writes in to demand that we give sunny Steve some more strips to draw! Poor ol' darling' Ditko does about twenty pages of Spidey each month—plus ten pages of Dr. Strange—plus ten pages of the Hulk—and he *still* finds time to argue with Stan for a few hours each week! If he gets one more thing to do, he'll either have to run for the hills, or grow another set of arms like Doc Ock! (And then we'd have to give him a raise, because you know how expensive four-armed suits are!) But, speaking of artists—don't dare miss our newest addition to the magnificent Marvel line-up! He's none other than the famous Wally Wood, whose illustrations have been featured in MAD and many other of the nation's top mags! And, if you wanna find out what he's going to draw, you'll have to read our coming attractions section which is on this page. (Just another new sneaky Marvel device to make sure you read *everything* we write!)

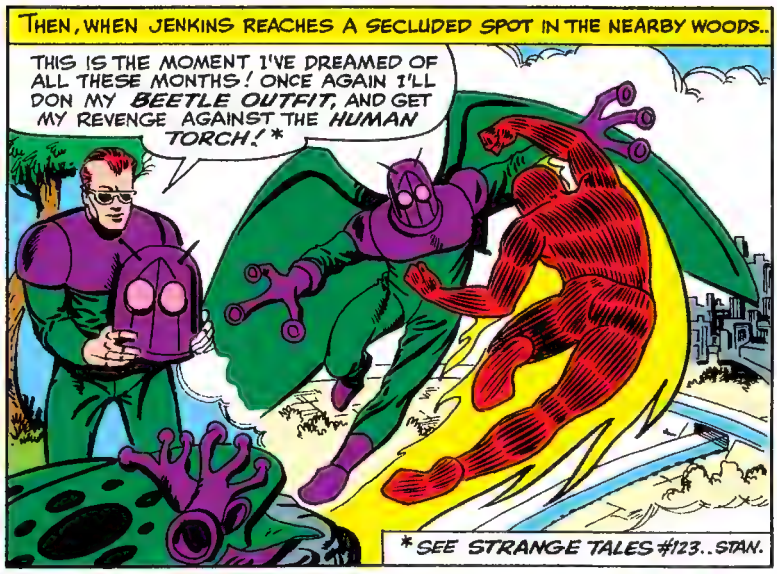
THE MIGHTY MARVEL CHECKLIST!
A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now:
FANTASTIC FOUR #34: The World's Greatest Comic Mag presents a startlingly different theme, in which the fabulous foursome are forced to battle *each other!* You will also thrill to the strangely fascinating villainy of the man called *Gideon!*
AVENGERS #11: All we need tell you about *this* one is that the Avengers battle Spider-Man! No matter how we brag about it, you're sure to rave even more!
DAREDEVIL #5: You'll never forgive yourself if you miss famous artist *Wally Wood's* first appearance in the Marvel Age, as he brings new grandeur to Daredevil's breath-taking battle with . . . the *Matador!*
THOR #111: The one you've been waiting for! Fighting-mad as never before, with the girl he loves dying, mighty *Thor* strikes back at the *Cobra* and *Mr. Hyde* with all the awesome power at his command!
STRANGE TALES #128: A real treat for X-Men fans! The *Torch* and the *Thing* battle *Quicksilver* and the *Scarlet Witch!* As for *Dr. Strange*, he has his hands full when he faces the *Demon's Disciple!* Truly an epic issue!
SUSPENSE #61: All we dare tell you about the sensational *Iron Man* thriller is that you'll learn what happens to the Golden Avenger when *Tony Stark* dies! And, in answer to so many requests, *Captain America* will be seen in a gripping war adventure reminiscent of the days of his former glory!
ASTONISH #63: Everyone's talking about the way talented artist *Carl Burgos* is breathing new life into the *Giant-Man* feature. You're sure to enjoy High-Pockets' tussle with the *Wrecker!* Meantime, the sensational *Hulk* meets his most dangerous enemy in "A Titan Rides The Train!" You'll love it!
SGT. FURY #12: This is it! At last the Howlers meet *Captain America* in the battle drama of the year! Buy this one early. It's certain to be a sell-out!

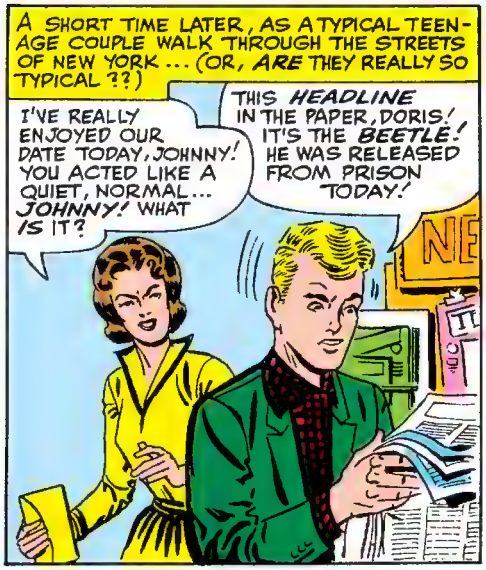
—Okay, time now for the really *big* news—a hint of what you'll find in the next ish of SPIDER-MAN! And a hint is all you'll get, because it's all you'll need! We'll tell you only one thing—Spidey #21 will feature none other than—THE HUMAN TORCH!! Better be sure to buy it the first week it goes on sale—it won't last much longer! But you needn't become a nervous wreck till then! We won't mind a bit if you buy our other Marvel mags while you're waiting!

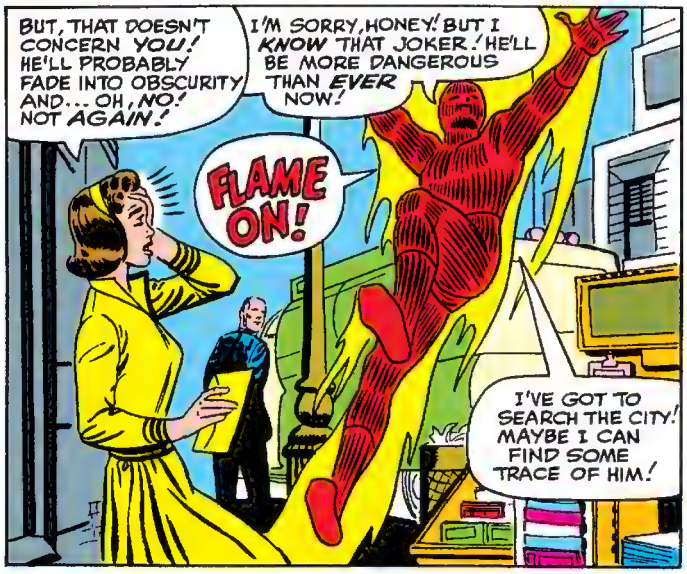
the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
21 FEB.
ANOTHER MARVEL SUPER-SPECTACULAR!
CO-FEATURING:
THE HUMAN TORCH and The BEETLE!
WHO SAYS THIS ISN'T THE MARVEL AGE OF COMICS!

SPIDER-MAN
"WHERE FLIES THE BEETLE...!"
GUEST-STARRING The HUMAN TORCH
ANOTHER MIGHTY MILESTONE IN THIS, THE MARVEL AGE OF COMICS!
DELICIOUSLY WRITTEN BY: STAN LEE
DELIRIOUSLY ILLUSTRATED BY: STEVE DITKO
DELIGHTFULLY LETTERED BY: S. ROSEN

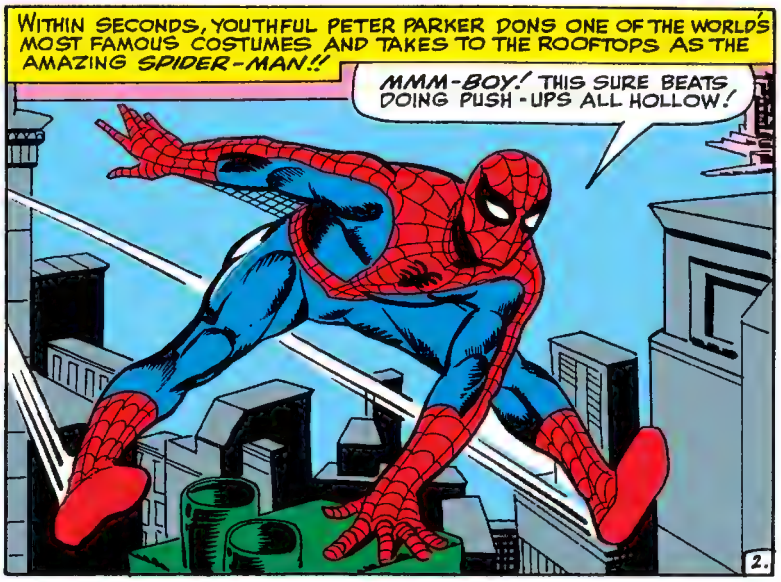

WHEN A MAN HAS FINISHED HIS PRISON TERM, HE MUST BE SET FREE, TO TAKE HIS PLACE IN SOCIETY AGAIN! EVEN SUCH A MAN AS ABNER JENKINS, BETTER KNOWN TO VARIOUS LAW ENFORCEMENT AGENCIES AS... THE BEETLE ....!
THEY HAD TO GIVE ME BACK MY BEETLE EQUIPMENT! THERE'S NO LAW AGAINST A MAN OWNING AN ARMORED COSTUME!

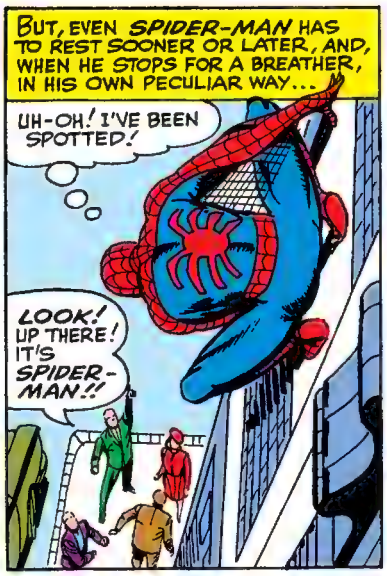

THEN, WHEN JENKINS REACHES A SECLUDED SPOT IN THE NEARBY WOODS..
THIS IS THE MOMENT I'VE DREAMED OF ALL THESE MONTHS! ONCE AGAIN I'LL DON MY BEETLE OUTFIT, AND GET MY REVENGE AGAINST THE HUMAN TORCH! *
* SEE STRANGE TALES #123..STAN.


A SHORT TIME LATER, AS A TYPICAL TEEN-AGE COUPLE WALK THROUGH THE STREETS OF NEW YORK ... (OR, ARE THEY REALLY SO TYPICAL ??)
I'VE REALLY ENJOYED OUR DATE TODAY, JOHNNY! YOU ACTED LIKE A QUIET, NORMAL... JOHNNY! WHAT IS IT?
THIS HEADLINE IN THE PAPER, DORIS! IT'S THE BEETLE! HE WAS RELEASED FROM PRISON TODAY!


BUT, THAT DOESN'T CONCERN YOU! HE'LL PROBABLY FADE INTO OBSCURITY AND... OH, NO! NOT AGAIN!
I'M SORRY, HONEY! BUT I KNOW THAT JOKER! HE'LL BE MORE DANGEROUS THAN EVER NOW!
FLAME ON!
I'VE GOT TO SEARCH THE CITY! MAYBE I CAN FIND SOME TRACE OF HIM!

MEANWHILE, IN A QUIET SUBURBAN NEIGHBORHOOD IN FOREST HILLS, WE FIND ANOTHER TYPICAL TEEN-AGER... (ABOUT AS TYPICAL AS JOHNNY STORM..!)
WHEW! I GUESS I'VE BEEN STUDYING TOO LONG! I'M GETTING A STIFF BACK! ONLY ONE THING TO DO...
.. I'VE GOT TO GET THE KINKS OUT... AND I KNOW JUST HOW TO DO IT!


WITHIN SECONDS, YOUTHFUL PETER PARKER DONS ONE OF THE WORLD'S MOST FAMOUS COSTUMES AND TAKES TO THE ROOFTOPS AS THE AMAZING SPIDER-MAN!!
MMM-BOY! THIS SURE BEATS DOING PUSH-UPS ALL HOLLOW!

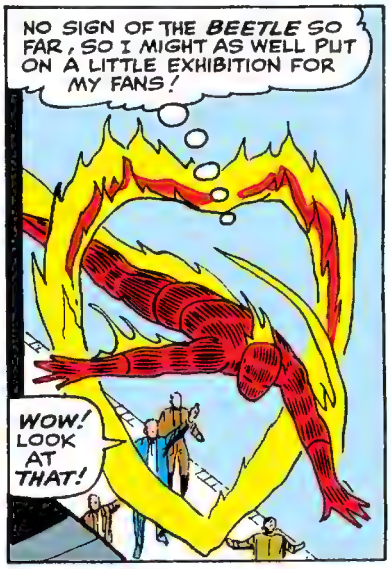

BUT, EVEN SPIDER-MAN HAS TO REST SOONER OR LATER, AND, WHEN HE STOPS FOR A BREATHER, IN HIS OWN PECULIAR WAY...
UH-OH! I'VE BEEN SPOTTED!
LOOK! UP THERE! IT'S SPIDER-MAN!!

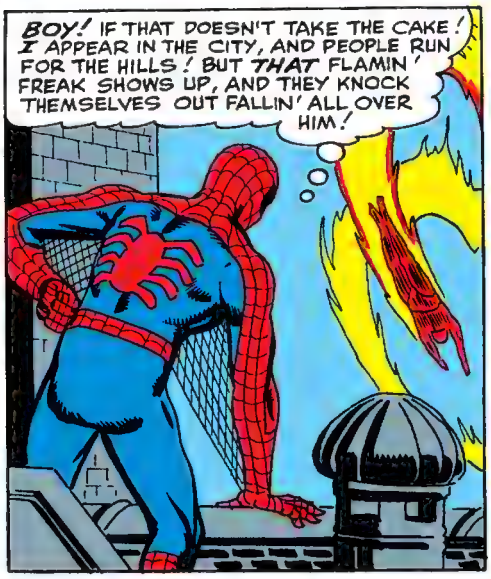
RUN! THERE'S NO TELLING WHAT HE'LL DO NEXT!!
WHY DOESN'T SOME-ONE CALL THE POLICE?

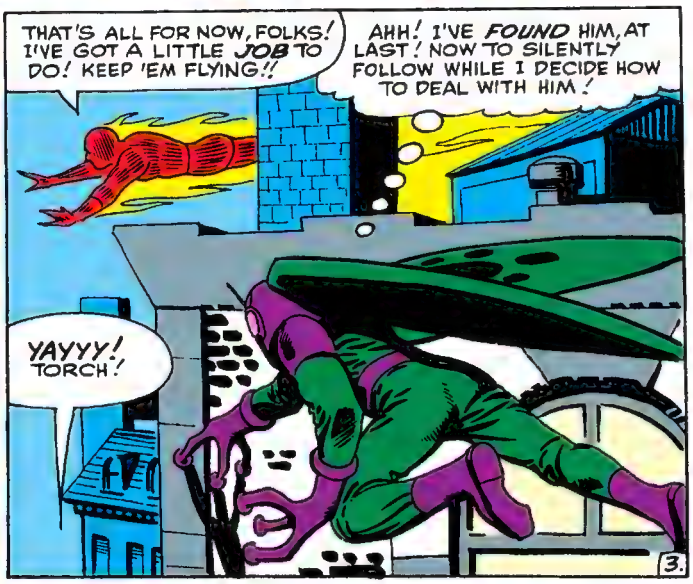
RATS! I'M ABOUT AS WELL-LOVED BY MY FELLOW CITIZENS AS J. EDGAR HOOVER IS BY THE MAFIA!

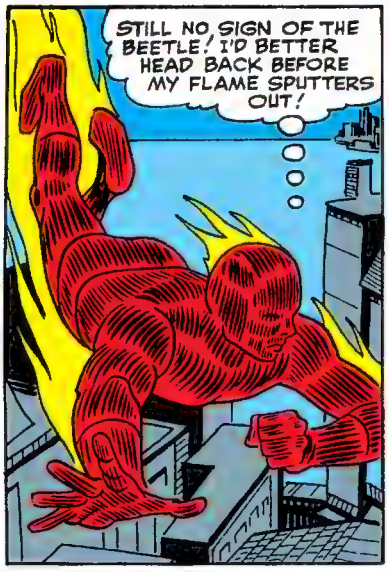
HMM! IT'S A BIG NIGHT FOR SUPER-HEROES TONIGHT! THERE'S THE HUMAN TORCH, FLYIN' AROUND AS IF HE HAD SENSE!

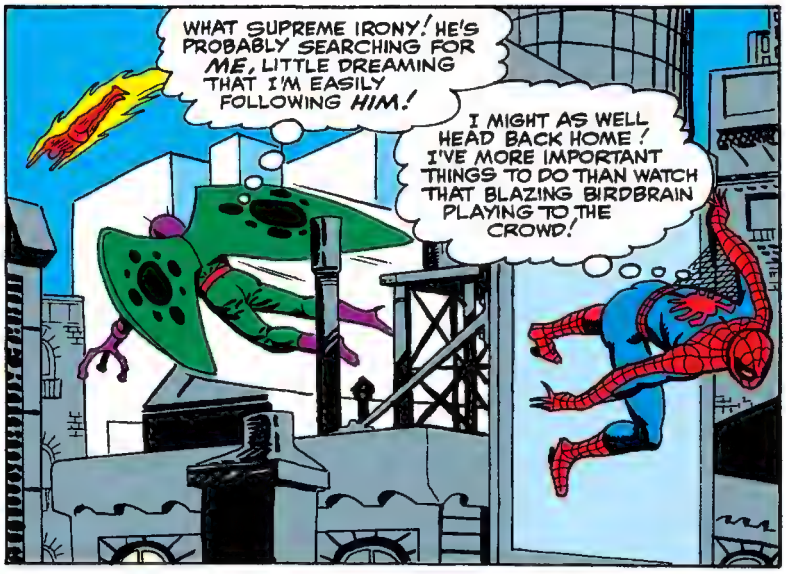
OH, LOOK! IT'S THE HUMAN TORCH!!
WHAT A BREAK! I'VE ALWAYS WANTED TO SEE HIM IN REAL LIFE!
HEY, TORCHY! HOW ABOUT DOIN' A FEW TRICKS FOR US, PAL??

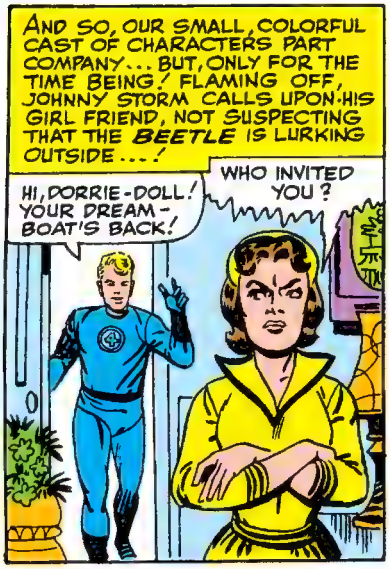

NO SIGN OF THE BEETLE SO FAR, SO I MIGHT AS WELL PUT ON A LITTLE EXHIBITION FOR MY FANS!
WOW! LOOK AT THAT!


BOY! IF THAT DOESN'T TAKE THE CAKE! I APPEAR IN THE CITY, AND PEOPLE RUN FOR THE HILLS! BUT THAT FLAMIN' FREAK SHOWS UP, AND THEY KNOCK THEMSELVES OUT FALLIN' ALL OVER HIM!

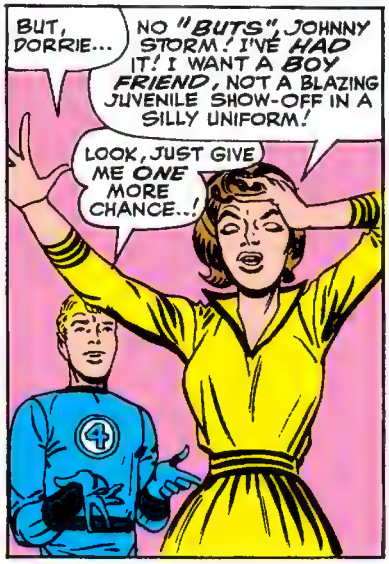

THAT'S ALL FOR NOW, FOLKS! I'VE GOT A LITTLE JOB TO DO! KEEP 'EM FLYING!!
AHH! I'VE FOUND HIM, AT LAST! NOW TO SILENTLY FOLLOW WHILE I DECIDE HOW TO DEAL WITH HIM!
YAYYY! TORCH!


STILL NO SIGN OF THE BEETLE! I'D BETTER HEAD BACK BEFORE MY FLAME SPUTTERS OUT!

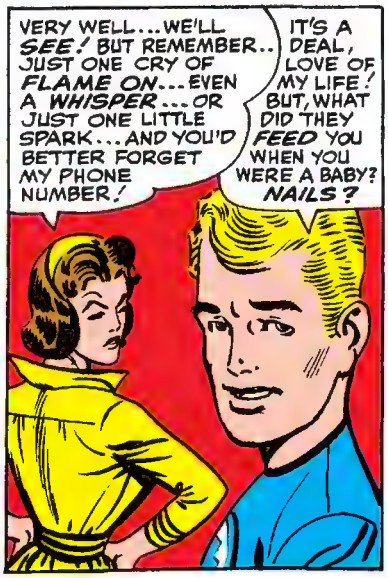

WHAT SUPREME IRONY! HE'S PROBABLY SEARCHING FOR ME, LITTLE DREAMING THAT I'M EASILY FOLLOWING HIM!
I MIGHT AS WELL HEAD BACK HOME! I'VE MORE IMPORTANT THINGS TO DO THAN WATCH THAT BLAZING BIRDBRAIN PLAYING TO THE CROWD!

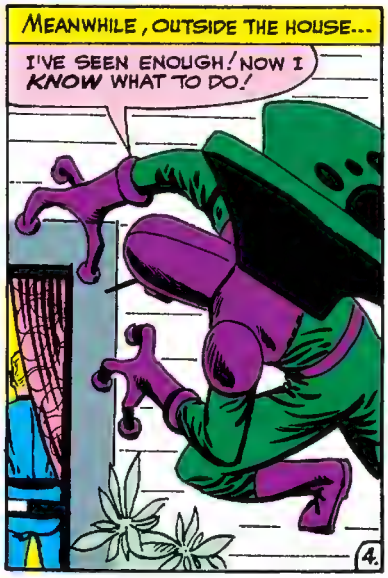

AND SO, OUR SMALL, COLORFUL CAST OF CHARACTERS PART COMPANY... BUT, ONLY FOR THE TIME BEING! FLAMING OFF, JOHNNY STORM CALLS UPON HIS GIRL FRIEND, NOT SUSPECTING THAT THE BEETLE IS LURKING OUTSIDE...!
HI, DORRIE-DOLL! YOUR DREAM-BOAT'S BACK!
WHO INVITED YOU?

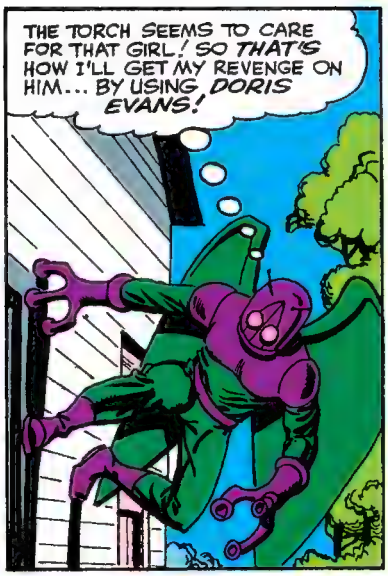
AWW, YOU'RE NOT ANGRY AT ME JUST 'CAUSE I FLAMED ON AND FLEW AWAY FOR A WHILE, ARE YOU?
OF COURSE NOT! I LOVE HAVING MY DATE SUDDENLY LEAVE ME IN THE MIDDLE OF THE STREET WHILE HE MAKES A SILLY, SMOKING SPECTACLE OF HIMSELF!

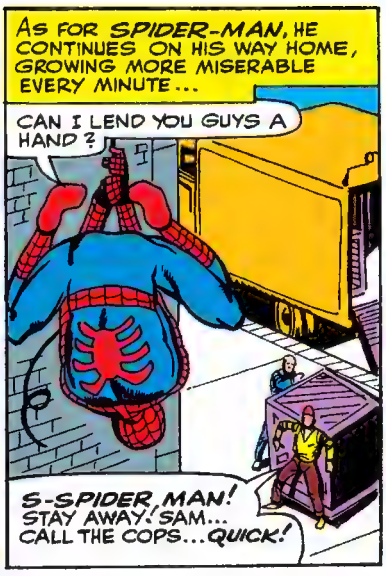

BUT, DORRIE...
NO "BUTS", JOHNNY STORM! I'VE HAD IT! I WANT A BOY FRIEND, NOT A BLAZING JUVENILE SHOW-OFF IN A SILLY UNIFORM!
LOOK, JUST GIVE ME ONE MORE CHANCE..!

VERY WELL THEN! I'LL GIVE YOU A CHANCE! IF YOU CAN SPEND A FULL 24-HOURS WITHOUT FLAMING ON EVEN ONCE, I'LL MAKE BELIEVE THIS NEVER HAPPENED! BUT, IF YOU TURN INTO THE HUMAN TORCH AGAIN...!
DON'T, WORRY! I WON'T! I PROMISE!

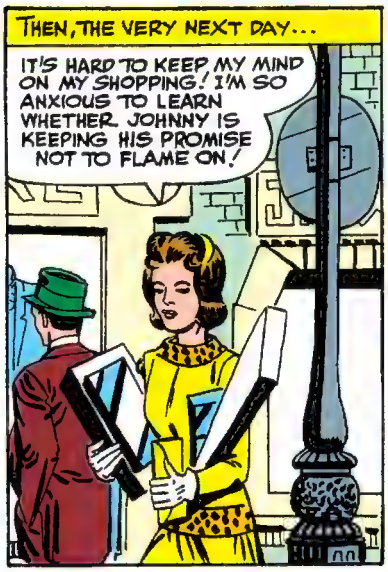

VERY WELL...WE'LL SEE! BUT REMEMBER.. JUST ONE CRY OF FLAME ON... EVEN A WHISPER... OR JUST ONE LITTLE SPARK... AND YOU'D BETTER FORGET MY PHONE NUMBER!
IT'S A DEAL, LOVE OF MY LIFE! BUT, WHAT DID THEY FEED YOU WHEN YOU WERE A BABY? NAILS?

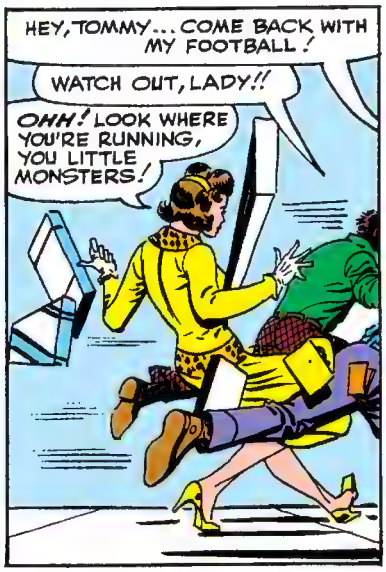

MEANWHILE, OUTSIDE THE HOUSE...
I'VE SEEN ENOUGH! NOW I KNOW WHAT TO DO!


THE TORCH SEEMS TO CARE FOR THAT GIRL! SO THAT'S HOW I'LL GET MY REVENGE ON HIM... BY USING DORIS EVANS!

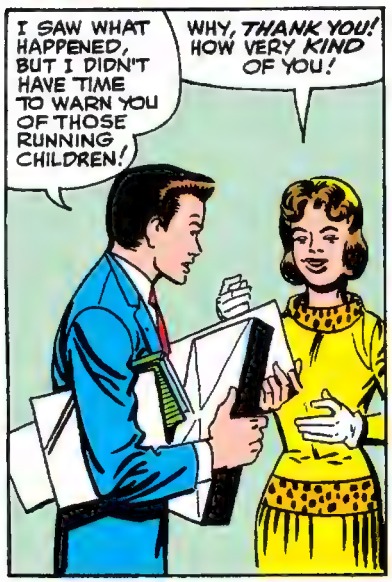

AS FOR SPIDER-MAN, HE CONTINUES ON HIS WAY HOME, GROWING MORE MISERABLE EVERY MINUTE...
CAN I LEND YOU GUYS A HAND?
S-SPIDER, MAN! STAY AWAY! SAM... CALL THE COPS... QUICK!

THAT DOES IT! I COULDN'T WIN A POPULARITY CONTEST EVEN IF I WAS THE ONLY ONE ENTERED! NUTS!


THEN, THE VERY NEXT DAY...
IT'S HARD TO KEEP MY MIND ON MY SHOPPING! I'M SO ANXIOUS TO LEARN WHETHER JOHNNY IS KEEPING HIS PROMISE NOT TO FLAME ON!


HEY, TOMMY... COME BACK WITH MY FOOTBALL!
WATCH OUT, LADY!!
OHH! LOOK WHERE YOU'RE RUNNING, YOU LITTLE MONSTERS!

KIDS!! THEY MADE ME DROP ALL MY PACKAGES!
MAY I HELP YOU, MISS?

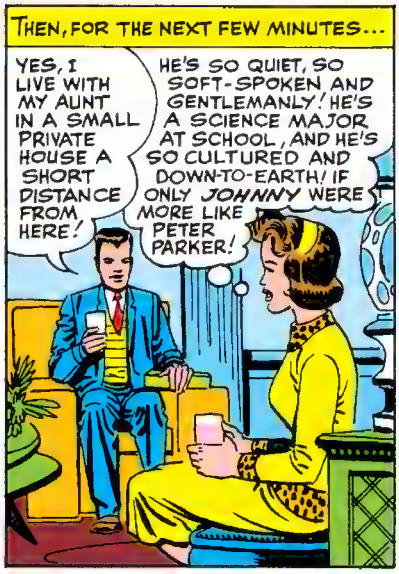

I SAW WHAT HAPPENED, BUT I DIDN'T HAVE TIME TO WARN YOU OF THOSE RUNNING CHILDREN!
WHY, THANK YOU! HOW VERY KIND OF YOU!

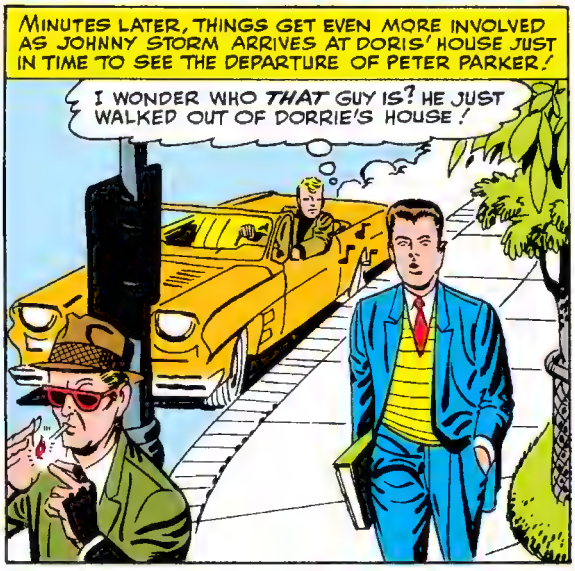
IT WAS A PLEASURE! BE CAREFUL NOW... DON'T DROP THEM AGAIN!
WHAT A NICE, SWEET, GENTLEMANLY BOY!

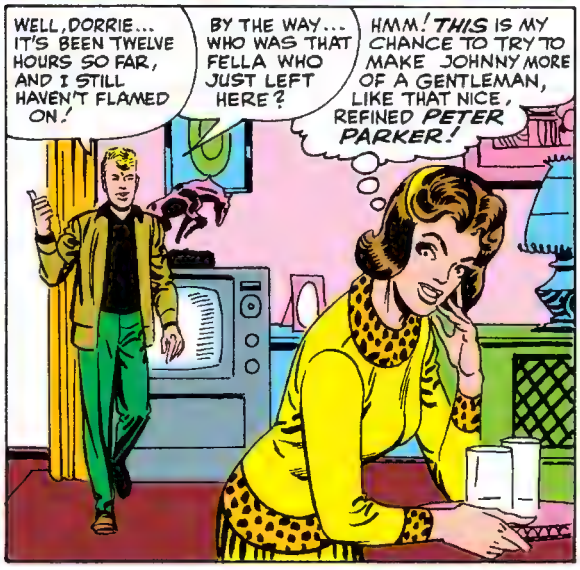
UH-OH! LOOKS AS THOUGH SHE DROPPED HER WALLET IN THE CON-FUSION!
I'D BETTER RETURN IT TO HER!

HMM...HER NAME'S DORIS EVANS! SHE DOESN'T LIVE FAR FROM HERE! WELL... I'VE GOT TIME...I'LL TAKE IT THERE NOW!

AND SO...
MY WALLET! OH, I'M SO LUCKY YOU FOUND IT! I SIMPLY MUST GIVE YOU A REWARD!
DON'T BE SILLY! I WAS GLAD TO DO IT!
WELL, AT LEAST COME IN AND LET ME FIX YOU A GLASS OF COKE!
THANKS! I COULD SURE USE ONE!

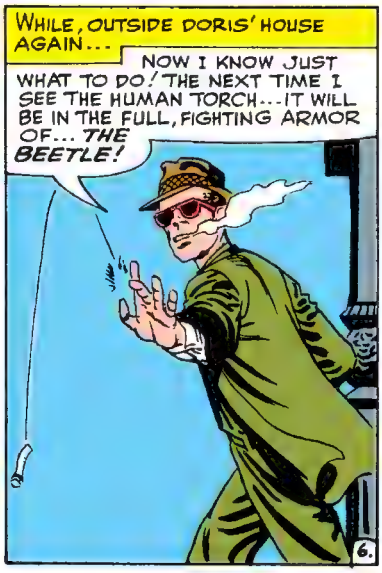

THEN, FOR THE NEXT FEW MINUTES...
YES, I LIVE WITH MY AUNT IN A SMALL PRIVATE HOUSE A SHORT DISTANCE FROM HERE!
HE'S SO QUIET, SO SOFT-SPOKEN AND GENTLEMANLY! HE'S A SCIENCE MAJOR AT SCHOOL, AND HE'S SO CULTURED AND DOWN-TO-EARTH! IF ONLY JOHNNY WERE MORE LIKE PETER PARKER!


MINUTES LATER, THINGS GET EVEN MORE INVOLVED AS JOHNNY STORM ARRIVES AT DORIS' HOUSE JUST IN TIME TO SEE THE DEPARTURE OF PETER PARKER!
I WONDER WHO THAT GUY IS? HE JUST WALKED OUT OF DORRIE'S HOUSE!


WELL, DORRIE... IT'S BEEN TWELVE HOURS SO FAR, AND I STILL HAVEN'T FLAMED ON!
BY THE WAY... WHO WAS THAT FELLA WHO JUST LEFT HERE?
HMM! THIS IS MY CHANCE TO TRY TO MAKE JOHNNY MORE OF A GENTLEMAN, LIKE THAT NICE, REFINED PETER PARKER!

HIS NAME IS PETER PARKER, JOHNNY! HE'S A STUDENT AT MIDTOWN HIGH, AND HE'S JUST THE NICEST BOY! HE'S INTERESTED IN POLITICS, SCIENCE AND CURRENT EVENTS!
WELL, GOODY GUMDROPS!

IT WOULDN'T DO YOU ANY HARM TO TAKE A LEAF FROM HIS BOOK, JOHNNY STORM! IT WOULD BE WONDERFUL IF SOME OF HIS POISE AND POLISH WERE TO RUB OFF ON YOU!
OH, BRO-THER!


WHILE, OUTSIDE DORIS' HOUSE AGAIN...
NOW I KNOW JUST WHAT TO DO! THE NEXT TIME I SEE THE HUMAN TORCH...IT WILL BE IN THE FULL, FIGHTING ARMOR OF... THE BEETLE!

NOT LONG AFTERWARDS, PETER PARKER, WINDOW SHOPPING WITH BETTY BRANT, HEARS HIS NAME CALLED IN A COMMANDING TONE...!
PARKER! I WANT TO SEE YOU!
NOW WHAT?

I KNEW I'D FIND HIM SOONER OR LATER... AND I'M GLAD I THOUGHT OF WEARING MY UNIFORM... TO IMPRESS HIM!
RECOGNIZE WHO I AM, KID?
SURE! EITHER YOU'RE THE HUMAN TORCH, OR SOME JERK WALKIN' AROUND IN HIS PAJAMAS!
OR MAYBE BOTH!

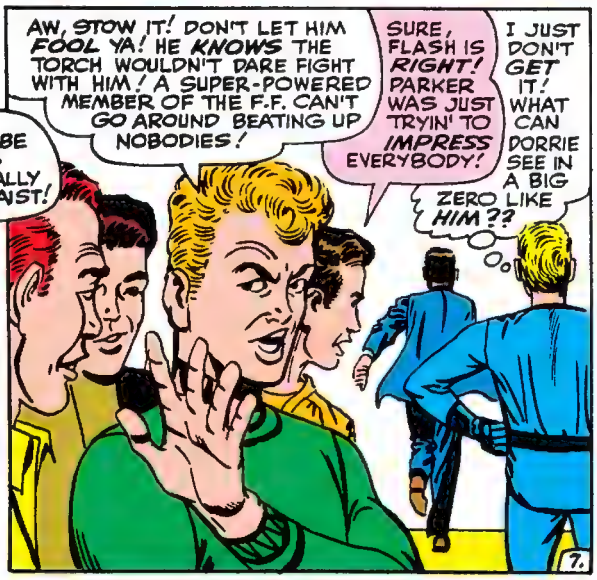
SKIP THE WISE-CRACKS, SKINNY! I JUST WANNA WARN YOU... DORIS EVANS IS MY GAL FRIEND... AND I HOPE YOU'RE NOT DUMB ENOUGH TO THINK YOU CAN BEAT MY TIME!
WELL, I'LL BE A SPIDER-WEBBED STRINGBEAN!! OL' HOTHEAD IS ACTUALLY JEALOUS OF ME!

JUST IMAGINE IF HE SUSPECTED WHO I REALLY AM! WOW!
HEY... LOOK, GUYS! ISN'T THAT THE HUMAN TORCH TALKING TO PUNY PARKER??
HE'S TELLING PETER TO STAY AWAY FROM SOME OTHER GIRL! AND I NEVER EVEN SUSPECTED!

I MIGHT AS WELL LEAVE NOW! HE DOESN'T CARE ABOUT ME ANYWAY!
BETTY... WAIT...!!
SHE'S SOBBING! SHE MUST HAVE OVERHEARD THE TORCH!

YOU BRAINLESS, SWELL-HEADED, LOUD-MOUTHED JERK! WHO DO YOU THINK YOU'RE SHOOTING OFF YOUR YAP AT??
HUH??!

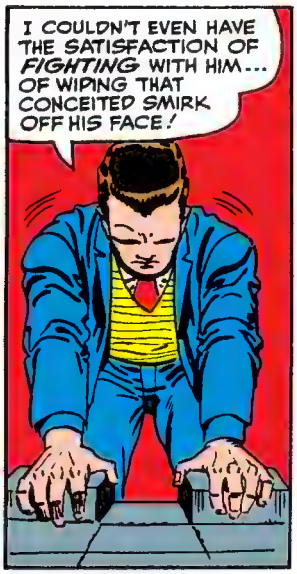
YOU MAY BE A BIG, BRAVE SUPER-HERO TO EVERYONE ELSE... BUT TO ME, YOU'RE JUST A KNUCKLE-HEADED PAIN-IN-THE NECK!! GET THE MESSAGE??
THIS I DIDN'T EXPECT! I CAN'T EVEN TAKE A POKE AT HIM... IT WOULDN'T BE FAIR! HE WOULDN'T HAVE A CHANCE!
HOW ABOUT THAT, FLASH? I NEVER KNEW PARKER HAD SUCH GUTS!
MAYBE HE'S NOT REALLY A PANTYWAIST!

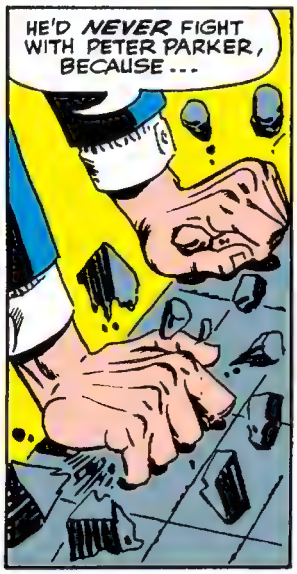

AW, STOW IT! DON'T LET HIM FOOL YA! HE KNOWS THE TORCH WOULDN'T DARE FIGHT WITH HIM! A SUPER-POWERED MEMBER OF THE F.F. CAN'T GO AROUND BEATING UP NOBODIES!
SURE, FLASH IS RIGHT! PARKER WAS JUST TRYIN' TO IMPRESS EVERYBODY!
I JUST DON'T GET IT! WHAT CAN DORRIE SEE IN A BIG ZERO LIKE HIM??

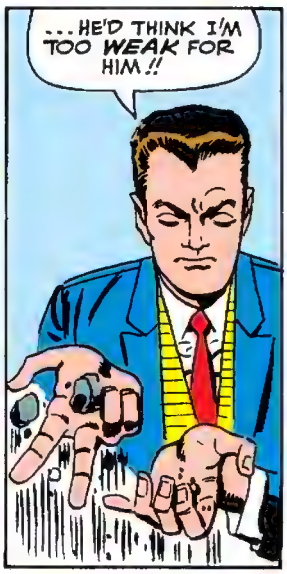
WATCH, FELLAS! I'LL PROVE IT'S SAFE TO NEEDLE THE TORCH!
WHY DON'T YOU TAKE A LESSON FROM SPIDER-MAN, TORCHY! HE WOULDN'T HAVE LET ANYONE TALK TO HIM LIKE THAT!
I'D BETTER CUT OUT, FAST! THEY KNOW I DON'T WANT TO HURT ANYONE, SO THEY'RE TRYING TO TAUNT ME NOW!

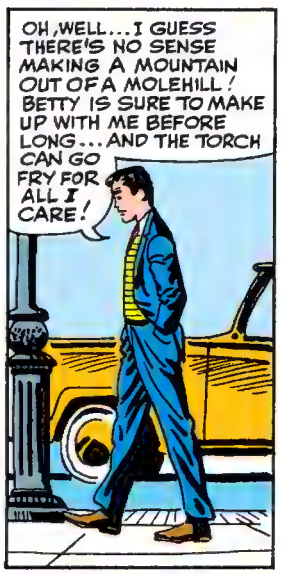
MEANWHILE, PETER HAS CAUGHT UP TO THE DISILLUSIONED YOUNG SECRETARY...
I'D LIKE TO EXPLAIN ABOUT WHAT THE TORCH SAID, BETTY...!
THERE'S NOTHING TO EXPLAIN, PETER! IF YOU DON'T MIND, I'D LIKE TO JUST GO HOME NOW!

AND, AS BETTY DISAPPEARS AROUND THE CORNER...
I KNOW HE DIDN'T MEAN IT... BUT STILL... IT'S ALL THAT MISERABLE HUMAN MATCHSTICK'S FAULT!


I COULDN'T EVEN HAVE THE SATISFACTION OF FIGHTING WITH HIM... OF WIPING THAT CONCEITED SMIRK OFF HIS FACE!

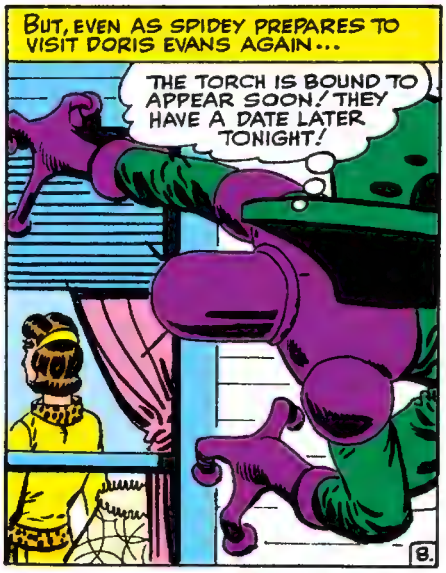

HE'D NEVER FIGHT WITH PETER PARKER, BECAUSE...

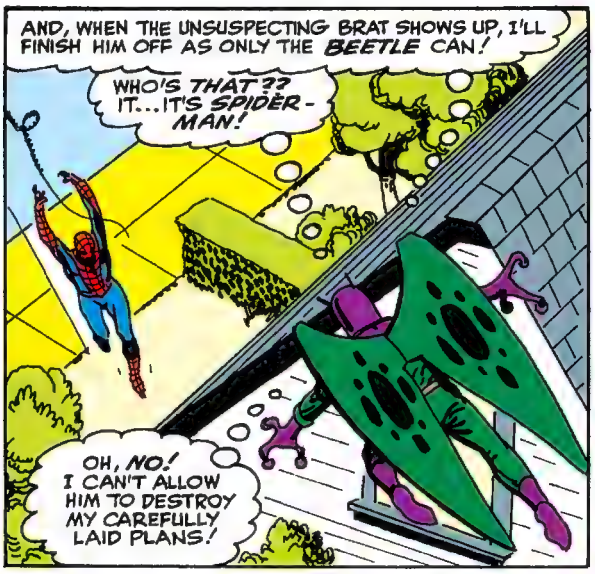

...HE'D THINK I'M TOO WEAK FOR HIM!!

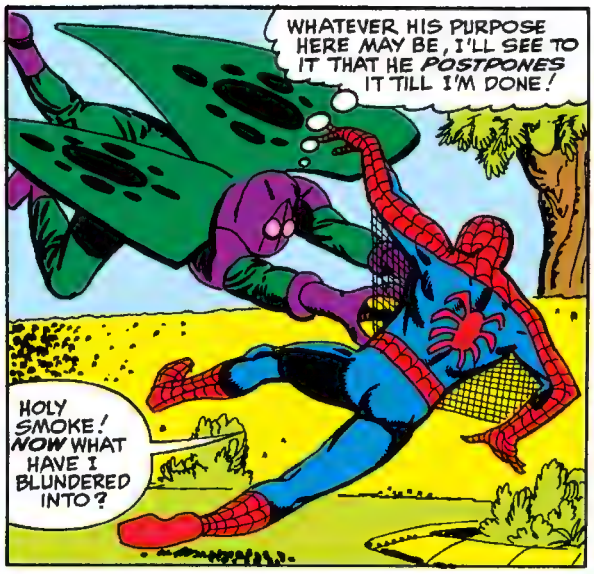

OH, WELL... I GUESS THERE'S NO SENSE MAKING A MOUNTAIN OUT OF A MOLEHILL! BETTY IS SURE TO MAKE UP WITH ME BEFORE LONG... AND THE TORCH CAN GO FRY FOR ALL I CARE!

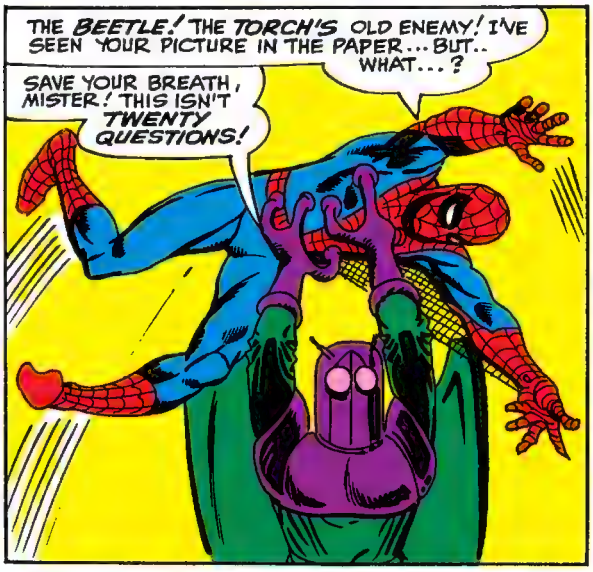
BUT... WAIT A MINUTE! WHILE BETTY IS MAD AT ME, WHY SHOULDN'T I HAVE A LITTLE FUN WITH THE TORCH?! IF HE'S JEALOUS OF PETER PARKER...

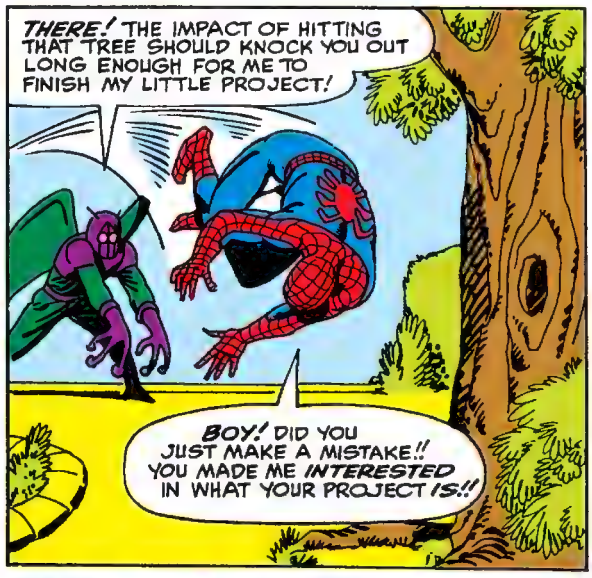
...HOW WOULD HE FEEL IF SPIDER-MAN MADE A PLAY FOR HIS GAL??! THE POOR GUY'LL EXPLODE!
AND, I'D LIKE TO SEE THAT WINDBAG TRY TO THREATEN ME NOW!!


BUT, EVEN AS SPIDEY PREPARES TO VISIT DORIS EVANS AGAIN...
THE TORCH IS BOUND TO APPEAR SOON! THEY HAVE A DATE LATER TONIGHT!

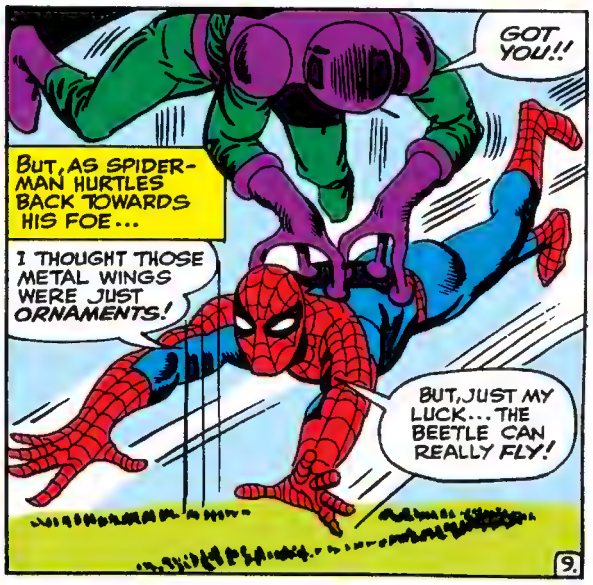

AND, WHEN THE UNSUSPECTING BRAT SHOWS UP, I'LL FINISH HIM OFF AS ONLY THE BEETLE CAN!
WHO'S THAT ?? IT...IT'S SPIDER-MAN!
OH, NO! I CAN'T ALLOW HIM TO DESTROY MY CAREFULLY LAID PLANS!

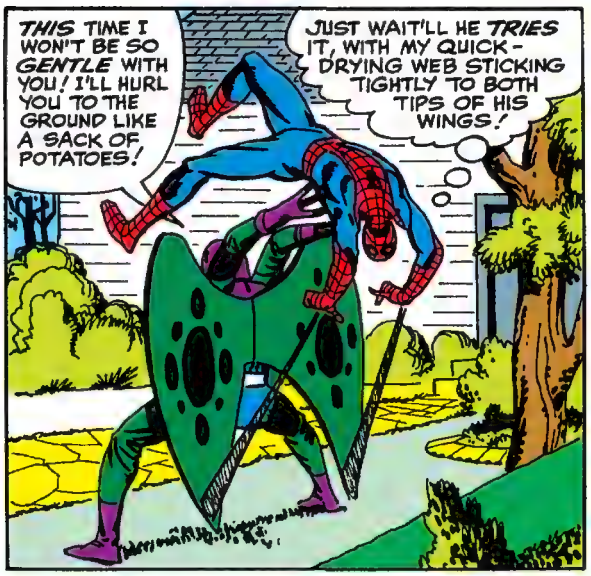

WHATEVER HIS PURPOSE HERE MAY BE, I'LL SEE TO IT THAT HE POSTPONES IT TILL I'M DONE!
HOLY SMOKE! NOW WHAT HAVE I BLUNDERED INTO?


THE BEETLE! THE TORCH'S OLD ENEMY! I'VE SEEN YOUR PICTURE IN THE PAPER... BUT.. WHAT...?
SAVE YOUR BREATH, MISTER! THIS ISN'T TWENTY QUESTIONS!

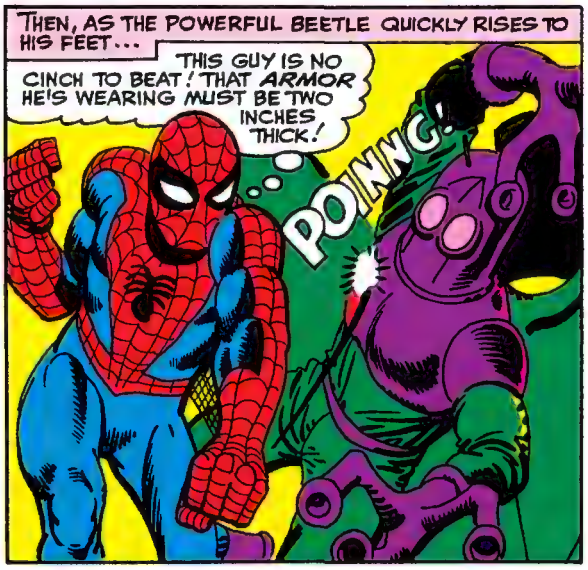

THERE! THE IMPACT OF HITTING THAT TREE SHOULD KNOCK YOU OUT LONG ENOUGH FOR ME TO FINISH MY LITTLE PROJECT!
BOY! DID YOU JUST MAKE A MISTAKE!! YOU MADE ME INTERESTED IN WHAT YOUR PROJECT IS!!

SO I THINK I'LL JUST HANG AROUND UNTIL I FIND OUT!
THWAP!
NOW, JUST STAY WHERE YOU ARE, BEETLE... I WON'T KEEP YOU WAITING LONG!

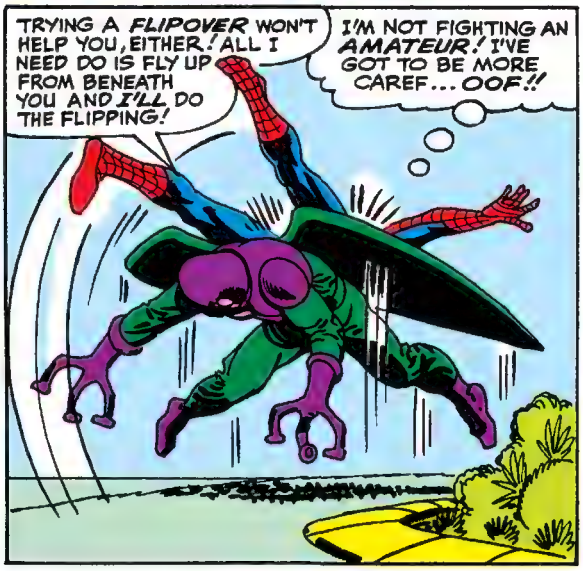

GOT YOU!!
BUT, AS SPIDER-MAN HURTLES BACK TOWARDS HIS FOE...
I THOUGHT THOSE METAL WINGS WERE JUST ORNAMENTS!
BUT, JUST MY LUCK... THE BEETLE CAN REALLY FLY!

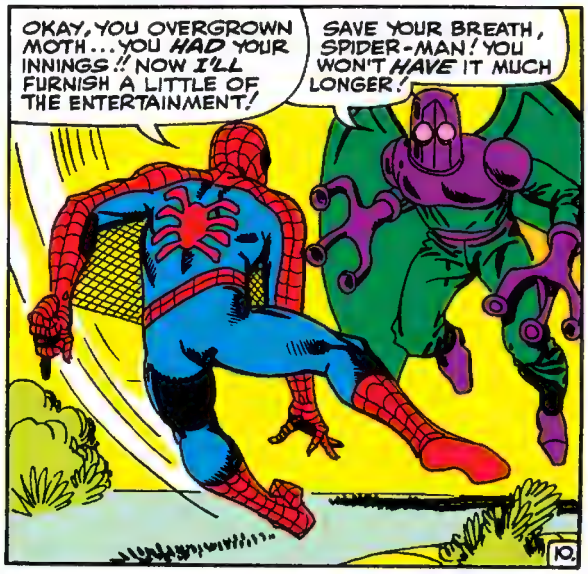

THIS TIME I WON'T BE SO GENTLE WITH YOU! I'LL HURL YOU TO THE GROUND LIKE A SACK OF POTATOES!
JUST WAIT'LL HE TRIES IT, WITH MY QUICK-DRYING WEB STICKING TIGHTLY TO BOTH TIPS OF HIS WINGS!

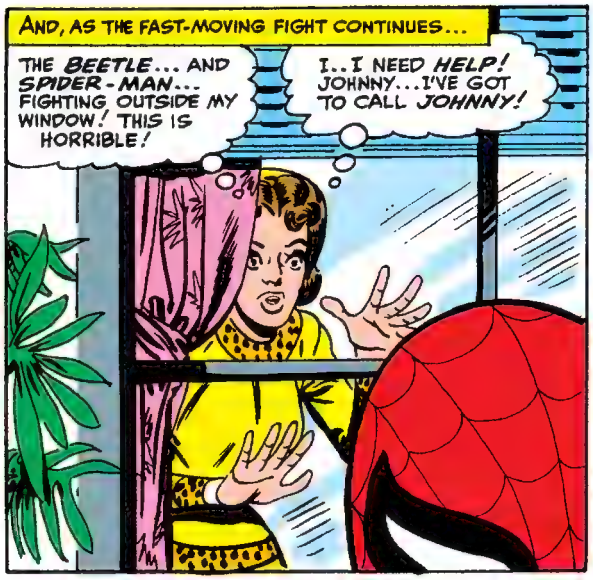
BUT, TRY IT THE BEETLE DOES...TO HIS SHOCKED REGRET!
HAPPY LANDINGS, SONNY BOY!
CLANK!

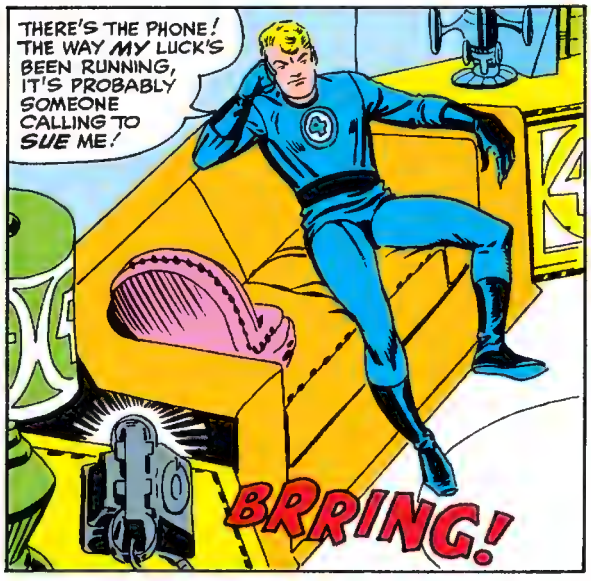

THEN, AS THE POWERFUL BEETLE QUICKLY RISES TO HIS FEET...
THIS GUY IS NO CINCH TO BEAT! THAT ARMOR HE'S WEARING MUST BE TWO INCHES THICK!
POINNG!

OH, I NEGLECTED TO MENTION... MY WINGS ARE OFFENSIVE WEAPONS, AS WELL AS DEFENSIVE!
...BUT I GUESS YOU'RE BEGINNING TO REALIZE THAT!
THUNK!


TRYING A FLIPOVER WON'T HELP YOU, EITHER! ALL I NEED DO IS FLY UP FROM BENEATH YOU AND I'LL DO THE FLIPPING!
I'M NOT FIGHTING AN AMATEUR! I'VE GOT TO BE MORE CAREF... OOF!!


OKAY, YOU OVERGROWN MOTH... YOU HAD YOUR INNINGS!! NOW I'LL FURNISH A LITTLE OF THE ENTERTAINMENT!
SAVE YOUR BREATH, SPIDER-MAN! YOU WON'T HAVE IT MUCH LONGER!


AND, AS THE FAST-MOVING FIGHT CONTINUES...
THE BEETLE... AND SPIDER-MAN... FIGHTING OUTSIDE MY WINDOW! THIS IS HORRIBLE!
I..I NEED HELP! JOHNNY...I'VE GOT TO CALL JOHNNY!


THERE'S THE PHONE! THE WAY MY LUCK'S BEEN RUNNING, IT'S PROBABLY SOMEONE CALLING TO SUE ME!
BRRING!

JOHNNY! THANK HEAVEN I REACHED YOU! YOU'VE GOT TO FLAME ON AND GET HERE RIGHT AWAY! I-I'M IN DANGER!

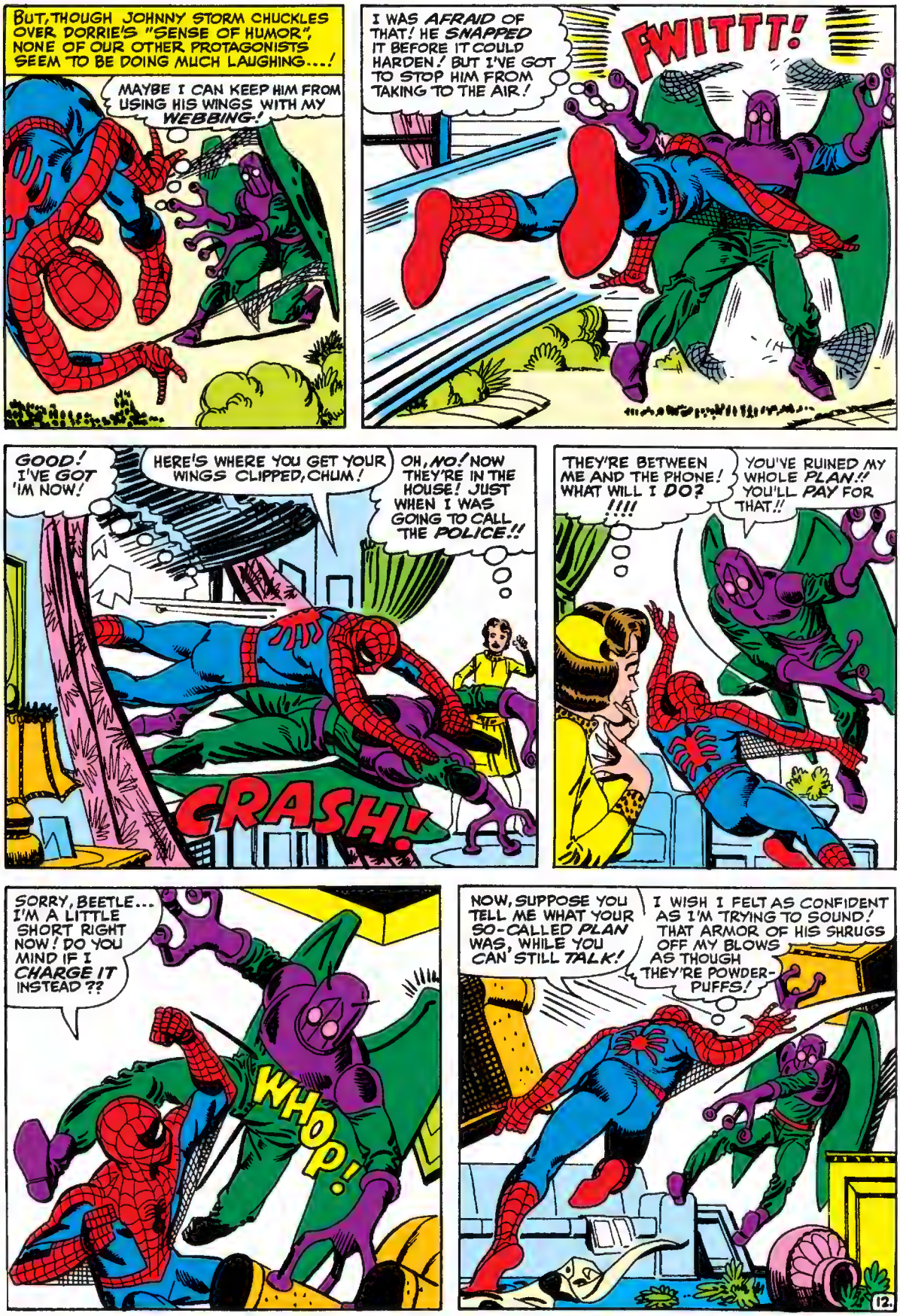
NICE TRY, GIRL FRIEND! BUT, YOU WON'T MAKE ME LOSE MY BET THAT WAY! I SAID I WOULDN'T FLAME ON FOR 24 HOURS...AND I'VE STILL GOT ABOUT ELEVEN HOURS TO GO!

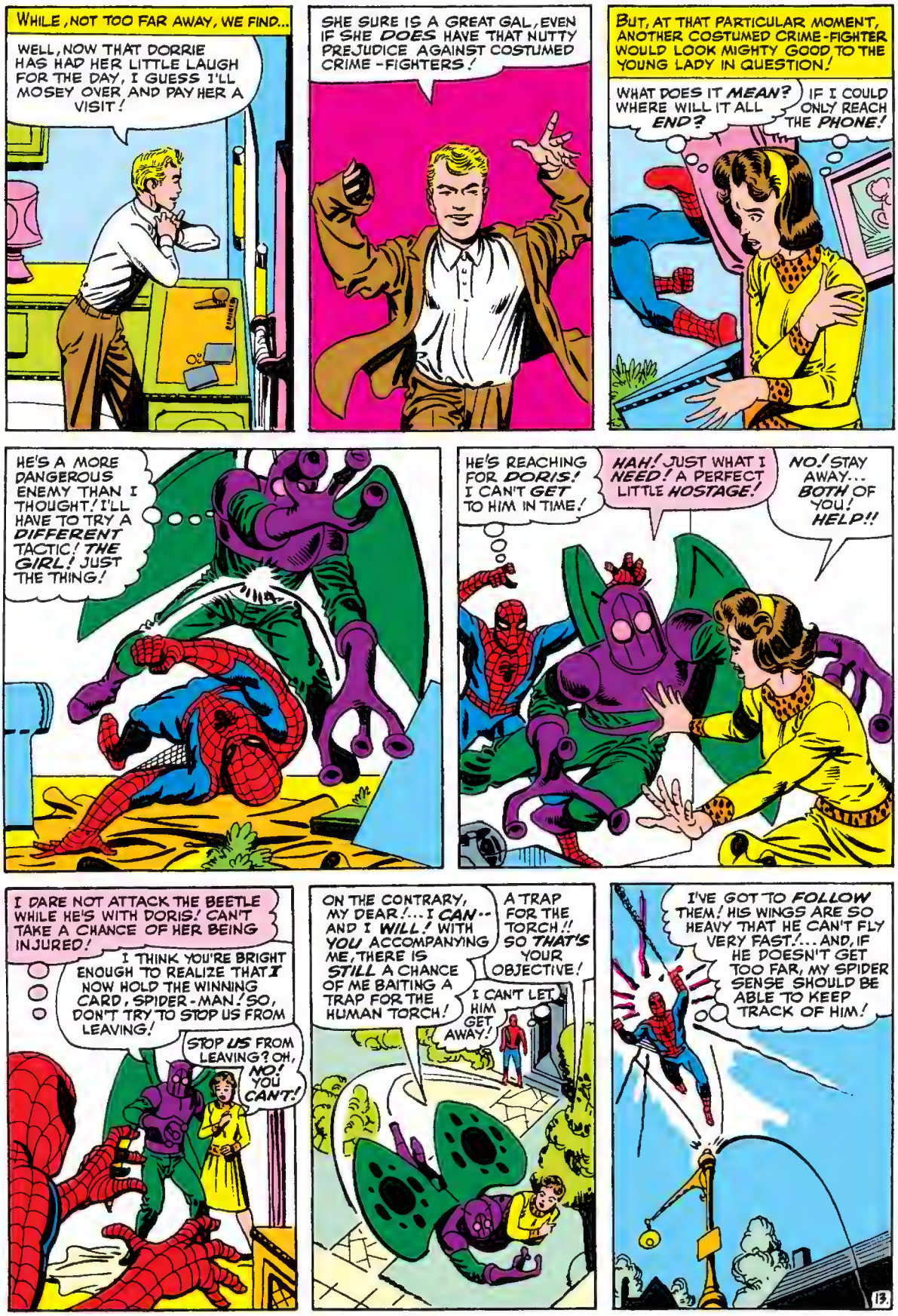
OH, NO! I'M NOT FOOLING! I NEED YOU, JOHNNY! YOU MUST BELIEVE ME!
SURE, HONEY, SURE! I BELIEVE YOU! YOU'D NEVER TRY TO KID ME!

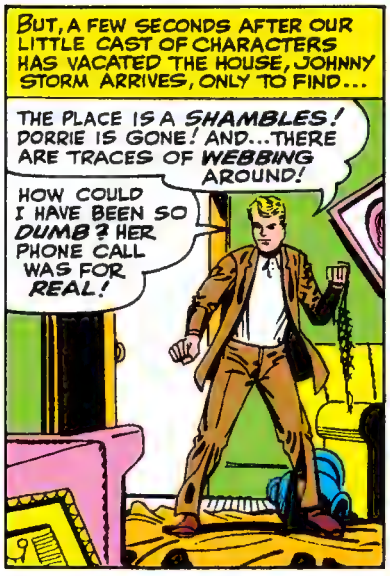
WHY, I'LL BET THERE ARE A COUPLE OF BIG, BAD VILLAINS OUTSIDE YOUR WINDOW RIGHT NOW! WHO ARE THEY, DORRIE? SPIDER-MAN AND DOCTOR DOOM?
JOHNNY... LISTEN...!

I HAVE TO HANG UP NOW, BABY! THE BIG BAD WOLF IS TRYING TO BLOW MY DOOR DOWN! SEE YA AROUND!
HE...DIDN'T BELIEVE ME! IT'S MY OWN FAULT...FOR ALWAYS CRITICIZING HIM! HE HUNG UP!
CLICK!

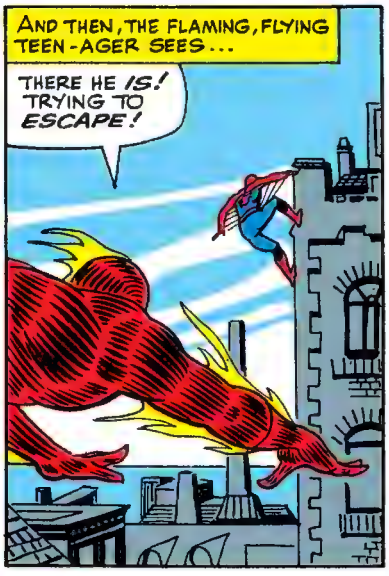
AND, AS SPIDEY AND THE BEETLE CONTINUE THEIR BATTLE OUTSIDE DORIS EVANS' WINDOW...
GOOD OL' DORRIE! I ALWAYS DID LIKE A GAL WITH A SENSE OF HUMOR!

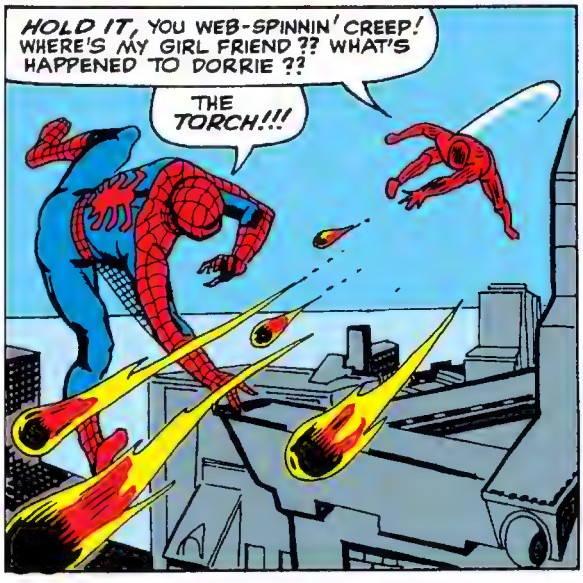

BUT, THOUGH JOHNNY STORM CHUCKLES OVER DORRIE'S "SENSE OF HUMOR", NONE OF OUR OTHER PROTAGONISTS SEEM TO BE DOING MUCH LAUGHING...!
MAYBE I CAN KEEP HIM FROM USING HIS WINGS WITH MY WEBBING!
I WAS AFRAID OF THAT! HE SNAPPED IT BEFORE IT COULD HARDEN! BUT I'VE GOT TO STOP HIM FROM TAKING TO THE AIR!
FWITTT!
GOOD! I'VE GOT 'IM NOW!
HERE'S WHERE YOU GET YOUR WINGS CLIPPED, CHUM!
OH, NO! NOW THEY'RE IN THE HOUSE! JUST WHEN I WAS GOING TO CALL THE POLICE!!
CRASH!
THEY'RE BETWEEN ME AND THE PHONE! WHAT WILL I DO? !!!!
YOU'VE RUINED MY WHOLE PLAN!! YOU'LL PAY FOR THAT!!
SORRY, BEETLE... I'M A LITTLE SHORT RIGHT NOW! DO YOU MIND IF I CHARGE IT INSTEAD ??
WHOP!
NOW, SUPPOSE YOU TELL ME WHAT YOUR SO-CALLED PLAN WAS, WHILE YOU CAN STILL TALK!
I WISH I FELT AS CONFIDENT AS I'M TRYING TO SOUND! THAT ARMOR OF HIS SHRUGS OFF MY BLOWS AS THOUGH THEY'RE POWDER-PUFFS!
12.

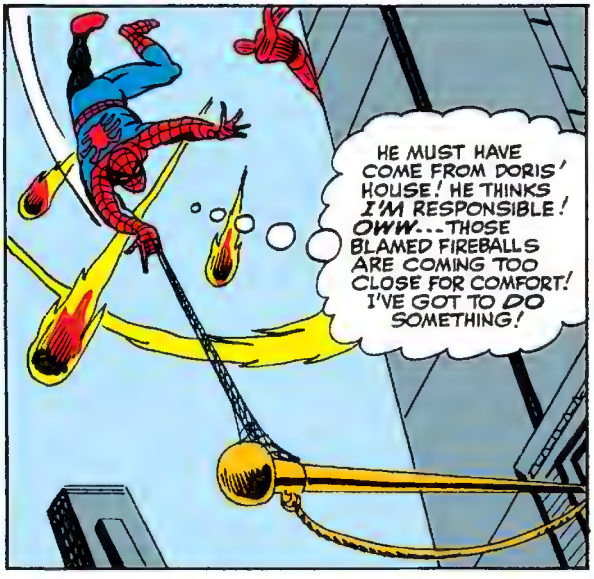

WHILE, NOT TOO FAR AWAY, WE FIND...
WELL, NOW THAT DORRIE HAS HAD HER LITTLE LAUGH FOR THE DAY, I GUESS I'LL MOSEY OVER AND PAY HER A VISIT!
SHE SURE IS A GREAT GAL, EVEN IF SHE DOES HAVE THAT NUTTY PREJUDICE AGAINST COSTUMED CRIME-FIGHTERS!
BUT, AT THAT PARTICULAR MOMENT, ANOTHER COSTUMED CRIME-FIGHTER WOULD LOOK MIGHTY GOOD TO THE YOUNG LADY IN QUESTION!
WHAT DOES IT MEAN? WHERE WILL IT ALL END?
IF I COULD ONLY REACH THE PHONE!
HE'S A MORE DANGEROUS ENEMY THAN I THOUGHT! I'LL HAVE TO TRY A DIFFERENT TACTIC! THE GIRL! JUST THE THING!
HE'S REACHING FOR DORIS! I CAN'T GET TO HIM IN TIME!
HAH! JUST WHAT I NEED! A PERFECT LITTLE HOSTAGE!
NO! STAY AWAY... BOTH OF YOU! HELP!!
I DARE NOT ATTACK THE BEETLE WHILE HE'S WITH DORIS! CAN'T TAKE A CHANCE OF HER BEING INJURED!
I THINK YOU'RE BRIGHT ENOUGH TO REALIZE THAT I NOW HOLD THE WINNING CARD, SPIDER-MAN! SO, DON'T TRY TO STOP US FROM LEAVING!
STOP US FROM LEAVING? OH, NO! YOU CAN'T!
ON THE CONTRARY, MY DEAR!... I CAN-- AND I WILL! WITH YOU ACCOMPANYING ME, THERE IS STILL A CHANCE OF ME BAITING A TRAP FOR THE HUMAN TORCH!
A TRAP FOR THE TORCH!! SO THAT'S YOUR OBJECTIVE!
I CAN'T LET HIM GET AWAY!
I'VE GOT TO FOLLOW THEM! HIS WINGS ARE SO HEAVY THAT HE CAN'T FLY VERY FAST!... AND, IF HE DOESN'T GET TOO FAR, MY SPIDER SENSE SHOULD BE ABLE TO KEEP TRACK OF HIM!
13


BUT, A FEW SECONDS AFTER OUR LITTLE CAST OF CHARACTERS HAS VACATED THE HOUSE, JOHNNY STORM ARRIVES, ONLY TO FIND...
THE PLACE IS A SHAMBLES! DORRIE IS GONE! AND...THERE ARE TRACES OF WEBBING AROUND!
HOW COULD I HAVE BEEN SO DUMB? HER PHONE CALL WAS FOR REAL!

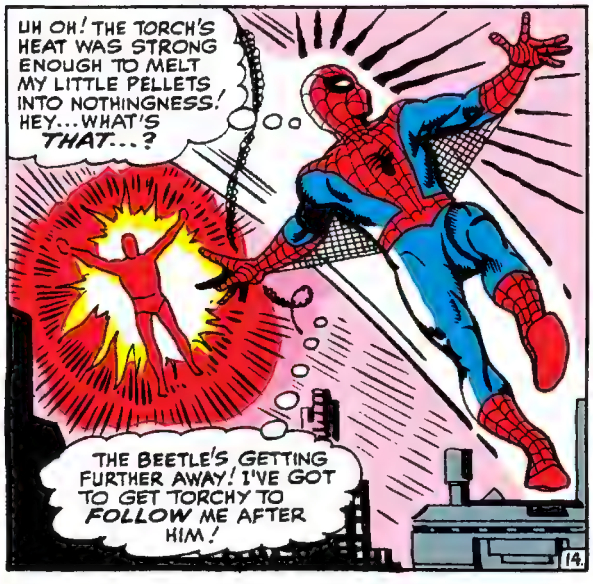
FLAME ON!
WHATEVER HAPPENED, SPIDER-MAN MUST BE INVOLVED IN SOME WAY! BUT... HOW? WHY??
THEY CAN'T HAVE GONE FAR! I'VE GOT TO FIND THEM!

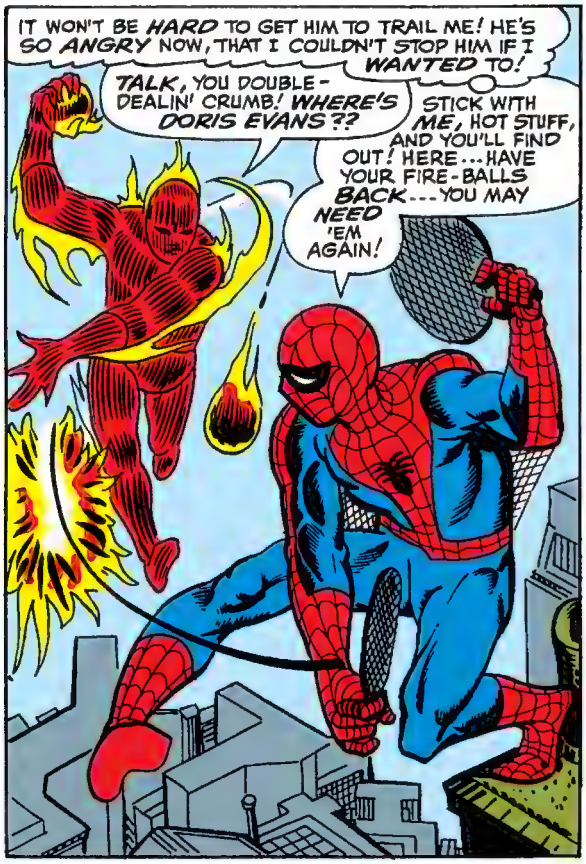

AND THEN, THE FLAMING, FLYING TEEN-AGER SEES...
THERE HE IS! TRYING TO ESCAPE!

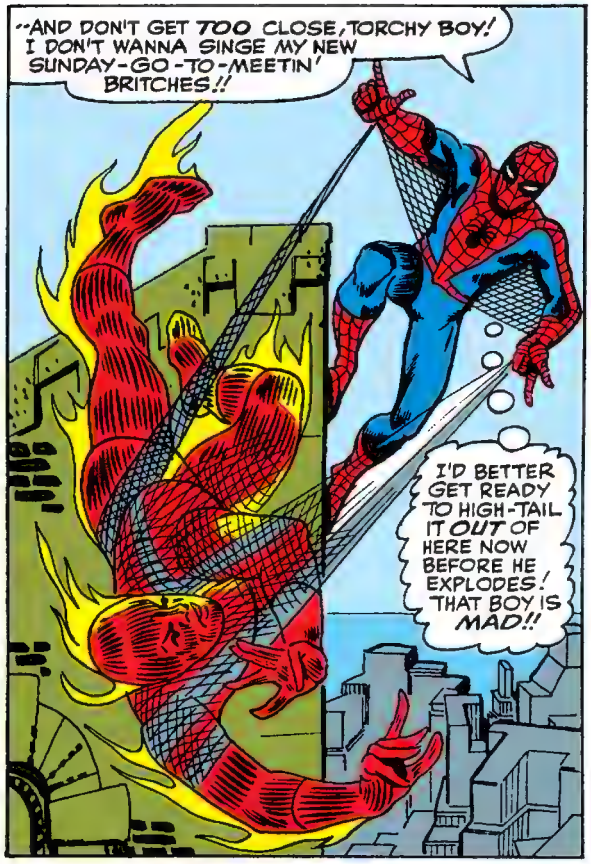

HOLD IT, YOU WEB-SPINNIN' CREEP! WHERE'S MY GIRL FRIEND?? WHAT'S HAPPENED TO DORRIE??
THE TORCH!!!


HE MUST HAVE COME FROM DORIS' HOUSE! HE THINKS I'M RESPONSIBLE! OWW...THOSE BLAMED FIREBALLS ARE COMING TOO CLOSE FOR COMFORT! I'VE GOT TO DO SOMETHING!

HEADS UP, TORCHY! YOU'RE NOT THE ONLY BUSH-LEAGUE PITCHER AROUND HERE! HERE'S AN ASBESTOS WEB-BALL TO CHEW ON FOR A WHILE!
HOPE THAT STALLS HIM LONG ENOUGH FOR ME TO PICK UP THE BEETLE'S TRAIL AGAIN!


UH OH! THE TORCH'S HEAT WAS STRONG ENOUGH TO MELT MY LITTLE PELLETS INTO NOTHINGNESS! HEY...WHAT'S THAT...?
THE BEETLE'S GETTING FURTHER AWAY! I'VE GOT TO GET TORCHY TO FOLLOW ME AFTER HIM!

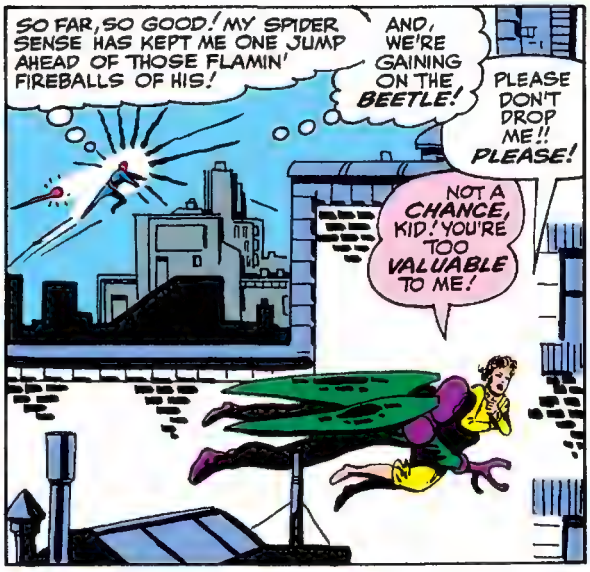


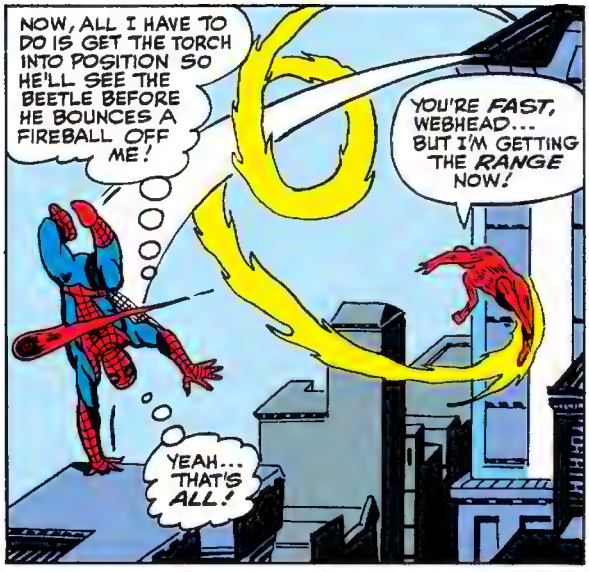


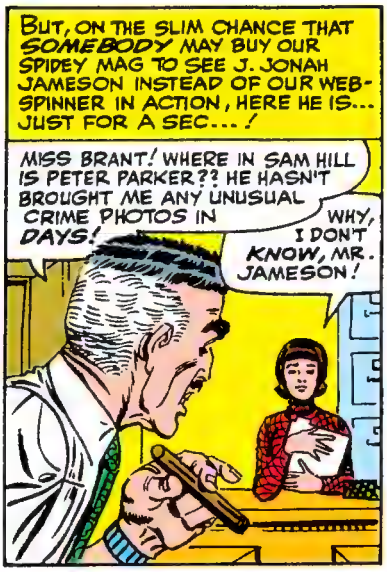
ALL RIGHT, BIG MOUTH...YOU ASKED FOR IT! WHEN I'M THROUGH WITH YOU, THERE WON'T BE ENOUGH OF YOU LEFT TO SHAKE A SPIDER AT! I'M THROUGH HANDLIN' YOU WITH KID GLOVES!

HE'S COMING AFTER ME! IT'S WHAT I WANTED!

NOW, ALL I HAVE TO DO IS FIND A WAY TO LIVE THROUGH IT!


SO FAR, SO GOOD! MY SPIDER SENSE HAS KEPT ME ONE JUMP AHEAD OF THOSE FLAMIN' FIREBALLS OF HIS!
AND, WE'RE GAINING ON THE BEETLE!
PLEASE DON'T DROP ME!! PLEASE!
NOT A CHANCE, KID! YOU'RE TOO VALUABLE TO ME!


NOW, ALL I HAVE TO DO IS GET THE TORCH INTO POSITION SO HE'LL SEE THE BEETLE BEFORE HE BOUNCES A FIREBALL OFF ME!
YOU'RE FAST, WEBHEAD... BUT I'M GETTING THE RANGE NOW!
YEAH... THAT'S ALL!


BUT, ON THE SLIM CHANCE THAT SOMEBODY MAY BUY OUR SPIDEY MAG TO SEE J. JONAH JAMESON INSTEAD OF OUR WEB-SPINNER IN ACTION, HERE HE IS... JUST FOR A SEC...!
MISS BRANT! WHERE IN SAM HILL IS PETER PARKER?? HE HASN'T BROUGHT ME ANY UNUSUAL CRIME PHOTOS IN DAYS!
WHY, I DON'T KNOW, MR. JAMESON!

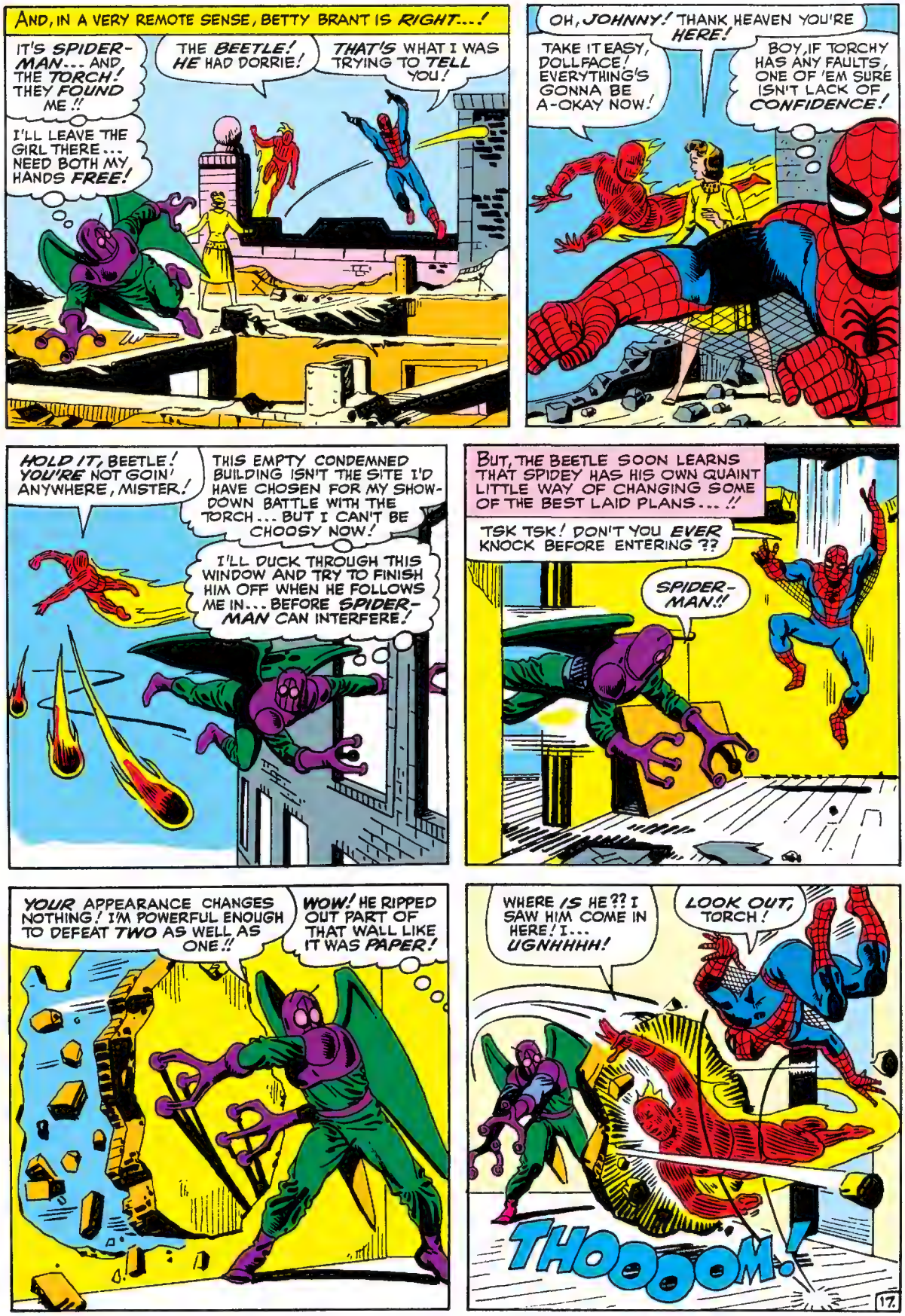
WHAT DO YOU MEAN YOU DON'T KNOW?? YOU'RE HIS GIRL FRIEND, AREN'T YOU?? ALTHOUGH I CAN'T SEE WHY!!
I'M AFRAID I HAVEN'T SEEN TOO MUCH OF HIM LATELY MYSELF!
IF ONLY I KNEW WHO THAT OTHER GIRL IS THAT THOSE BOYS SAID HE'S BEEN DATING!

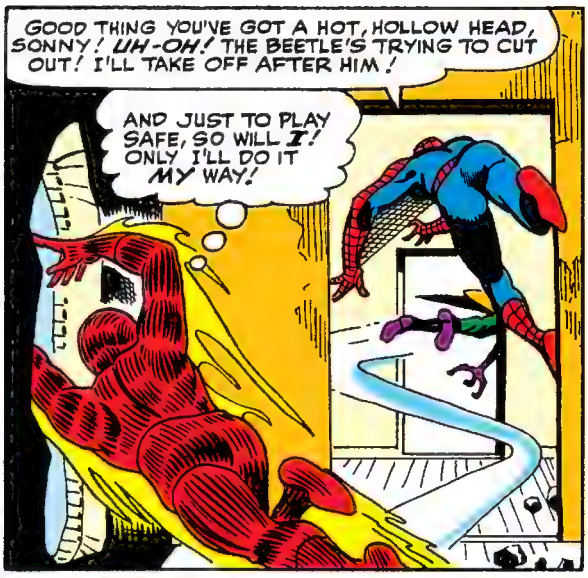
TEEN-AGERS, ... BAH! CAN'T DEPEND ON ANY OF THEM! I'M LEAVING FOR THE DAY!!
ALTHOUGH, PERHAPS I'M BEING UNFAIR TO PETER! MAYBE THERE'S AN EXPLANATION! IT...IT'S POSSIBLE!
SLAM!

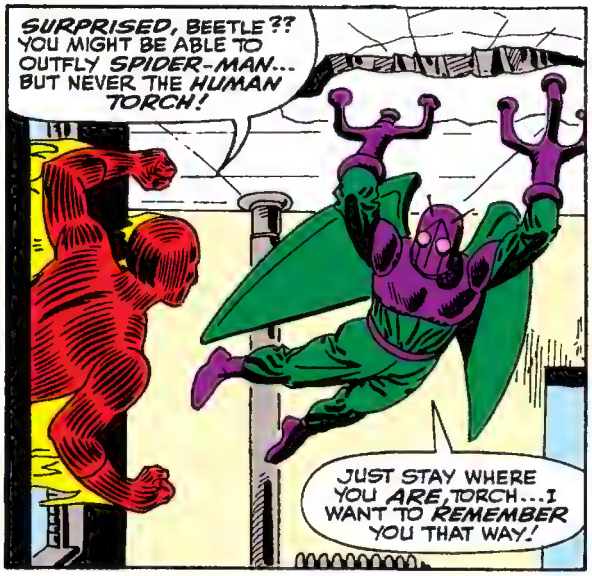
I'LL PHONE AND GIVE HIM A CHANCE TO EXPLAIN! PERHAPS IT'S ALL VERY INNOCENT!
HELLO, MRS. PARKER! THIS IS BETTY BRANT! IS YOUR NEPHEW PETER HOME?

WHY, NO!.. HE ISN'T! I HAVEN'T SEEN HIM SINCE MORNING! I THOUGHT HE MIGHT BE WITH YOU!
HELLO! BETTY?? HELLO? OH DEAR! WE MUST HAVE BEEN CUT OFF!
STRANGE! ...I COULD HAVE SWORN I HEARD.. A SOB!

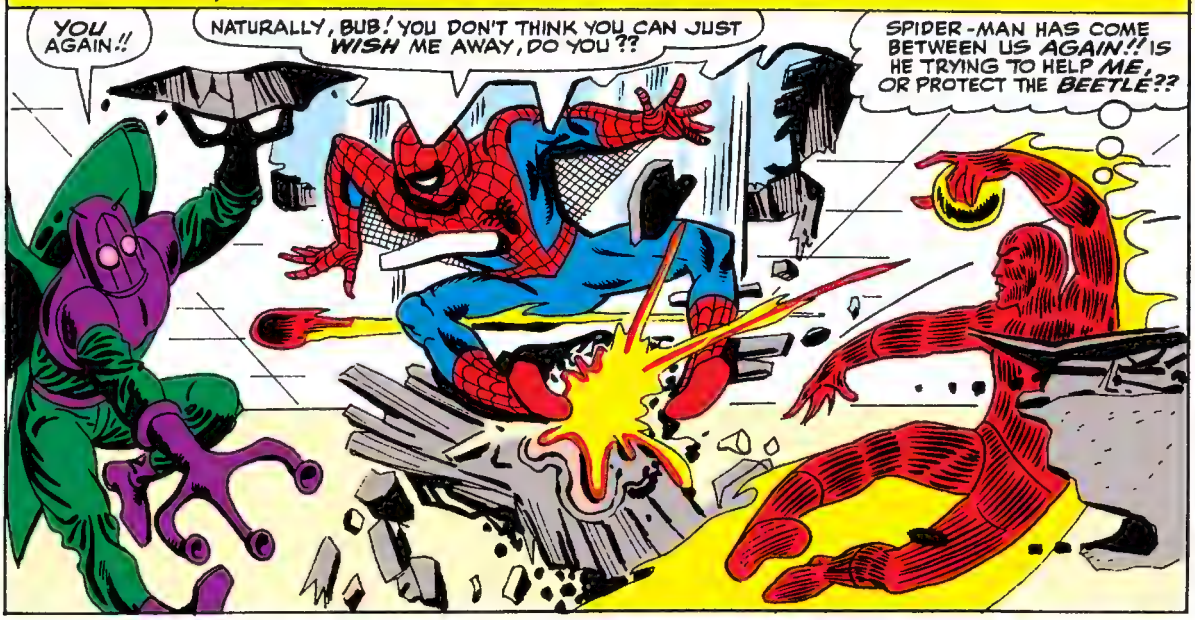
WHAT A FOOL I WAS...HOPING FOR THE IMPOSSIBLE! OF COURSE THERE'S NO EXPLANATION! PETER IS PROBABLY OUT WITH HER RIGHT NOW!

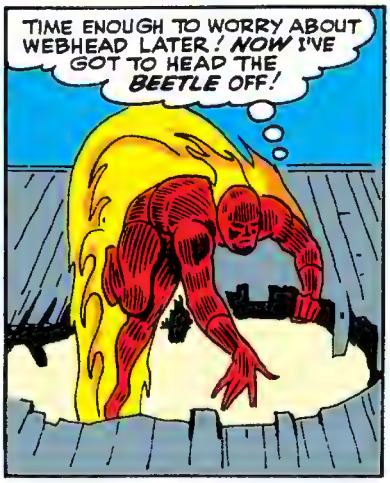

AND, IN A VERY REMOTE SENSE, BETTY BRANT IS RIGHT...!
IT'S SPIDER-MAN... AND, THE TORCH! THEY FOUND ME!!
THE BEETLE! HE HAD DORRIE!
THAT'S WHAT I WAS TRYING TO TELL YOU!
I'LL LEAVE THE GIRL THERE... NEED BOTH MY HANDS FREE!
OH, JOHNNY! THANK HEAVEN YOU'RE HERE!
TAKE IT EASY, DOLLFACE! EVERYTHING'S GONNA BE A-OKAY NOW!
BOY, IF TORCHY HAS ANY FAULTS, ONE OF 'EM SURE ISN'T LACK OF CONFIDENCE!
HOLD IT, BEETLE! YOU'RE NOT GOIN' ANYWHERE, MISTER!
THIS EMPTY CONDEMNED BUILDING ISN'T THE SITE I'D HAVE CHOSEN FOR MY SHOW-DOWN BATTLE WITH THE TORCH... BUT I CAN'T BE CHOOSY NOW!
I'LL DUCK THROUGH THIS WINDOW AND TRY TO FINISH HIM OFF WHEN HE FOLLOWS ME IN... BEFORE SPIDER-MAN CAN INTERFERE!
BUT, THE BEETLE SOON LEARNS THAT SPIDEY HAS HIS OWN QUAINT LITTLE WAY OF CHANGING SOME OF THE BEST LAID PLANS...!!
TSK TSK! DON'T YOU EVER KNOCK BEFORE ENTERING??
SPIDER-MAN!!
YOUR APPEARANCE CHANGES NOTHING! I'M POWERFUL ENOUGH TO DEFEAT TWO AS WELL AS ONE!!
WOW! HE RIPPED OUT PART OF THAT WALL LIKE IT WAS PAPER!
WHERE IS HE?? I SAW HIM COME IN HERE! I... UGNHHHH!
LOOK OUT, TORCH!
THOOOOM!
17.

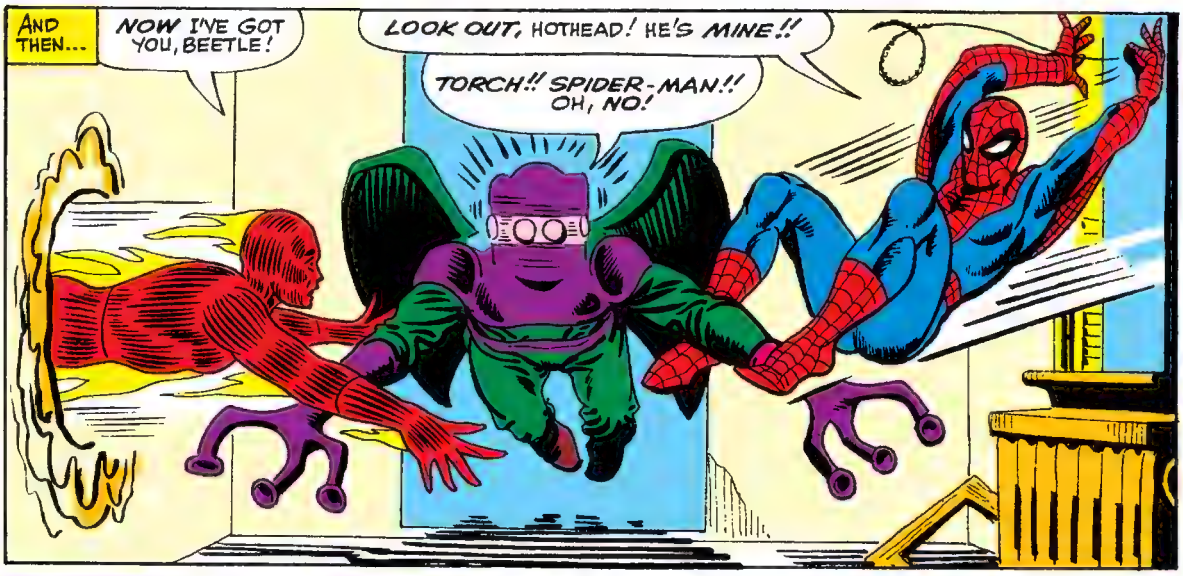




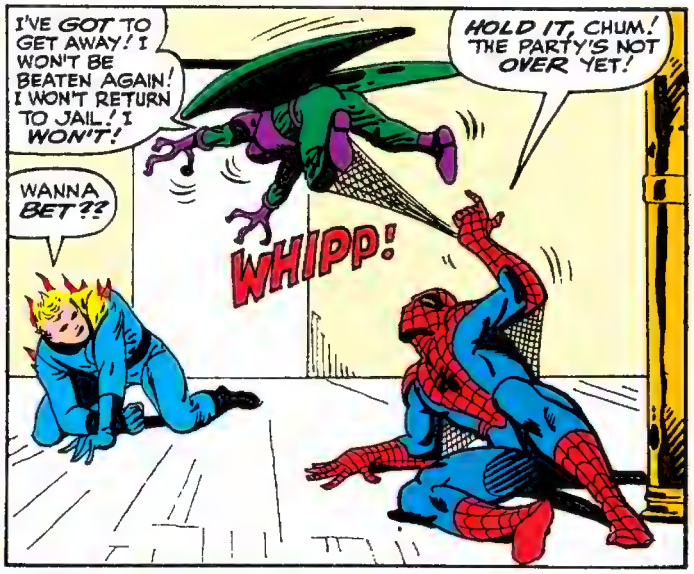
BUT, AS THE BEETLE PULLS DOWN A SECTION OF PLASTER CEILING, WITH WHICH TO SNUFF OUT THE TORCH'S FLAME, A NIMBLE, LITHE-MUSCLED FIGURE COMES HURTLING THROUGH THE OPENING...!






AND THEN...
NOW I'VE GOT YOU, BEETLE!
LOOK OUT, HOTHEAD! HE'S MINE!!
TORCH!! SPIDER-MAN!! OH, NO!

OH, YES!!!
THOK!


I'VE GOT TO GET AWAY! I WON'T BE BEATEN AGAIN! I WON'T RETURN TO JAIL! I WON'T!
HOLD IT, CHUM! THE PARTY'S NOT OVER YET!
WANNA BET??
WHIPP!

STOPPING HIM IS ONLY PART OF IT, SPIDEY! I'LL CREATE A COZY LITTLE FIRE CELL FOR HIM UNTIL THE FIGHT'S KNOCKED OUT OF HIM!
THE FLAMES ARE TOO HOT EVEN FOR MY ASBESTOS GARB! I'M TRAPPED!

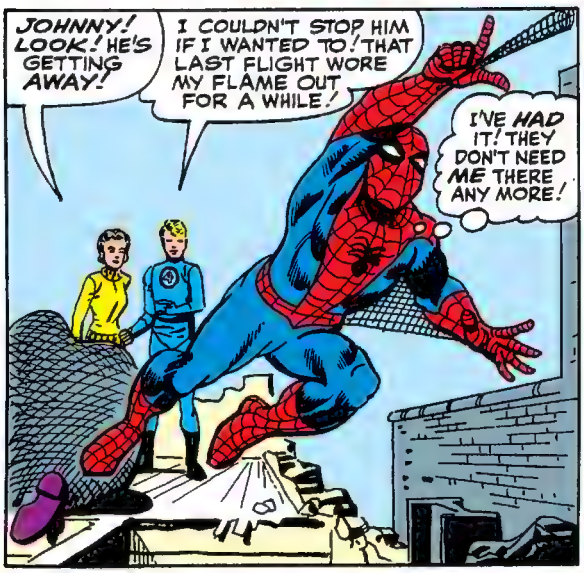
FINALLY, A SHORT TIME LATER...
JOHNNY! AREN'T YOU GOING TO DO SOMETHING ABOUT THAT HORRID SPIDER-MAN? I STILL THINK HE WAS IN LEAGUE WITH THE BEETLE!
WE'VE NO PROOF, DORRIE... AND HE DID HELP ME CATCH HIM!
AND, BY THE WAY, HAVE YOU NOTICED THAT YOU DON'T MIND ME BEING THE HUMAN TORCH AT ALL... WHEN YOU'RE IN TROUBLE!
SHE'LL NEVER REALLY TRUST SPIDER-MAN! AND, EVEN THE TORCH ISN'T SURE ABOUT ME!

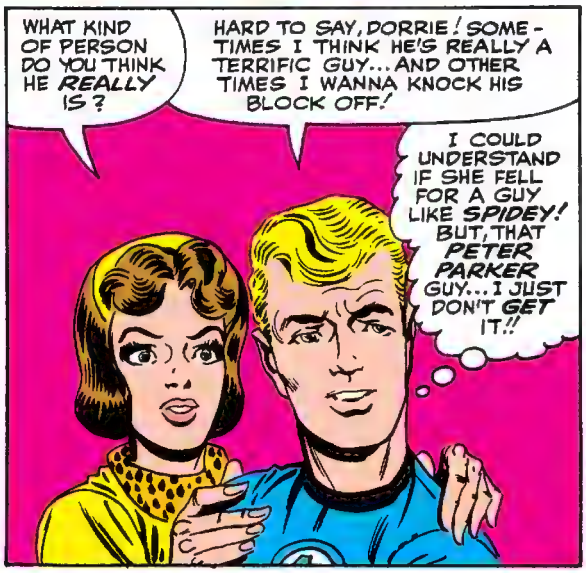
JAMESON PROBABLY HATES ME MORE THAN *EVER* NOW, BECAUSE I HAVEN'T DONE ANY WORK AS PETER PARKER FOR HIM LATELY!

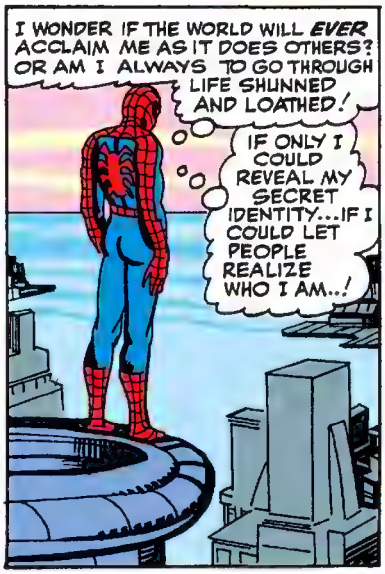
BETTY IS ANGRY AT ME AGAIN, AND AS USUAL, I CAN'T THINK OF ANY WAY TO EXPLAIN!

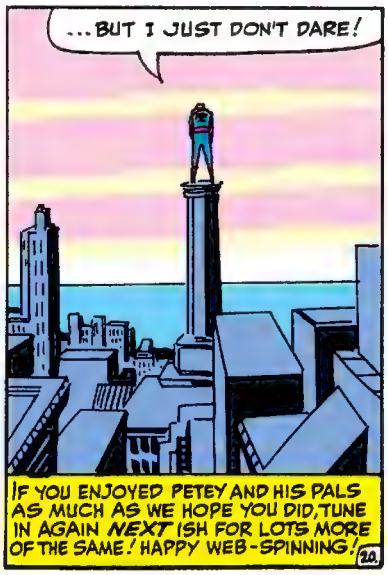
IS THIS MY FATE? AM I DESTINED TO GO THROUGH LIFE AS A PROFESSIONAL "FALL GUY"? WHY MUST I BE A COSTUMED, SUPER-POWERED SAD SACK??

...ESPECIALLY WHEN THE *TORCH*, WHO'S NO BETTER THAN I IN ANY RESPECT, GETS ALL THE GLORY... THE PRAISE... AND EVEN THE *GIRL*! FOR *HIM*, LIFE IS ONE BIG HAPPY ENDING!









A MARVEL MASTERWORK PIN-UP

SPIDER-MAN

SPIDER'S WEB

Dear Stan and Steve,

When I first saw the cover of SPIDER-MAN #17 what a surprise I got! #17 even beat your former peak, #9. The reason I liked #9 was the human interest problems Spidey had in it. Up until now, he never had any like them again although he hasn't exactly been living the life of Riley since then. But in this ish, everything happened to him—the poor guy even lost Betty, his sole comfort in #9. Other things I enjoyed about this issue were, as usual, the art, action and humor. Also, I was glad to see the Torch finally admit that he likes Spidey. The thing I enjoyed most next to Spidey's problems was the way you completely changed the mood of the story, perhaps unconsciously. It reminded me of the word 'tragicomic' which applies to many of your stories. Finally, I have to praise you for page 22 which was undoubtedly the most dramatic comic page I've ever read. Stan, you wrote it beautifully and Steve, you portrayed perfectly the haggard Peter as his despair became deeper and deeper until, at last, he stands crushed beneath the burden of the multitude of misfortunes which have befallen him. Say, that cornballness of yours is contagious! Seriously, fellas, #17 was your best effort so far!

Brian Yates, 1094 Chestnut St.
Newton, Mass. 02164

And, as the sun sinks in the west, we pause to wipe away our tears of gratitude! Thanks, Brian, from a couple of cornballs to another.

Dear Stan and Steve,

A couple of days ago I bought the latest issue of SPIDER-MAN, and, as usual, I was do deeply impressed with it that I felt I should write you about it. Then, I had the tremendous good fortune to be at the drug store at the very moment that the new magazines were delivered, among which was the SPIDER-MAN ANNUAL. In the preceding days I had been contemplating suicide for fear that I should miss it. I pounced upon one, and managed to escape without being mobbed. Needless to say, they were sold out in five minutes. As superb as SPIDER-MAN #16 was, I must say that it was greatly overshadowed by the first SPIDER-MAN ANNUAL. I read Spidey's origin in the MARVEL TALES ANNUAL, and I must say, Steve, that your interpretation of Spider-Man has come a long way since your first efforts. This becomes extremely evident in Spidey's annual. Never had your artwork been so good. I just can't find the proper adjectives to describe accurately the fabulous full-page illustrations scattered throughout the story. In my prejudiced opinion, spectacular Steve Ditko could give Picasso a run for his money. And just so smilin' Stan doesn't feel neglected, his story was the usual fast-paced, action-packed, suspenseful, drama-charged epic that you'd expect from a literary genius. And after gazing dumbfounded at those superb pin-ups, I was wondering what more can two human beings cram into seventy-two pages. I turned the page and found out. I promptly keeled over in fits of uncontrollable laughter at the sight of a rather despondent Stan Lee being overrun by twenty-odd characters of his own creation, and a sleepy Steve Ditko being relieved of his duties by a couple of cultured spiders. Those last three pages were a real joy to read, and it gave us a glimpse of all the merry fun and games that must go on at that nuthouse that we know as the Marvel bullpen, day after day. All in all, Spidey's annual was a smash hit with me! It's really gratifying to know that there are still such masters as you in the field, to keep the comic media in its rightful place in the literary world. So, 'till next time, take good care of yourselves; We in Marvel-land, want you two nuts around for a long, long time. Sincerely,

Keith McWalter, 2674 Lindenwood Dr.
Bridgeville, Pa.

Who SAYS we only print the flattering letters? Keith called us "nuts", didn't he? See how fair we are?

Dear Stan and Steve,

It's truly the "Marvel Age" as far as comics go! We never dreamed that comics could be so completely rejuvenated by so few. We are both pre-med students at Centre College, and we just want you to know that the "Marvel Age" has become the "Marvel Rage" here. For instance: The assignment for the DKE fraternity's pledge class was to round up 30 Marvels within an hour just so the actives could read them. Not boasting, but we (the Jackson duo) have the honor of claiming the beginning of the "Marvel Rage" here at school. It all started as we sought to pass the lunch hour by buying one comic each day. Needless to say, the first Marvel put an abrupt halt to this meaningless quest. We were hooked, and the Marvel Rage had begun. Spider-Man is our favorite by far, and the X-Men are our favorite group (I know this may cause a rumbling within the Baxter Building). The greatest fight you have ever produced was between the Hulk and the Thing (more!). Captain America could become one of your best and should have his own mag. We would warn you, however, not to make your villains too unbelievable; e.g., we find it hard to believe that the Owl in DAREDEVIL #3 can glide around, especially as big as he is. In closing, we would like to commend you at Marvel for raising the comic literature to its highest level ever. Keep it up!

Elmer and John Jackson
119 W. Lex. St., Danville, Ky.

Hey, that's kinda cute, fellas! "The Marvel Rage of Comics!" The only thing we wanna know is: Are we stealing it from you, or did you cop it from us??

Dear Stan and Steve,

I was on board with nothing to do when a buddy gave me a few copies of your SPIDER-MAN mag. As I read them I was amazed at the quality and forethought that was put into each story. Unlike other comic heroes Spider-Man seems more realistic. I think that Spider-Man is the greatest thing that's ever happened to comic books! Would you please start publishing SPIDER-MAN mags twice a month so we won't have to wait so long for each copy!

Harry Hawkins, BM3, USS Merrick
c/o Fleet Post Office, San Francisco, Cal.

We'd love to oblige, sailor, but if we published Spidey twice a month you'd have to wait even longer! (Mainly because how much work can a couple of guys do while they're in the hospital with nervous breakdowns?)

Dear Stan and Steve,

I immensely enjoy your magazines. Your characters have a depth and humanity unequaled and almost unchallenged by other magazines. For this reason they are ever new! Moreover, they have an intellectual content unmatched in comicdom. However, I was quite disappointed with your revelation as to why J. Jonah Jame-

Continued...

son hates Spider-Man. To quote from J.J.J.'s speech, "All my life I've been interested in only one thing—making money! And yet, Spider-Man risks his life day after day with no thought of reward! *If* a man like him is good—a hero—then what am I?" I ask by what standard may J.J.J., a producer, be said to be less moral or even immoral in comparison with Spider-Man. How can J. Jonah Jameson, who has provided work for hundreds or thousands and news for millions, be said to be immoral? Why has a man that has amassed a fortune solely through providing the news faster, cheaper, more concisely, and more accurately than any other source accepted a standard of morality that holds his production, his virtue to be evil? Money is not a tool of the looters or the moochers; it is a tool of the producers. To be able to say that one has made money is to pay oneself the highest possible compliment. If J. Jonah Jameson can truly say that he made money, he may walk tall.

John Bailey, 220 N. North St.
Washington C.H., Ohio

Why do WE have to get stuck with all the erudite, intelligent fans? Why can't we have some nice, simple, uncomplicated readers who aren't philosophy majors? Anyway, Johnny boy, you've got us all wrong—never let it be said that the guys in the bullpen are anti-money! We don't knock ourselves out this way just to keep Artie Simek happy!

Dear Stan and Steve,

I think SPIDER-MAN #17 is truly one of the many Marvel Masterpieces of this year. Steve's Green Goblin drawings were better than ever. In reading #17 and other Spidey mags, I have noticed something which deserves attention, namely Aunt May's persistent efforts to get Peter to date Mary Jane Watson. I personally think this adds to your mag, and hope you continue it. All in all, I have only one question: On page 11 Flash calls Liz Allen's father "Mr. Brant". If he is Liz's father, wouldn't his name be Allen, too?

Walt Clevenstine, 711 Arch St.
Spring City, Pa.

Y'know, Walt, if only all our characters could be named Jones, life would be so much simpler! Sure, you're right—as were the zillion other web-spinners who wrote in to tell us of that same typically Marvel bonehead mistake! Can you imagine if we were punished for lettering mistakes in our mags? The whole blamed bullpen would be doing life in Alcatraz right now!

Dear Stan and Steve,

I have written to praise Stan on all his stories and to bury Steve for his little boo-boo in SPIDER-MAN #17. It happened on page 17 in the first panel. Steve shows Spidey making a quick change to Peter Parker but he forgot to put on his shoes which he wears as Peter. Then as Peter ran out of the club to change back to Spidey, he still didn't have his shoes on, just his Spider-Man footwear. I don't think this is enough of a mistake to warrant any panic, but I did need an excuse to write to you swell guys. I also want to say that I enjoy seeing new villains as well as having the old ones return. I don't think subscriptions should be so high for us Canadian fans. $3.25 is O.K. if you live somewhere in France or Turkey but not as close as Canada!

John Gilbert, 985 Dundas Hwy. West.
Cooksville, Ontario, Canada

As far as we know, Johnny, Canadian subs are $1.75, same as American ones. Better check into it again, hear?

Dear Stan and Steve,

I have been reading SPIDER-MAN and FF since their first issues. I have come to like the Thing very much and think he should be able to change to Ben at will—just like the other three FF members can. I didn't like the way you treated Spider-Man in issue #17 where he became a coward in the eyes of the public. I didn't like that at all. Now he'll have a hard time getting folks to like him. His aunt is a sick old lady whom he loves very much, and Mr. Jameson gives him such a hard time. I want him to be liked by the public in the same way your other heroes are liked. So don't hurt Spider-Man again—please! I'm 25 years old and would like to read happier things about Spider-Man. He's a good guy who's trying to help his aunt and go to school. Let the public like him!

Charles Harris, Jr., 1289 Chisholm St.
Bronx 59, N.Y.

We'll try, Charlie—honest! But, being kinda practical, it's more important to us that you READERS like him!

SPECIAL ANNOUNCEMENTS SECTION

—Never let it be said that we merry Marvel madmen don't listen to all you frantic fans! Our tale this ish was specially produced in answer to a flood of mail demanding more adventures of Spidey fighting either with or against our human matchstick! We sure hope you all liked it—but if you didn't, don't blame us! It's your fault! You asked for it!

—By the way, Peter Parker makes probably the briefest guest appearance in history in this month's FANTASTIC FOUR. (#35). Be sure not to sneeze when you're reading the part where Petey appears, or you'll miss him, completely!

—We still get a whole kaboodle of letters each month telling us to keep Spidey a loner—just as we get mail ordering us to team him up with everybody and anybody you can think of! But, so far, the ratio is overwhelmingly in favor of keeping him by himself, except for occasional guest appearances. So, it looks as though the F.F., the AVENGERS, X-MEN, etc. will just have to struggle along without him for a while!

—Remember the time (we think it was in ish #17) that someone said our villains had too many gimmicks? We said we'd leave it up to you to decide. Well, according to the letters that followed, most of you like Spidey's little sparring partners just the way they are. How's that for an earth-shattering bit of information!

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!
THE MIGHTY MARVEL CHECKLIST!

FANTASTIC FOUR #35: Leave it to the world's greatest mag to come up with another of the world's greatest new arch-foes! This ish has everything! The F.F. go to college! They fight Dragon Man! And they again face the deadly Diablo!

AVENGERS #12: America's mightiest super-hero team finds itself battling one of the world's strangest menaces, with the fate of all mankind hinging on the outcome! And guess who the two surprise villains are!

X-MEN #9: We wish there were new adjectives to describe this one! It features both the X-Men AND the Avengers! Also, for the first time, you'll see the eerie Lucifer! And be prepared for anything when Professor X gets back into action!

THOR #112: All we have to tell you is—Thor fights the Hulk! It's the kind of action you want, written the way you like it, and drawn by jolly Jack Kirby, the action king himself! It's the greatest battle since the Hulk fought the Thing!

STRANGE TALES #129: This is really "villains month" at Marvel! This time the Torch and bashful Benjamin fight some baddies who call themselves "The Terrible Trio!"—and Dr. Strange is up against a newie named Tiboro who's as as kookie as he sounds!

SUSPENSE #62: This is it at last! The startling, long-awaited Origin of the Mandarin! And wait till you see how Iron Man escapes ol' Mandy this time! As for Captain America, the poor guy is trying to stop a jailbreak singlehanded! And, if anybody can do it—!

ASTONISH #64: See Giant-Man fight none other than Attuma, the sensational menace of F.F. #33! This is a different type of thriller for high-pockets and the wonderful Wasp! Meanwhile, the Hulk is again attacked by the mysterious Leader and his horde of humanoids! No wonder he goes on a rampage!

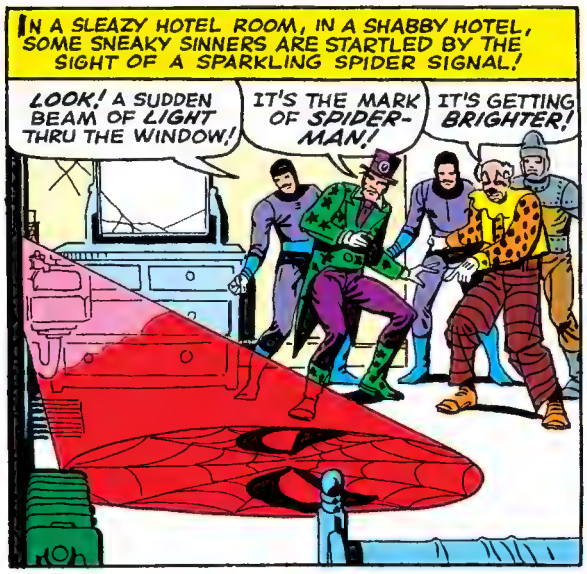
SGT. FURY AND HIS YOU-KNOW-WHO'S #14: This one's a block-buster! For the first time, Fury and his happy heroes go up against a deadly blitzkrieg squad, specially trained to destroy the Howlers! It's a trap that only Baron Strucker could devise, and Fury's fanatics charge right into it! Wow!

—We haven't seen the sketches for SPIDER-MAN #22 yet, but Stan and Steve have been walking around chuckling to themselves and patting each other on the back for days! So they must have something pretty special cooked up. Anyway, when those two characters go to town, how bad can it be? So live dangerously...try us again next ish! Who knows—you might even like it!

We give up! Now that all our mags have letters pages, we get so much mail that we just can't send cards in answer to your letters any more! But, you know we're reading them—and that's what counts!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
IND.
22 MAR
ANOTHER BIG ONE FROM MIGHTY MARVEL!
NEW THRILLS! NEW VILLAINS! NEW SURPRISES!
SPIDEY BATTLES
"THE CLOWN And His MASTERS OF MENACE!"

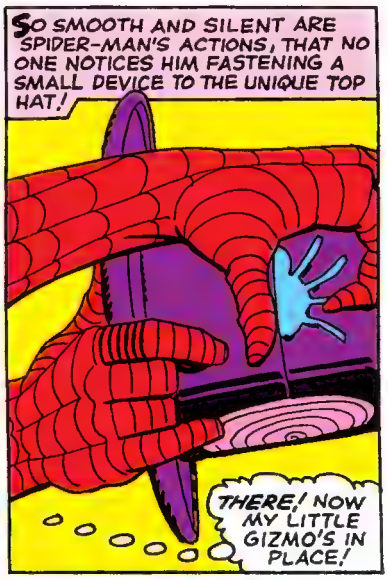
SPIDER-MAN
PREEEEEESENTING...
the CLOWN, and his
MASTERS OF MENACE!
THE CRAFTY CLOWN
THE GREAT GAMBONNOS
THE MAN CALLED CANNON-BALL
PRINCESS PYTHON
AND, TAKE A GOOD LOOK AT THE RING-MASTER... HE WON'T BE AROUND VERY LONG!
WRITTEN BY: STAN LEE
ILLUSTRATED BY: STEVE DITKO
LETTERED BY: ARTIE SIMEK
WE LET ARTIE DO THIS OCCASIONALLY! IT'S CHEAPER THAN GIVING HIM A RAISE!
ANOTHER ONE OF LEE'S LIVING LEGENDS!
ANOTHER DAZZLING DITKO DELIGHT!


IN A SLEAZY HOTEL ROOM, IN A SHABBY HOTEL, SOME SNEAKY SINNERS ARE STARTLED BY THE SIGHT OF A SPARKLING SPIDER SIGNAL!
LOOK! A SUDDEN BEAM OF LIGHT THRU THE WINDOW!
IT'S THE MARK OF SPIDER-MAN!
IT'S GETTING BRIGHTER!

WELL, WELL! IF IT ISN'T THE ROLLICKING RING-MASTER AND HIS PLAYFUL LITTLE PARTNERS!
STAY BACK, YOU WALL-CRAWLING WEASEL! WE SERVED OUR PRISON TERMS! WE'RE FREE NOW!
I KNOW! BUT I'M BETTING YOU DIDN'T CALL THIS MEETING JUST TO HAVE A TEA PARTY!

SO I CAME TO WARN YOU! DON'T EVER AGAIN TRY TO MAKE A PATSY OUT OF ME, LIKE YOU DID THE LAST TIME AT YOUR CREEPY CIRCUS!*
YOU'RE NOT SCARING ME!
*SPIDEY #16--STAN & STEVE.

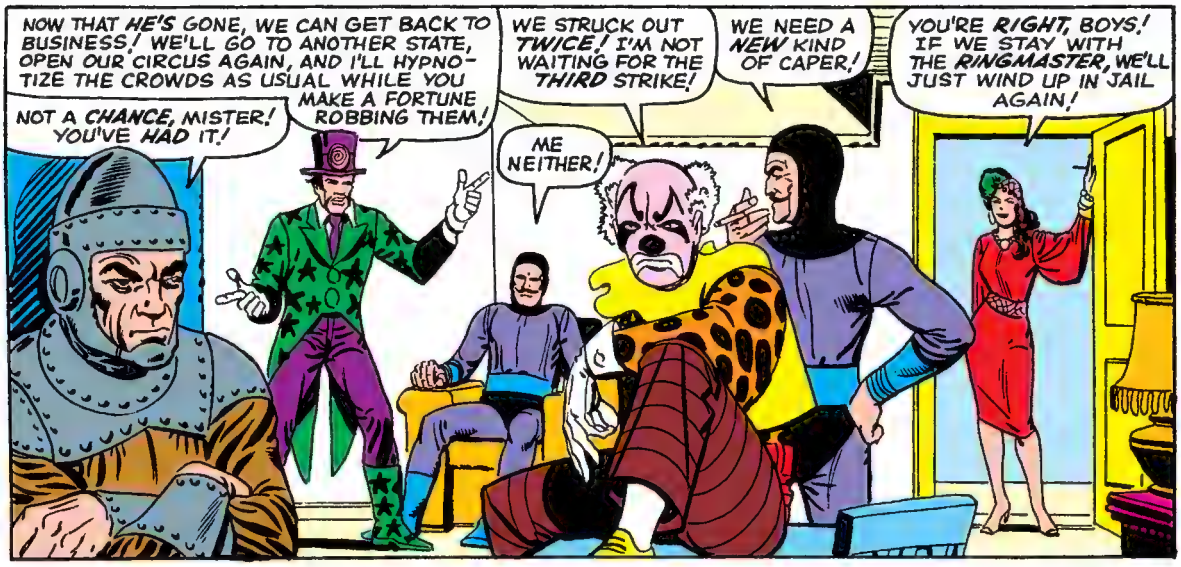
THEN WHY ARE YOU SHAKING THAT WAY??
YOU FUMBLING PHONY! I OUGHTA MAKE YOU EAT YOUR HAT TO SHOW I'M NOT KIDDING!
NO! I BELIEVE YOU! I BELIEVE YOU!


SO SMOOTH AND SILENT ARE SPIDER-MAN'S ACTIONS, THAT NO ONE NOTICES HIM FASTENING A SMALL DEVICE TO THE UNIQUE TOP HAT!
THERE! NOW MY LITTLE GIZMO'S IN PLACE!

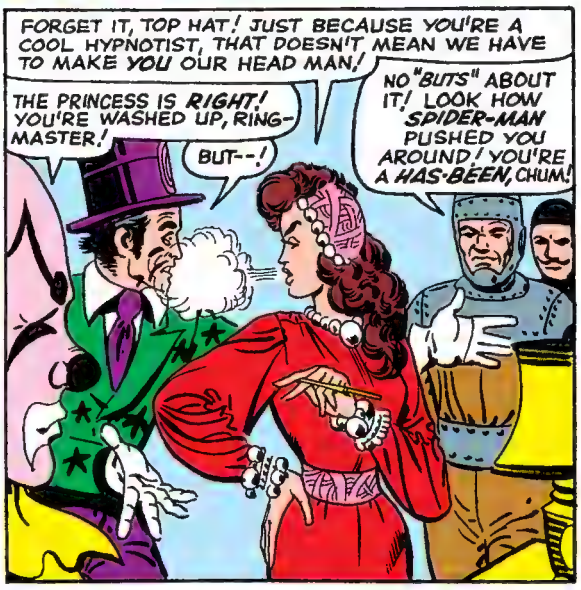
OKAY! I'VE SAID MY PIECE! I'LL LEAVE YOU TO YOUR FUN AND GAMES NOW!
WAIT! GIVE ME BACK MY HAT!
I WAS HOPING HE'D SAY THAT!

HERE! JUST MAKE SURE THAT IT, AND YOU, STAY OUTA MY WAY FROM NOW ON!
AND DON'T CALL ME--I'LL CALL YOU!

THAT'S THAT! WITH MY LITTLE ELECTRONIC GIZMO SECRETLY STUCK TO HIS FEDORA, I'LL BE ABLE TO FIND HIM ANY TIME I WANT TO!


NOW THAT HE'S GONE, WE CAN GET BACK TO BUSINESS! WE'LL GO TO ANOTHER STATE, OPEN OUR CIRCUS AGAIN, AND I'LL HYPNOTIZE THE CROWDS AS USUAL WHILE YOU MAKE A FORTUNE ROBBING THEM!
NOT A CHANCE, MISTER! YOU'VE HAD IT!
WE STRUCK OUT TWICE! I'M NOT WAITING FOR THE THIRD STRIKE!
WE NEED A NEW KIND OF CAPER!
ME NEITHER!
YOU'RE RIGHT, BOYS! IF WE STAY WITH THE RINGMASTER, WE'LL JUST WIND UP IN JAIL AGAIN!

THAT'S WHY I'M CUTTING OUT! I'VE STILL GOT MY SNAKE ACT TO FALL BACK ON!
BUT YOU CAN KEEP YOUR SNAKE ACT! I'LL FIND A WAY TO FIT PRINCESS PYTHON INTO MY NEXT GREAT SCHEME!


FORGET IT, TOP HAT! JUST BECAUSE YOU'RE A COOL HYPNOTIST, THAT DOESN'T MEAN WE HAVE TO MAKE YOU OUR HEAD MAN!
THE PRINCESS IS RIGHT! YOU'RE WASHED UP, RINGMASTER!
BUT--!
NO "BUTS" ABOUT IT! LOOK HOW SPIDER-MAN PUSHED YOU AROUND! YOU'RE A HAS-BEEN, CHUM!

BUT, YOU NEED A LEADER!!
SURE WE DO! SOMEONE CLEVER, AND CRAFTY! SOMEONE WHO CAN THINK ON HIS FEET--WHO PEOPLE WILL TRUST! SOMEONE LIKE--THE CLOWN!

NO! YOU CAN'T DO THIS TO ME! I'M THE ONE WHO BROUGHT YOU TOGETHER!
AND YOU'RE THE ONE WHO'S GONNA KISS US GOODBYE! YOU'VE GOT YOUR HAT--TAKE IT AND BLOW!
I'LL MAKE YOU REGRET THIS!!

YOU TALK TOO MUCH, MISTER! WE KNOW BETTER THAN TO LET YOU HYPNOTIZE US-- AND WITHOUT HYPNOSIS, YOU'RE NOTHING!
THONK!

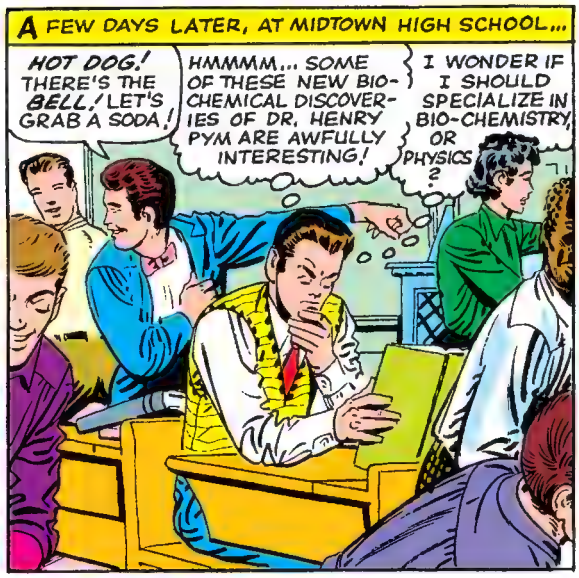
AND, ON YOUR WAY OUT, HERE'S A LITTLE FORGET-ME-NOT FROM CANNONBALL!
WHUFFF!

HOLD IT, TOP HAT! I DON'T WANT YOU TO THINK THE GREAT GAMBONNOS HAVE FORGOTTEN ABOUT YOU! WE'LL SAY GOODBYE IN OUR OWN WAY!
READY, BROTHER?
READY!
NO! DON'T--!

HERE HE IS!
GOT HIM!
HELLLLP!

THEN, FINALLY--AFTER THE PERFORMERS WEARY OF THEIR LITTLE GAME...
ALL RIGHT, USELESS-- TAKE OFF!-- UNLESS YOU WANT US TO GIVE YOU ANOTHER LITTLE FREE PERFORMANCE!
NO! I'LL GO! I'VE HAD ENOUGH!
BUT YOU HAVEN'T HEARD THE LAST OF ME, YOU SMIRKING FOOLS!

HE'S GONE! IS IT AGREED THAT THE CLOWN WILL BE OUR NEW LEADER?
SURE! WHAT HAVE WE GOT TO LOSE?
YOU'VE MADE A WISER CHOICE THAN YOU THINK!
WITH OUR TALENTS --AND WITHOUT THAT PHONY HYPNOTISM BIT, WE'LL REALLY GO PLACES!
COUNT ME IN!


A FEW DAYS LATER, AT MIDTOWN HIGH SCHOOL...
HOT DOG! THERE'S THE BELL! LET'S GRAB A SODA!
HMMMM... SOME OF THESE NEW BIO-CHEMICAL DISCOVERIES OF DR. HENRY PYM ARE AWFULLY INTERESTING!
I WONDER IF I SHOULD SPECIALIZE IN BIO-CHEMISTRY, OR PHYSICS?

PETER PARKER! PUT DOWN THAT BOOK, YOU SILLY THING! THE BELL RANG MINUTES AGO! CLASS IS OVER!
OH-- THANKS, LIZ! I DIDN'T NOTICE!
AW, LEAVE 'IM ALONE, LIZ! A KISSER LIKE HIS LOOKS BETTER WITH A BOOK COVERING IT ANY TIME!

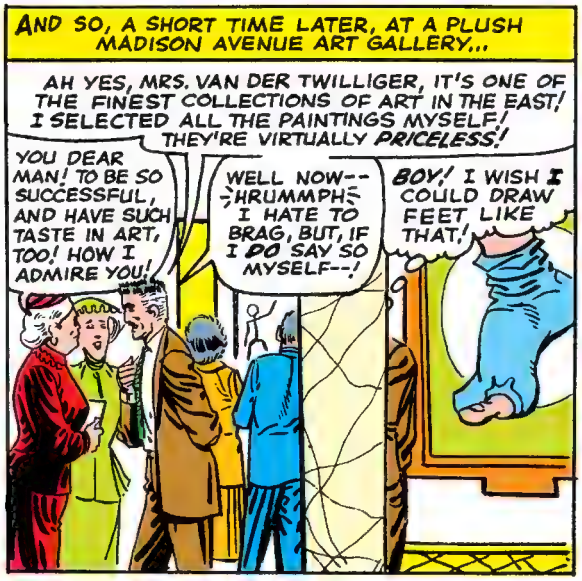
YOU CAN'T STUDY ALL THE TIME! YOU NEED SOME RELAXATION, PETEY! WHY DON'T YOU WALK ME HOME?
I'M SORRY, LIZ! I CAN'T TODAY! SOME OTHER TIME, OKAY?
BETTY BRANT IS MAD ENOUGH AT ME NOW! IF SHE EVER SAW ME WALKING LIZ HOME, I'D BE FINISHED IN HER LEAGUE!
WE'LL MEET YOU OUTSIDE, LIZ!

A FEW MINUTES LATER...
PETER! I HOPED I'D RUN INTO YOU!
BETTY! GOSH, AM I GLAD TO SEE YOU!
YOU ARE? BUT--WHAT ABOUT THE RUMORS I HEARD THAT YOU WERE MAKING A PLAY FOR JOHNNY STORM'S GIRL FRIEND? *
I WAS HOPING YOU'D GIVE ME A CHANCE TO EXPLAIN ABOUT THAT, BETTY!
*AS DESCRIBED IN SPIDEY #21--STAN.

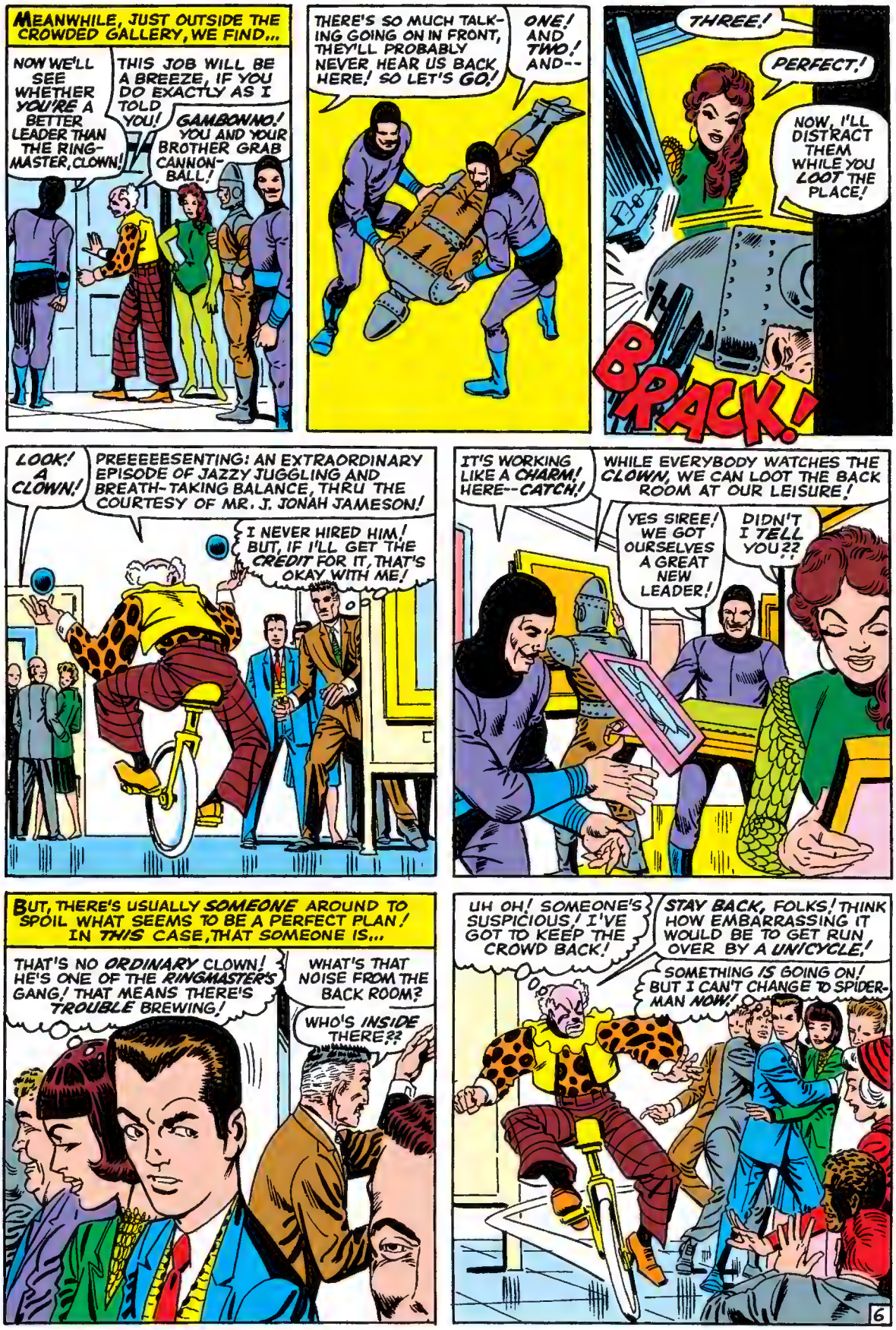
I HARDLY KNOW HER! SHE DOESN'T MEAN ANYTHING TO ME--NOR I TO HER! SHE WAS JUST TRYING TO MAKE JOHNNY JEALOUS!
OH, PETER--YOU MUST THINK I'M JUST A JEALOUS, FOOLISH FEMALE!

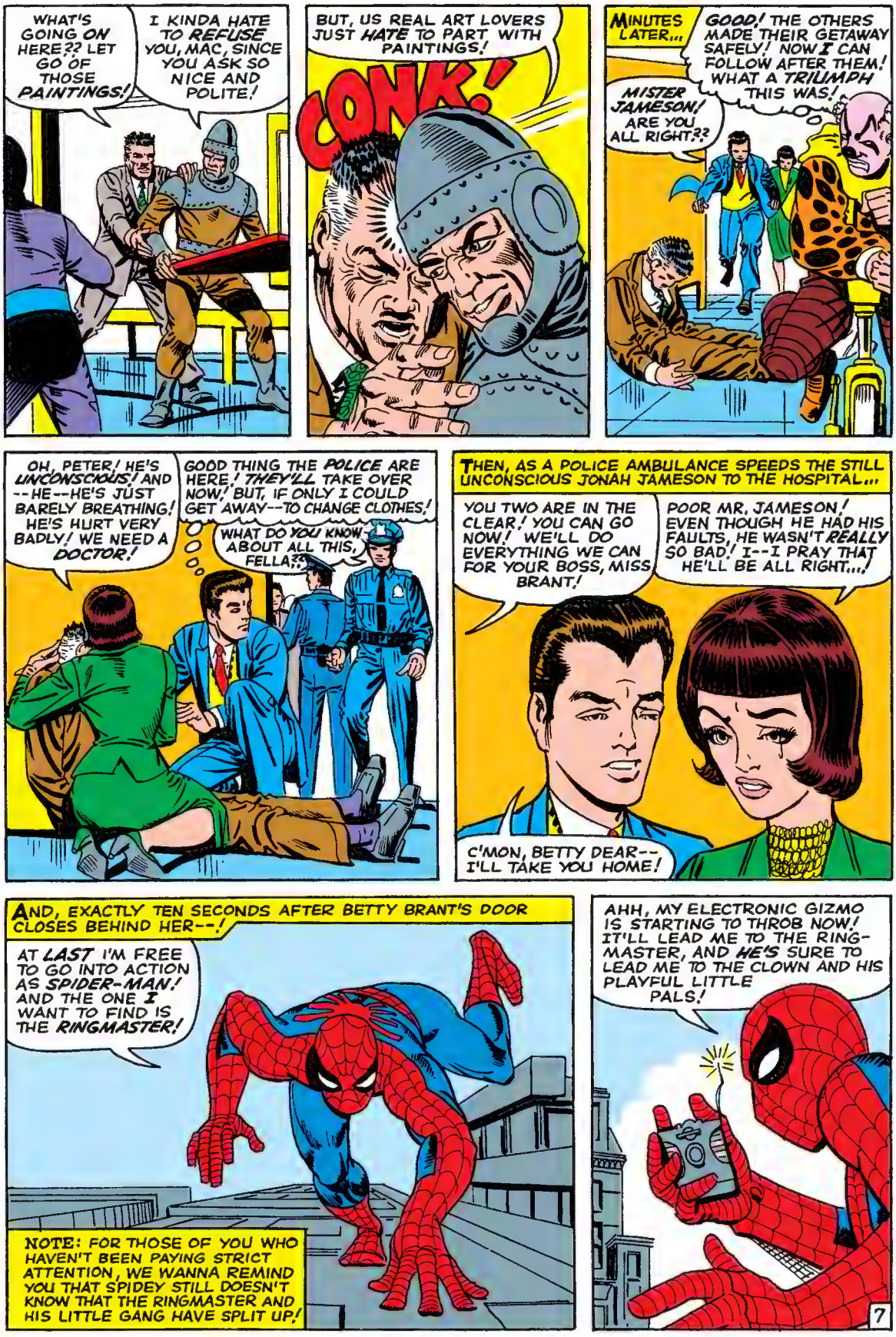
MAYBE YOU ARE, BET! BUT, YOU'RE ALSO THE PRETTIEST, NICEST, MOST WONDERFUL GAL I KNOW!
AND I WON'T TRY TO PRETEND I DON'T LOVE YOU SAYING IT!

NOW THAT WE'VE SIGNED A DISARMAMENT PACT, HOW ABOUT DINNER WITH ME TONIGHT, PRETTY GIRL?
I'D LOVE TO, PETER, BUT I CAN'T! JONAH JAMESON IS SPONSORING AN ART EXHIBIT TONIGHT, AND WANTS ME THERE TO TAKE NOTES!
BUT I INSIST THAT YOU COME WITH ME!

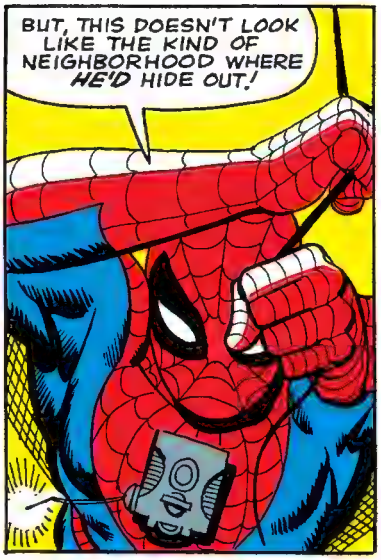

AND SO, A SHORT TIME LATER, AT A PLUSH MADISON AVENUE ART GALLERY...
AH YES, MRS. VAN DER TWILLIGER, IT'S ONE OF THE FINEST COLLECTIONS OF ART IN THE EAST! I SELECTED ALL THE PAINTINGS MYSELF! THEY'RE VIRTUALLY PRICELESS!
YOU DEAR MAN! TO BE SO SUCCESSFUL, AND HAVE SUCH TASTE IN ART, TOO! HOW I ADMIRE YOU!
WELL NOW--HRUMMPH--I HATE TO BRAG, BUT, IF I DO SAY SO MYSELF--!
BOY! I WISH I COULD DRAW FEET LIKE THAT!

I BELIEVE IT'S MY CIVIC DUTY TO BRING ART APPRECIATION TO THE MASSES! I LOVE NOTHING BETTER THAN HELPING MY FELLOW MAN!
AND, IF I CAN MAKE A NICE HEALTHY PROFIT AS WELL, IT DOESN'T EXACTLY BREAK MY HEART, EITHER!
IF THIS STUFF IS ART, I'M GLAD I'M A SCIENCE MAJOR!


MEANWHILE, JUST OUTSIDE THE CROWDED GALLERY, WE FIND...
NOW WE'LL SEE WHETHER YOU'RE A BETTER LEADER THAN THE RINGMASTER, CLOWN!
THIS JOB WILL BE A BREEZE, IF YOU DO EXACTLY AS I TOLD YOU!
GAMBOW NO! YOU AND YOUR BROTHER GRAB CANNONBALL!
THERE'S SO MUCH TALKING GOING ON IN FRONT, THEY'LL PROBABLY NEVER HEAR US BACK HERE! SO LET'S GO!
ONE! AND TWO! AND--
THREE!
PERFECT!
NOW, I'LL DISTRACT THEM WHILE YOU LOOT THE PLACE!
BRACK!
LOOK! A CLOWN!
PREEEEESENTING: AN EXTRAORDINARY EPISODE OF JAZZY JUGGLING AND BREATH-TAKING BALANCE, THRU THE COURTESY OF MR. J. JONAH JAMESON!
I NEVER HIRED HIM! BUT, IF I'LL GET THE CREDIT FOR IT, THAT'S OKAY WITH ME!
IT'S WORKING LIKE A CHARM! HERE--CATCH!
WHILE EVERYBODY WATCHES THE CLOWN, WE CAN LOOT THE BACK ROOM AT OUR LEISURE!
YES SIREE! WE GOT OURSELVES A GREAT NEW LEADER!
DIDN'T I TELL YOU??
BUT, THERE'S USUALLY SOMEONE AROUND TO SPOIL WHAT SEEMS TO BE A PERFECT PLAN! IN THIS CASE, THAT SOMEONE IS...
THAT'S NO ORDINARY CLOWN! HE'S ONE OF THE RINGMASTER'S GANG! THAT MEANS THERE'S TROUBLE BREWING!
WHAT'S THAT NOISE FROM THE BACK ROOM?
WHO'S INSIDE THERE??
UH OH! SOMEONE'S SUSPICIOUS! I'VE GOT TO KEEP THE CROWD BACK!
STAY BACK, FOLKS! THINK HOW EMBARRASSING IT WOULD BE TO GET RUN OVER BY A UNICYCLE!
SOMETHING IS GOING ON! BUT I CAN'T CHANGE TO SPIDER-MAN NOW!
6


WHAT'S GOING ON HERE?? LET GO OF THOSE PAINTINGS!
I KINDA HATE TO REFUSE YOU, MAC, SINCE YOU ASK SO NICE AND POLITE!
BUT, US REAL ART LOVERS JUST HATE TO PART WITH PAINTINGS!
CONK!
MINUTES LATER...
GOOD! THE OTHERS MADE THEIR GETAWAY SAFELY! NOW I CAN FOLLOW AFTER THEM! WHAT A TRIUMPH THIS WAS!
MISTER JAMESON! ARE YOU ALL RIGHT??
OH, PETER! HE'S UNCONSCIOUS! AND --HE--HE'S JUST BARELY BREATHING! HE'S HURT VERY BADLY! WE NEED A DOCTOR!
GOOD THING THE POLICE ARE HERE! THEY'LL TAKE OVER NOW! BUT, IF ONLY I COULD GET AWAY--TO CHANGE CLOTHES!
WHAT DO YOU KNOW ABOUT ALL THIS, FELLA??
THEN, AS A POLICE AMBULANCE SPEEDS THE STILL UNCONSCIOUS JONAH JAMESON TO THE HOSPITAL...
YOU TWO ARE IN THE CLEAR! YOU CAN GO NOW! WE'LL DO EVERYTHING WE CAN FOR YOUR BOSS, MISS BRANT!
POOR MR. JAMESON! EVEN THOUGH HE HAD HIS FAULTS, HE WASN'T REALLY SO BAD! I--I PRAY THAT HE'LL BE ALL RIGHT...!
C'MON, BETTY DEAR-- I'LL TAKE YOU HOME!
AND, EXACTLY TEN SECONDS AFTER BETTY BRANT'S DOOR CLOSES BEHIND HER--!
AT LAST I'M FREE TO GO INTO ACTION AS SPIDER-MAN! AND THE ONE I WANT TO FIND IS THE RINGMASTER!
NOTE: FOR THOSE OF YOU WHO HAVEN'T BEEN PAYING STRICT ATTENTION, WE WANNA REMIND YOU THAT SPIDEY STILL DOESN'T KNOW THAT THE RINGMASTER AND HIS LITTLE GANG HAVE SPLIT UP!
AHH, MY ELECTRONIC GIZMO IS STARTING TO THROB NOW! IT'LL LEAD ME TO THE RING-MASTER, AND HE'S SURE TO LEAD ME TO THE CLOWN AND HIS PLAYFUL LITTLE PALS!

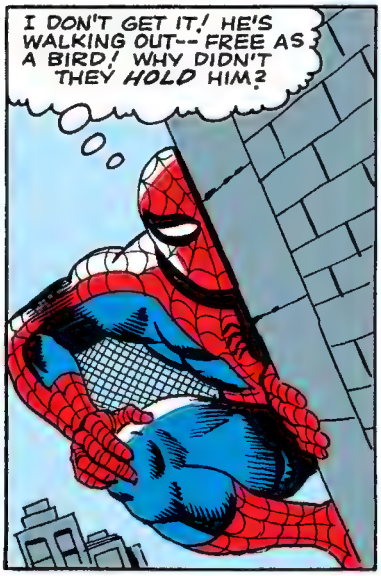
IT'S THROBBING LOUDER NOW! I'M GETTING CLOSER!

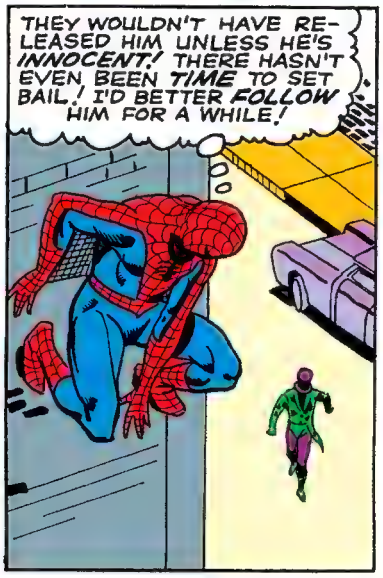

BUT, THIS DOESN'T LOOK LIKE THE KIND OF NEIGHBORHOOD WHERE HE'D HIDE OUT!

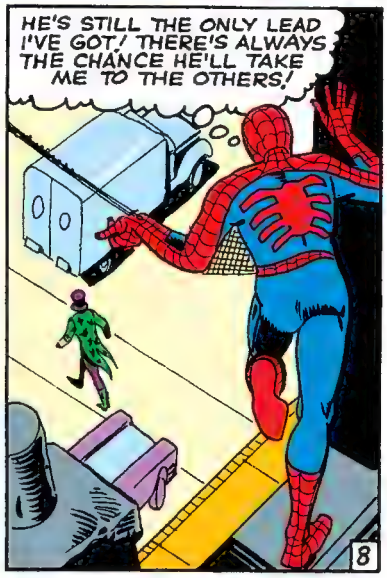
WOW! IT'S THROBBING, AND BUZZING, AND SHAKING TO BEAT THE BAND NOW! I MUST BE ALMOST ON TOP OF HIM!

HEY -- IT'S COMING FROM THE POLICE STATION! THAT'S A NEW ONE!
LOOKS LIKE THEY BEAT ME TO IT! THEY MUST HAVE ALREADY CAPTURED THE GANG!
POLICE DE

BUT, ALTHOUGH SPIDEY IS RIGHT ABOUT THE RINGMASTER BEING AT HEADQUARTERS, HE'S WRONG ABOUT EVERYTHING ELSE!
OKAY, MISTER, YOUR ALIBI CHECKS OUT! BUT I STILL THINK YOU'RE MIXED UP IN THAT ART GALLERY ROBBERY!
IF I WERE, I WOULDN'T HAVE WAITED FOR YOU TO PICK ME UP! I TOLD YOU -- I'M THRU WITH CRIME!

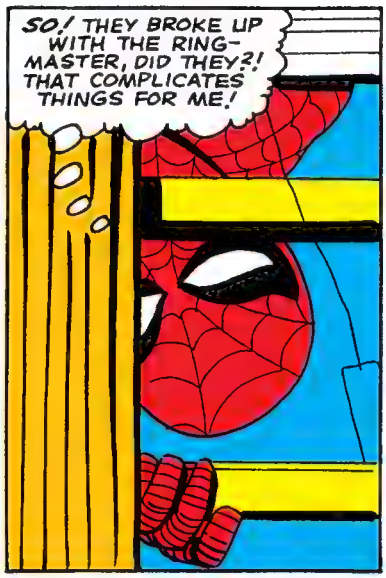

I DON'T GET IT! HE'S WALKING OUT -- FREE AS A BIRD! WHY DIDN'T THEY HOLD HIM?

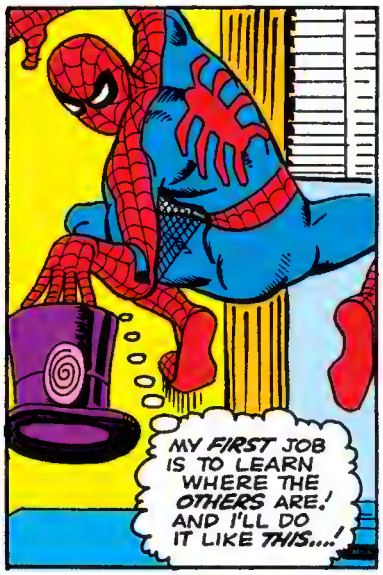

THEY WOULDN'T HAVE RELEASED HIM UNLESS HE'S INNOCENT! THERE HASN'T EVEN BEEN TIME TO SET BAIL! I'D BETTER FOLLOW HIM FOR A WHILE!


HE'S STILL THE ONLY LEAD I'VE GOT! THERE'S ALWAYS THE CHANCE HE'LL TAKE ME TO THE OTHERS!

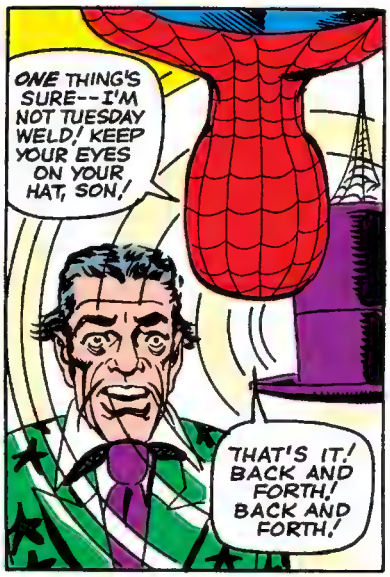
MINUTES LATER...
THOSE CRUMMY RAT FINKS! I GOT THEM ALL TOGETHER! TAUGHT THEM ALL THEY KNOW! AND NOW THEY'RE OPERATING WITHOUT ME! I'VE GOT A GOOD MIND TO TELL THE COPS WHERE TO FIND THEM!

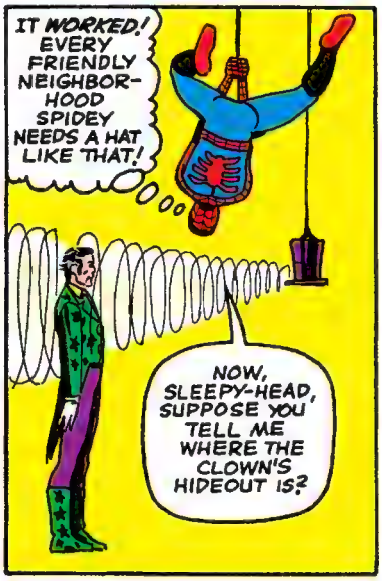
NO! I'LL DO EVEN BETTER THAN THAT! FIRST, I'LL STEAL THE LOOT FROM THEM--AND THEN I'LL TURN THEM IN! THAT WILL BE POETIC JUSTICE!


SO! THEY BROKE UP WITH THE RING-MASTER, DID THEY?! THAT COMPLICATES THINGS FOR ME!


MY FIRST JOB IS TO LEARN WHERE THE OTHERS ARE! AND I'LL DO IT LIKE THIS...!

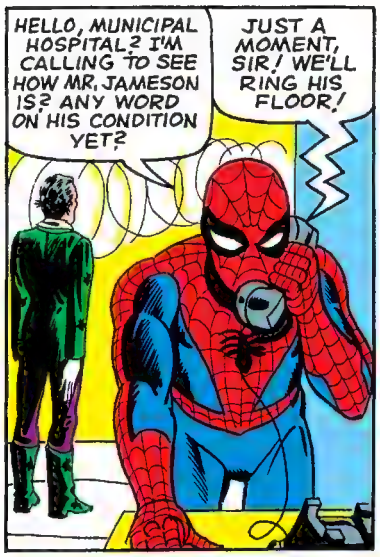
SAY, RINGMASTER--DO YOUR FRIENDS EVER CALL YOU RINGO FOR SHORT?
WHA--?? WHO--WHO SAID THAT??


ONE THING'S SURE--I'M NOT TUESDAY WELD! KEEP YOUR EYES ON YOUR HAT, SON!
THAT'S IT! BACK AND FORTH! BACK AND FORTH!


IT WORKED! EVERY FRIENDLY NEIGHBOR-HOOD SPIDEY NEEDS A HAT LIKE THAT!
NOW, SLEEPY-HEAD, SUPPOSE YOU TELL ME WHERE THE CLOWN'S HIDEOUT IS?

HE'S PROBABLY--USING MY OLD HIDEOUT--
--THE WAREHOUSE WHERE WE STORE ALL OUR CIRCUS EQUIPMENT --ON WEST 22ND STREET!

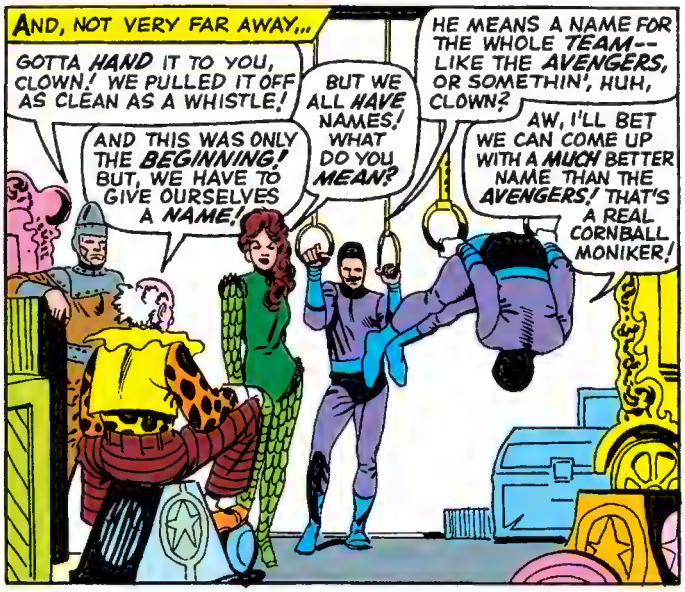
THANKS A HEAP, WIDE-EYES! AND NOW, IF YOU DON'T MIND, I'D LIKE TO USE YOUR PHONE!
AND IT LOOKS TO ME LIKE YOU WON'T MIND ANYTHING FOR A WHILE!

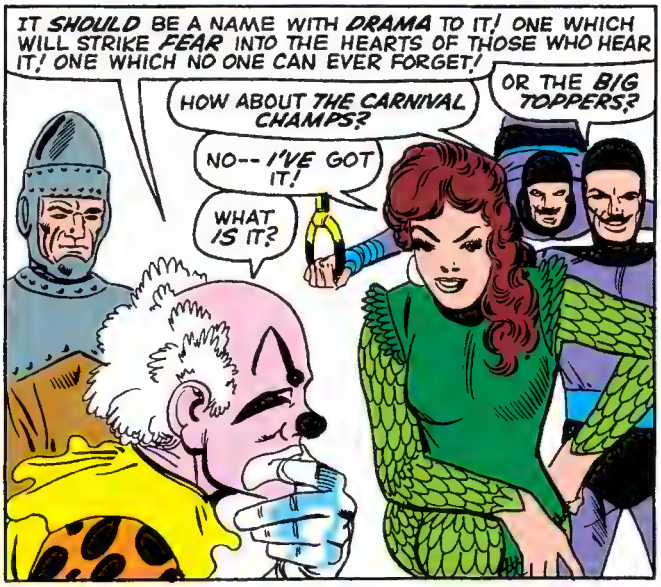

HELLO, MUNICIPAL HOSPITAL? I'M CALLING TO SEE HOW MR. JAMESON IS? ANY WORD ON HIS CONDITION YET?
JUST A MOMENT, SIR! WE'LL RING HIS FLOOR!

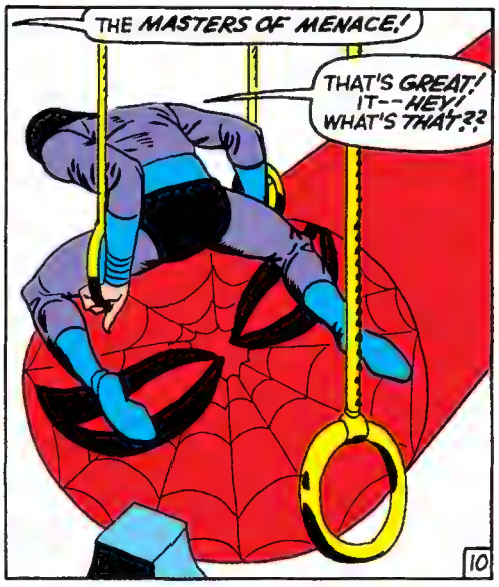
HELLO? THIS IS BETTY BRANT! NO, MR. JAMESON IS STILL UNCONSCIOUS! THEY'RE TAKING HIM TO X-RAY NOW!
THAT MUFFLED VOICE! IT SOUNDED LIKE-- SOMEONE SPEAKING THRU A MASK!

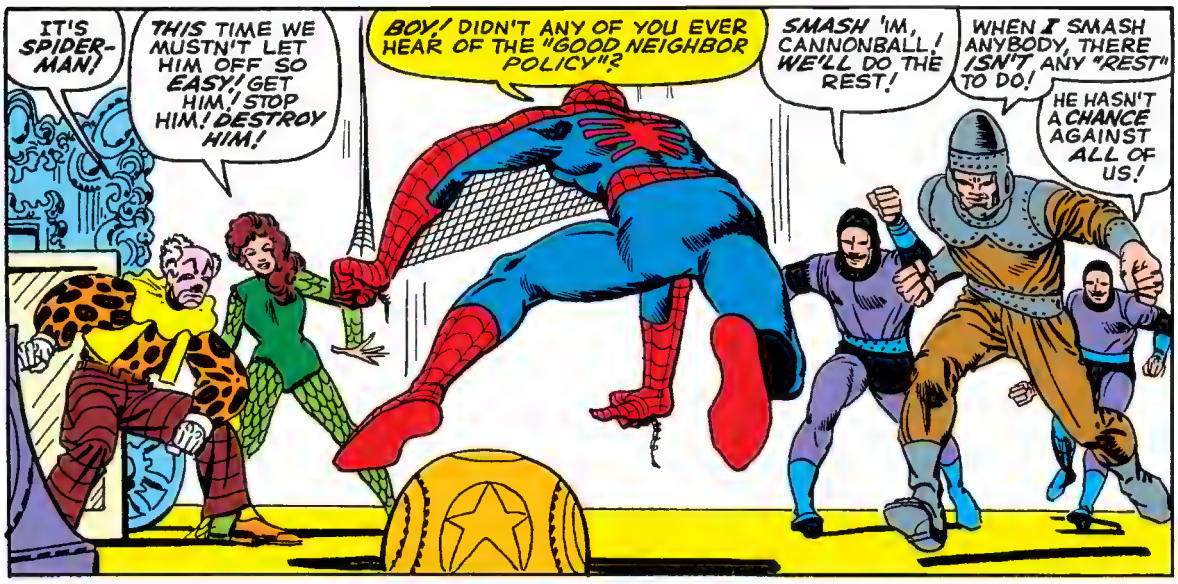
---THE RINGMASTER WILL HAVE TO KEEP TILL I RETURN! AND THERE'S NOTHING I CAN DO FOR JAMESON!
THAT JUST LEAVES THE CLOWN AND HIS CRONIES FOR ME! WELL, IT'LL BE BETTER THAN ME HANGING AROUND WITH NOTHING TO DO!

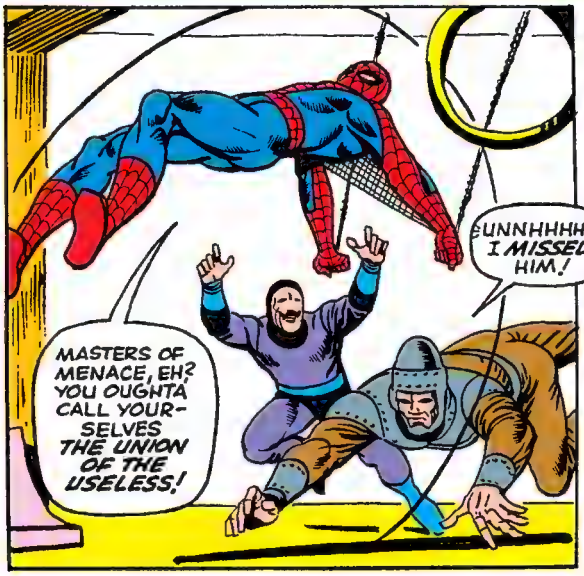
BECAUSE I'M ONE LITTLE WEB-SPINNER WHO LIKES TO KEEP BUSY!

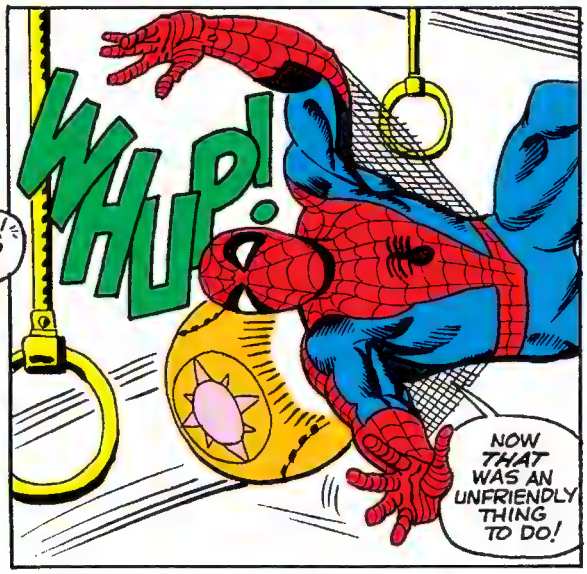

AND, NOT VERY FAR AWAY...
GOTTA HAND IT TO YOU, CLOWN! WE PULLED IT OFF AS CLEAN AS A WHISTLE!
AND THIS WAS ONLY THE BEGINNING! BUT, WE HAVE TO GIVE OURSELVES A NAME!
BUT WE ALL HAVE NAMES! WHAT DO YOU MEAN?
HE MEANS A NAME FOR THE WHOLE TEAM-- LIKE THE AVENGERS, OR SOMETHIN', HUH, CLOWN?
AW, I'LL BET WE CAN COME UP WITH A MUCH BETTER NAME THAN THE AVENGERS! THAT'S A REAL CORNBALL MONIKER!


IT SHOULD BE A NAME WITH DRAMA TO IT! ONE WHICH WILL STRIKE FEAR INTO THE HEARTS OF THOSE WHO HEAR IT! ONE WHICH NO ONE CAN EVER FORGET!
HOW ABOUT THE CARNIVAL CHAMPS?
OR THE BIG TOPPERS?
NO-- I'VE GOT IT!
WHAT IS IT?


THE MASTERS OF MENACE!
THAT'S GREAT! IT-- HEY! WHAT'S THAT??


IT'S SPIDER-MAN!
THIS TIME WE MUSTN'T LET HIM OFF SO EASY! GET HIM! STOP HIM! DESTROY HIM!
BOY! DIDN'T ANY OF YOU EVER HEAR OF THE "GOOD NEIGHBOR POLICY"?
SMASH 'IM, CANNONBALL! WE'LL DO THE REST!
WHEN I SMASH ANYBODY, THERE ISN'T ANY "REST" TO DO!
HE HASN'T A CHANCE AGAINST ALL OF US!

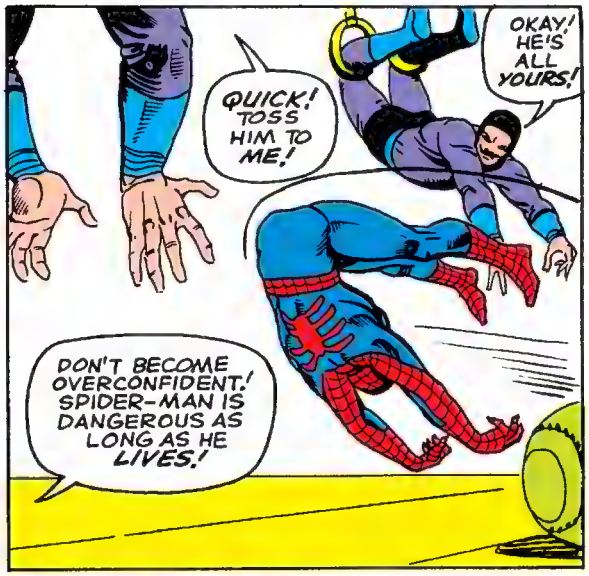

MASTERS OF MENACE, EH? YOU OUGHTA CALL YOURSELVES THE UNION OF THE USELESS!
UNNHHHH! I MISSED HIM!


WHUP!
NOW THAT WAS AN UNFRIENDLY THING TO DO!

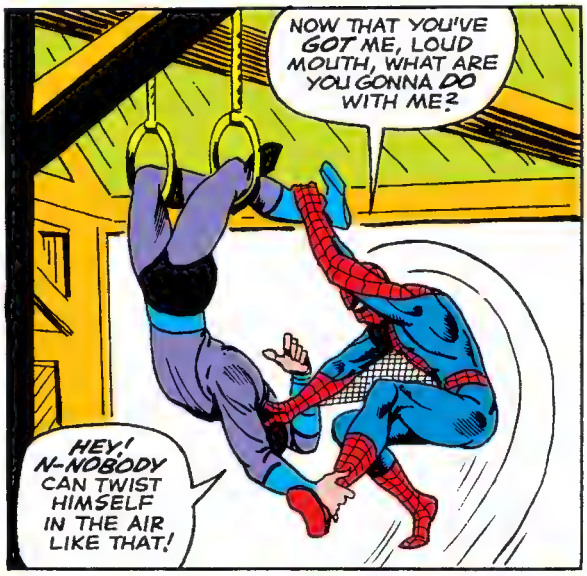
DON'T TRY THAT AGAIN, CHUM! BECAUSE IF YOU MAKE ME ANGRY, YOU'LL REALLY BE IN TROUBLE!
STAY STILL, BLAST YOU!

AND NOW, SPIDER-MAN, YOUR BRIEF MOMENT OF GLORY IS OVER! YOUR FLAMBOYANT ACROBATICS DO NOT IMPRESS ME!
OOOF!
BLAST IT! I FORGOT ABOUT THE CLOWN!

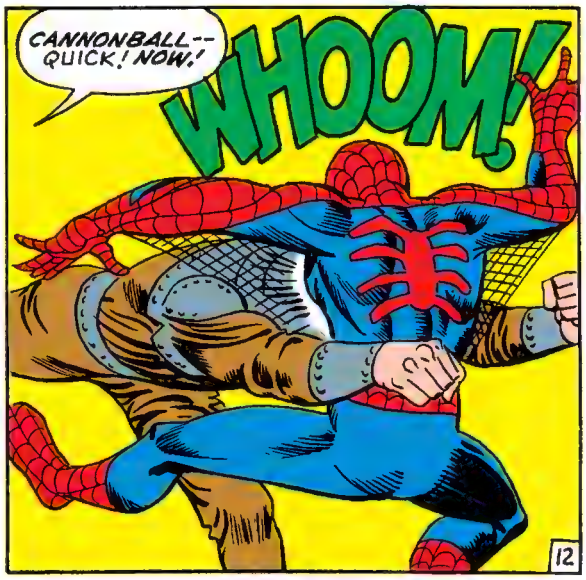
NOW IT'S MY TURN!
KEEP AFTER HIM! DON'T GIVE HIM TIME TO REGAIN HIS BALANCE!
KLAK!
I KNEW THERE'D BE DAYS LIKE THIS!

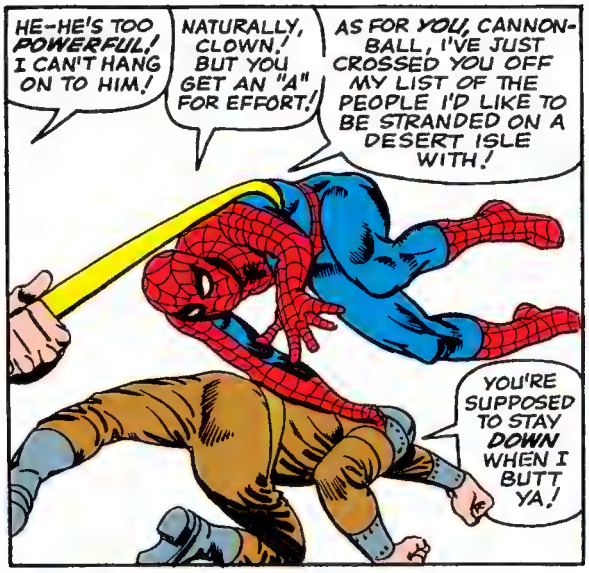

OKAY! HE'S ALL YOURS!
QUICK! TOSS HIM TO ME!
DON'T BECOME OVERCONFIDENT! SPIDER-MAN IS DANGEROUS AS LONG AS HE LIVES!

THANKS FOR THE TESTIMONIAL, BOYS! I'LL TRY TO PROVE THAT YOU'RE RIGHT!


NOW THAT YOU'VE GOT ME, LOUD MOUTH, WHAT ARE YOU GONNA DO WITH ME?
HEY! N-NOBODY CAN TWIST HIMSELF IN THE AIR LIKE THAT!

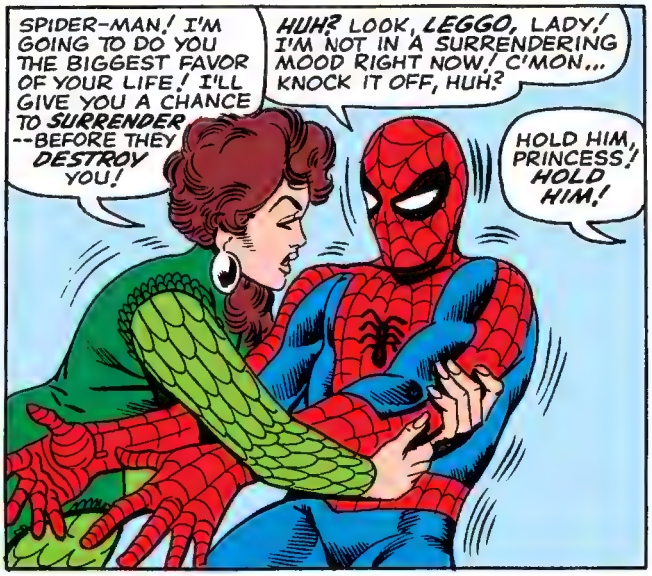
CORRECTION, GAMBONNO --SPIDER-MAN CAN!
EEE-YIIII!
HAH! I GOT HIM AGAIN!

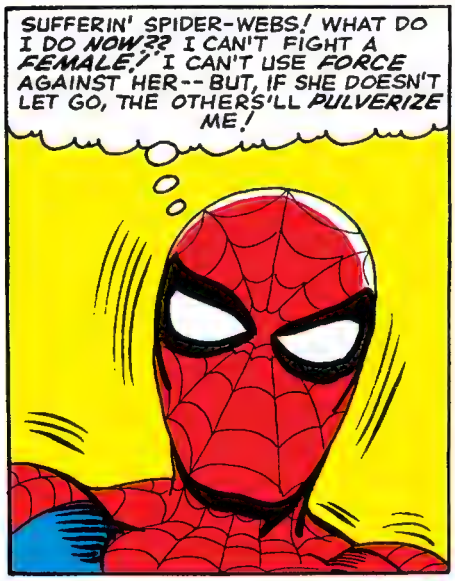

CANNONBALL-- QUICK! NOW!
WHOOM!

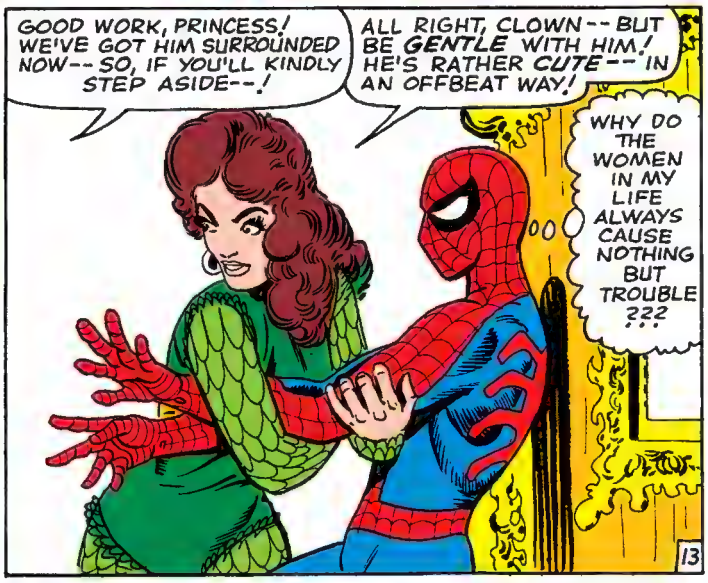

HE-HE'S TOO POWERFUL! I CAN'T HANG ON TO HIM!
NATURALLY, CLOWN! BUT YOU GET AN "A" FOR EFFORT!
AS FOR YOU, CANNON-BALL, I'VE JUST CROSSED YOU OFF MY LIST OF THE PEOPLE I'D LIKE TO BE STRANDED ON A DESERT ISLE WITH!
YOU'RE SUPPOSED TO STAY DOWN WHEN I BUTT YA!

KEEP TRYING! HE CAN'T OUT-MANEUVER ALL OF US MUCH LONGER!
WHOOSH!
WHITT!
DON'T BET ON IT, FUNNY FACE!

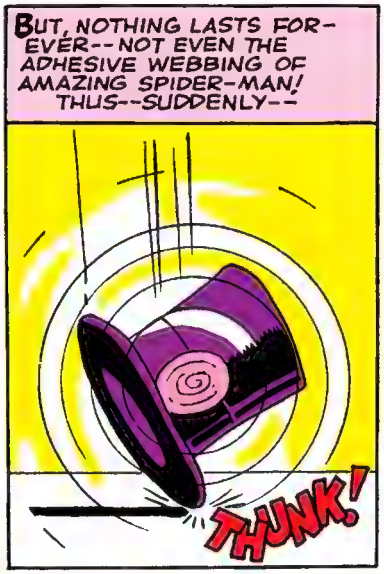
HE'S FORGOTTEN ABOUT PRINCESS PYTHON! THIS IS MY CHANCE TO SHOW WHAT I CAN DO!


SPIDER-MAN! I'M GOING TO DO YOU THE BIGGEST FAVOR OF YOUR LIFE! I'LL GIVE YOU A CHANCE TO SURRENDER --BEFORE THEY DESTROY YOU!
HUH? LOOK, LEGGO, LADY! I'M NOT IN A SURRENDERING MOOD RIGHT NOW! C'MON... KNOCK IT OFF, HUH?
HOLD HIM, PRINCESS! HOLD HIM!


SUFFERIN' SPIDER-WEBS! WHAT DO I DO NOW?? I CAN'T FIGHT A FEMALE! I CAN'T USE FORCE AGAINST HER-- BUT, IF SHE DOESN'T LET GO, THE OTHERS'LL PULVERIZE ME!


GOOD WORK, PRINCESS! WE'VE GOT HIM SURROUNDED NOW-- SO, IF YOU'LL KINDLY STEP ASIDE--!
ALL RIGHT, CLOWN-- BUT BE GENTLE WITH HIM! HE'S RATHER CUTE-- IN AN OFFBEAT WAY!
WHY DO THE WOMEN IN MY LIFE ALWAYS CAUSE NOTHING BUT TROUBLE ???

MEANWHILE, BACK AT THE RINGMASTER'S APARTMENT, THE SLIGHTLY SWAYING HYPNOTIC HAT CONTINUES TO HOLD HIM IN ITS SPELL...


BUT, NOTHING LASTS FOREVER--NOT EVEN THE ADHESIVE WEBBING OF AMAZING SPIDER-MAN! THUS--SUDDENLY--
THUNK!

AND SO, SLOWLY--SINISTERLY--THE GLEAM OF INTELLIGENCE BEGINS TO RETURN TO THE COLD, MALEVOLENT EYES OF THE RINGMASTER!

WHILE, IN A QUIET HOSPITAL ROOM, BETTY BRANT PATIENTLY KEEPS HER LONELY VIGIL...
THE DOCTOR SHOULD HAVE THE X-RAY REPORT SOON NOW!

AND THEN...
HE'S VERY FORTUNATE, MISS BRANT! THE X-RAYS SHOW NO INTERNAL INJURIES! HE SHOULD BE RECOVERING CONSCIOUSNESS BEFORE LONG!
OH, THANK HEAVENS!

PETER WILL BE GLAD TO LEARN THAT--BUT, COME TO THINK OF IT--WHERE IS PETER?? I HAVEN'T SEEN HIM ALL DAY!

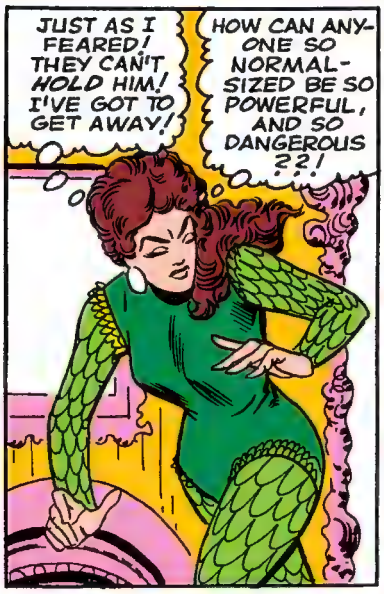
OKAY! THAT'S ENOUGH OF A PAUSE FOR YOU! NOW IT'S TIME TO GET BACK TO OUR WEB-SPINNING BOY WONDER--SO, HERE WE GO--!
IF YOU ALL CAN'T STOP HIM NOW, YOU MIGHT AS WELL GIVE UP!
DON'T WORRY, PRINCESS! WE'VE GOT HIM RIGHT WHERE WE WANT HIM!

YOU'VE GOT THAT BACKWARDS, BOYS!
YOU'VE ALL GOT ME EXACTLY WHERE I WANT YOU! JUST WATCH!
DON'T LISTEN TO HIM! HE'S JUST BLUFFING!

NOW, THAT WAS A VERY UNKIND THING TO SAY! IT IMPLIED THAT I WOULD TELL AN UNTRUTH!
WHAP!

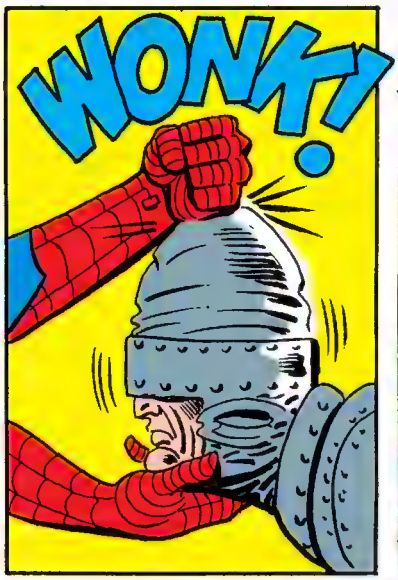
AND SO, IT BEHOOVES ME TO PROVE THAT I WASN'T BLUFFING!
AND, I'M AFRAID I'LL HAVE TO DO IT THE HARD WAY!
THUNK

NOW DON'T CROWD, BOYS! I PROMISE TO GET AROUND TO EACH ONE OF YOU AS SOON AS I CAN! FIRST COME, FIRST SERVED!
WHISSH!
KAK!


JUST AS I FEARED! THEY CAN'T HOLD HIM! I'VE GOT TO GET AWAY!
HOW CAN ANYONE SO NORMAL-SIZED BE SO POWERFUL, AND SO DANGEROUS ??!

I SAVED YOU FOR LAST, CANNONBALL! YOU'RE THE BIG, BRAVE HERO WHO KNOCKED OUT MIDDLE-AGED JONAH JAMESON!
H-HOW DO YOU KNOW ??

THAT NUTTY HELMET YOU WEAR LEFT RIVET MARKS ON HIS SKIN!
AHHH! I WAS HOPING YOU'D TRY THIS!

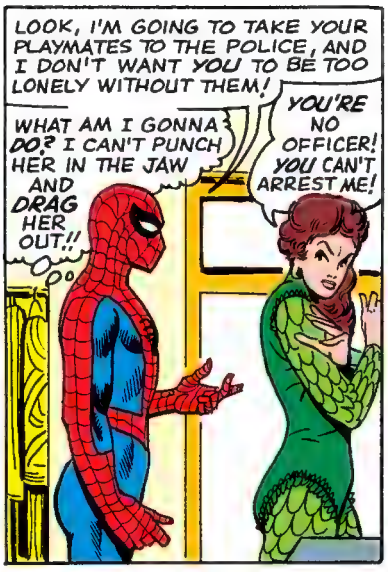

WONK!

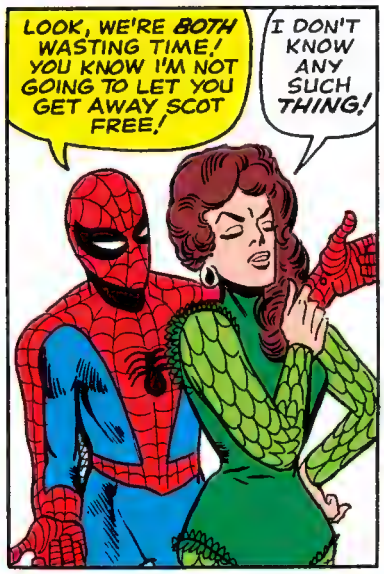
JAMESON ISN'T ONE OF MY FAVORITE BUDDY-BOYS, BUT AT LEAST HE'S GOOD FOR A FEW LAUGHS!
WHAT'S YOUR EXCUSE??

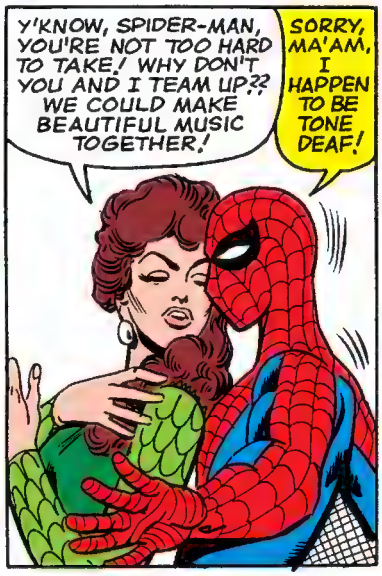
AND THAT TAKES CARE OF THAT! UH OH! WAIT A MINUTE--!
WHAT HAPPENED TO PRINCESS PYTHON? I'D BETTER SEE WHAT SHE'S UP TO!

WELL, THIS IS THE ONLY DIRECTION SHE COULD HAVE TAKEN! SHE CAN'T HAVE GONE FAR!

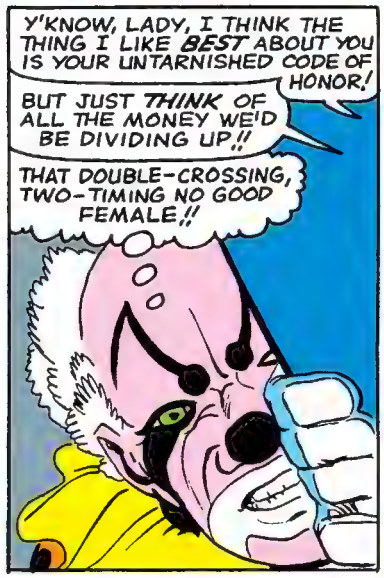
THERE SHE IS!
ALL RIGHT, MA'AM! YOU'D BETTER COME WITH ME NOW!
HE FOUND ME! MY ONLY CHANCE IS TO TAKE ADVANTAGE OF BEING A FEMALE!
HOW DARE YOU COME IN HERE??!


LOOK, I'M GOING TO TAKE YOUR PLAYMATES TO THE POLICE, AND I DON'T WANT YOU TO BE TOO LONELY WITHOUT THEM!
WHAT AM I GONNA DO? I CAN'T PUNCH HER IN THE JAW AND DRAG HER OUT!!
YOU'RE NO OFFICER! YOU CAN'T ARREST ME!


LOOK, WE'RE BOTH WASTING TIME! YOU KNOW I'M NOT GOING TO LET YOU GET AWAY SCOT FREE!
I DON'T KNOW ANY SUCH THING!


Y'KNOW, SPIDER-MAN, YOU'RE NOT TOO HARD TO TAKE! WHY DON'T YOU AND I TEAM UP?? WE COULD MAKE BEAUTIFUL MUSIC TOGETHER!
SORRY, MA'AM, I HAPPEN TO BE TONE DEAF!

DON'T BE A FOOL! THIS COULD BE THE CHANCE OF A LIFETIME FOR YOU! WE'LL TURN THE OTHERS IN, AND WE'LL KEEP THE LOOT!

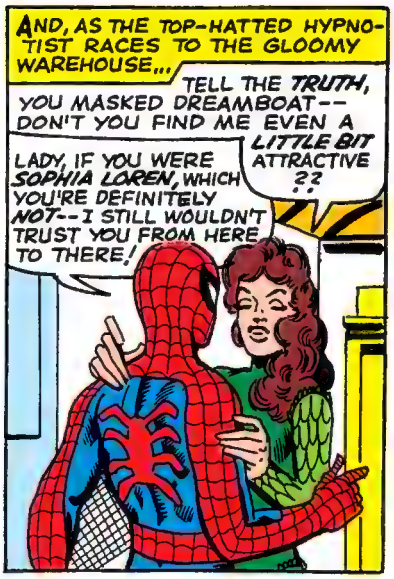

Y'KNOW, LADY, I THINK THE THING I LIKE BEST ABOUT YOU IS YOUR UNTARNISHED CODE OF HONOR!
BUT JUST THINK OF ALL THE MONEY WE'D BE DIVIDING UP!!
THAT DOUBLE-CROSSING, TWO-TIMING NO GOOD FEMALE!!

OKAY, PRINCESS! IF BETRAYAL IS PART OF YOUR ROUTINE, THE CRAFTY CLOWN WILL SHOW YOU THAT TWO CAN PLAY THAT GAME--AND I'LL BET I CAN PLAY IT EVEN BETTER!

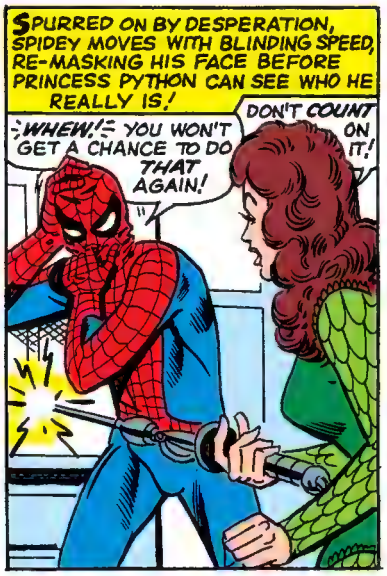
MEANWHILE...
I FEEL AS THOUGH I'VE BEEN ASLEEP! IT'S STRANGE! PERHAPS I WAS JUST DAY-DREAMING!
BUT--HOW DID MY HAT GET ON THE FLOOR??

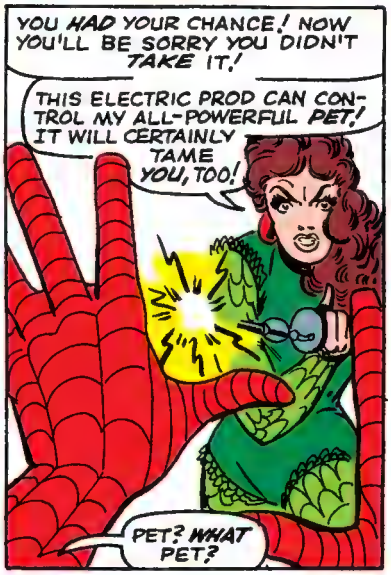
WELL, I'LL WORRY ABOUT THAT LATER! RIGHT NOW, I'VE GOT TO REACH THE CLOWN AND THE OTHERS BEFORE THEY TAKE IT ON THE LAM!

HMMM! LOOKS LIKE THE RINGMASTER'S IN A MIGHTY BIG HURRY! I'LL JUST TAG ALONG BEHIND HIM, LIKE THE CHIEF TOLD ME TO!
I'LL TEACH THEM THEY CAN'T GET RID OF THEIR LEADER AS EASY AS THEY THINK!

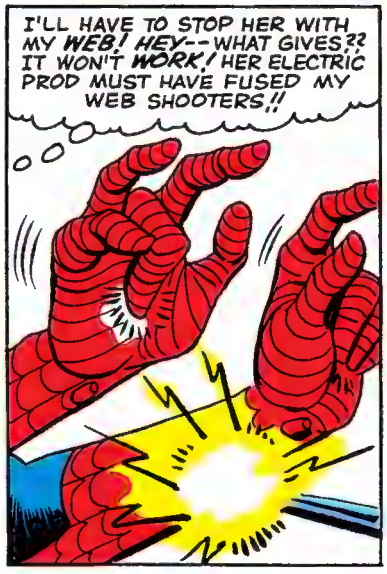

AND, AS THE TOP-HATTED HYPNOTIST RACES TO THE GLOOMY WAREHOUSE...
TELL THE TRUTH, YOU MASKED DREAMBOAT-- DON'T YOU FIND ME EVEN A LITTLE BIT ATTRACTIVE ??
LADY, IF YOU WERE SOPHIA LOREN, WHICH YOU'RE DEFINITELY NOT--I STILL WOULDN'T TRUST YOU FROM HERE TO THERE!

HAH! IF I CAN UNMASK YOU, YOU'LL HAVE TO DO AS I SAY TO KEEP YOUR IDENTITY A SECRET!!
NO!

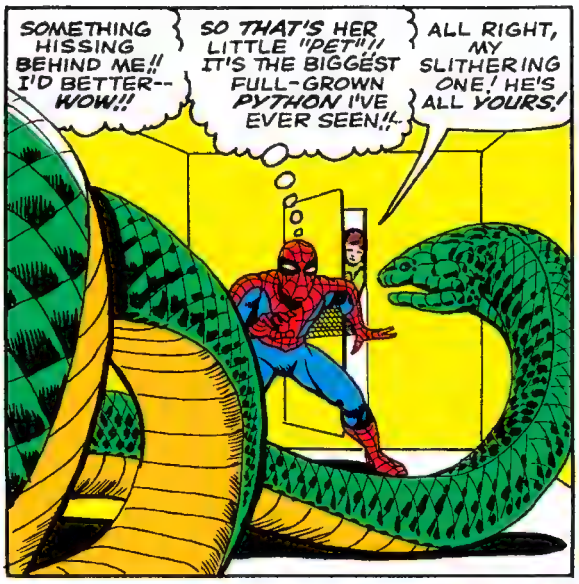

SPURRED ON BY DESPERATION, SPIDEY MOVES WITH BLINDING SPEED, RE-MASKING HIS FACE BEFORE PRINCESS PYTHON CAN SEE WHO HE REALLY IS!
WHEW! YOU WON'T GET A CHANCE TO DO THAT AGAIN!
DON'T COUNT ON IT!

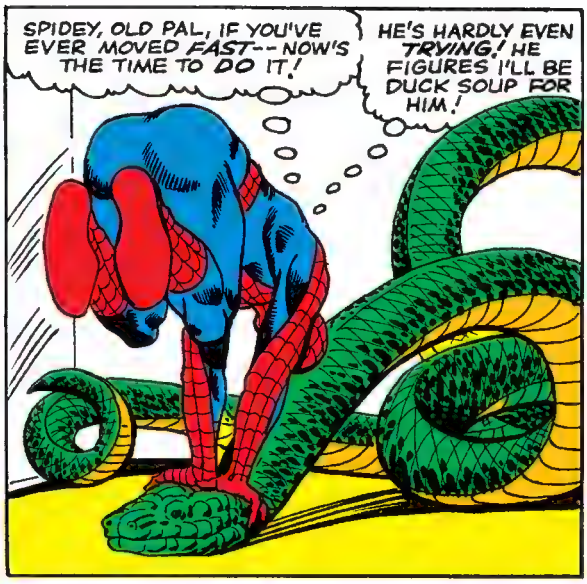

YOU HAD YOUR CHANCE! NOW YOU'LL BE SORRY YOU DIDN'T TAKE IT!
THIS ELECTRIC PROD CAN CONTROL MY ALL-POWERFUL PET! IT WILL CERTAINLY TAME YOU, TOO!
PET? WHAT PET?

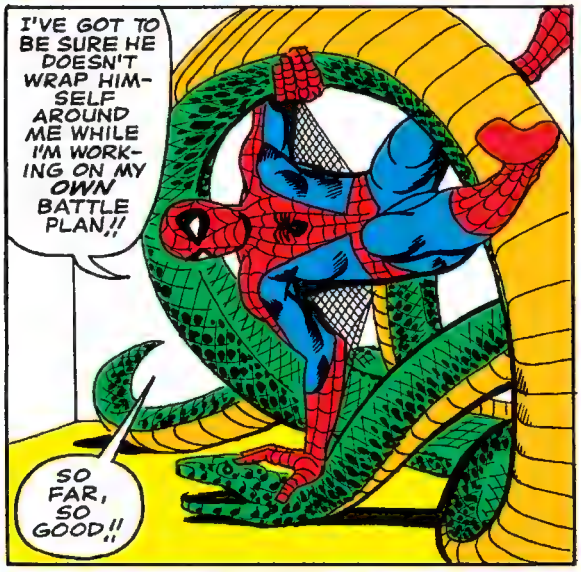
MY TRAINED SNAKE, OF COURSE! WHY DO YOU THINK I'M CALLED PRINCESS PYTHON, YOU FOOL??!
HEY! TAKE IT EASY WITH THAT THING!! I-I DON'T WANT TO HAVE TO GET ROUGH WITH A FEMALE!
YOU FOOL! THERE'S NOTHING YOU CAN DO, NOW! YOU'RE HELPLESS!


I'LL HAVE TO STOP HER WITH MY WEB! HEY--WHAT GIVES?? IT WON'T WORK! HER ELECTRIC PROD MUST HAVE FUSED MY WEB SHOOTERS!!

MOMENTARILY UNSURE OF HIS NEXT MOVE, THE AMAZING TEENAGER IS SUDDENLY PRODDED BACK THRU A SMALL DOORWAY, INTO A MURKY, WINDOWLESS ROOM--
THERE! I'VE WON! MY PET WILL FINISH YOU NOW! FAREWELL, SPIDER-MAN!


SOMETHING HISSING BEHIND ME!! I'D BETTER-- WOW!!
SO THAT'S HER LITTLE "PET"!! IT'S THE BIGGEST FULL-GROWN PYTHON I'VE EVER SEEN!!
ALL RIGHT, MY SLITHERING ONE! HE'S ALL YOURS!

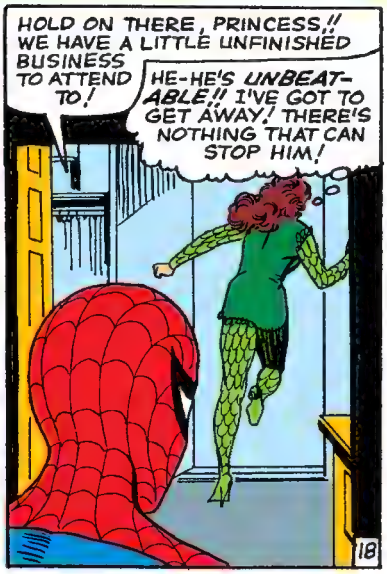

SPIDEY, OLD PAL, IF YOU'VE EVER MOVED FAST-- NOW'S THE TIME TO DO IT!
HE'S HARDLY EVEN TRYING! HE FIGURES I'LL BE DUCK SOUP FOR HIM!

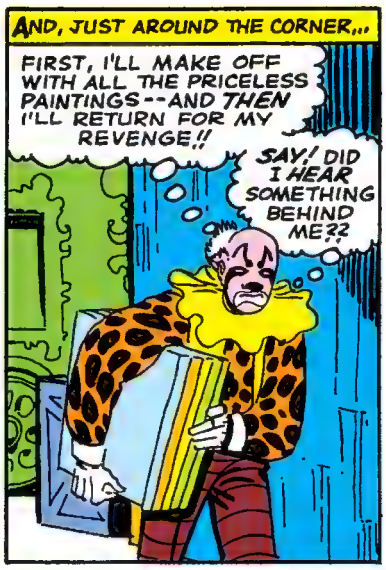

I'VE GOT TO BE SURE HE DOESN'T WRAP HIMSELF AROUND ME WHILE I'M WORKING ON MY OWN BATTLE PLAN!!
SO FAR, SO GOOD!!

IT'S NOW--OR NEVER! I'VE MANAGED TO GET HIS HEAD IN ONE HAND AND THE TIP OF HIS TAIL IN THE OTHER! NOW, ALL I NEED IS SPLIT-SECOND TIMING, AND AN EXTRA PORTION OF PLAIN, ORDINARY LUCK!!

HE'S STARTING TO STRUGGLE MORE FIERCELY! C'MON, OL' SPIDER STRENGTH--DON'T FAIL ME NOW!!

HOW ABOUT THAT!! I'LL BET IT'S THE FIRST TIME A SPIDER EVER TIED A PYTHON INTO A KNOT!! WHAT A DANDY PAPER-WEIGHT HE'D MAKE!


HOLD ON THERE, PRINCESS!! WE HAVE A LITTLE UNFINISHED BUSINESS TO ATTEND TO!
HE-HE'S UNBEATABLE!! I'VE GOT TO GET AWAY! THERE'S NOTHING THAT CAN STOP HIM!


AND, JUST AROUND THE CORNER...
FIRST, I'LL MAKE OFF WITH ALL THE PRICELESS PAINTINGS--AND THEN I'LL RETURN FOR MY REVENGE!!
SAY! DID I HEAR SOMETHING BEHIND ME??

I MUST JUST BE GETTING JITTERY! THERE'S NOBODY THERE--UHHHH!!
I TOLD YOU THAT NOBODY DOUBLE-CROSSES THE RINGMASTER! NOW I'LL TAKE THOSE PAINTINGS, CLOWN!

HAH! SO I WIN AFTER ALL! ONCE I COLLECT THE MONEY FROM THESE MASTERPIECES, I'LL BE ABLE TO HIRE AS MANY UNDERLINGS AS I PLEASE, TO FORM A NEW CIRCUS OF CRIME!

BUT, EXACTLY ONE SECOND LATER...
DIDN'T EXPECT ME TO FOLLOW YOU, DID YOU, RING-MASTER?
ALL RIGHT, BOYS! RELIEVE HIM OF THOSE PAINTINGS AND HOLD THEM AS EVIDENCE!
OH NO! NOT AGAIN! I CAN'T FAIL AGAIN!!
WHO SAYS YOU CAN'T?

AND, COMING UP FAST IN THE HOME STRETCH, WE FIND...
NO! DON'T TOUCH ME! STAY AWAY! I WON'T GO TO PRISON! I WON'T!
WHAT'S THAT RACKET THERE??

THE POLICE!! THEY'RE IN FRONT OF ME--AND SPIDER-MAN IS RIGHT BEHIND!!
YOU'RE LUCKY! OTHER GIRLS ARE SITTING HOME TONIGHT, WITH NOTHING TO DO!

I'LL LEAVE HER TO THE LAW! THEY KNOW HOW TO HANDLE BIG, BAD FEMALES LIKE THAT!
WE'VE BEEN LOOKING FOR YOU, PRINCESS! CALL THE PADDY WAGON, BOYS!

I'LL JUST GET A SHOT OF THIS! IT'LL BE THE BEST MEDICINE ANYONE CAN GIVE TO OL' J.J.J.!
I WONDER WHAT THOSE "MASTERS OF MENACE" WOULD SAY IF I ASKED 'EM TO SMILE?!!
CLICK!

AND SO, A SHORT TIME LATER...
I UNDERSTAND YOU WERE HERE AT THE HOSPITAL WHILE I WAS ILL, MISS BRANT! TOO LAZY TO GO TO WORK, EH??
HE'S AS NASTY AS EVER--SO I KNOW HE'S ALL RIGHT NOW!
HI, MISTER JAMESON!

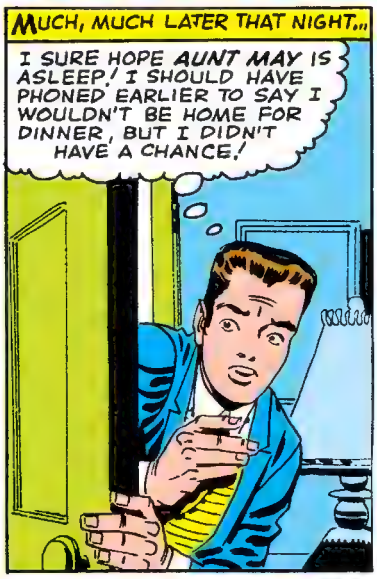
PARKER! AND WHERE WERE YOU WHEN I WAS PRACTICALLY AT DEATH'S DOOR??
YES, PETER--WHERE HAVE YOU BEEN?
AW, I KNEW YOU'D BE OKAY, J.J.! AFTER ALL, YOU WERE ONLY HIT ON THE HEAD!

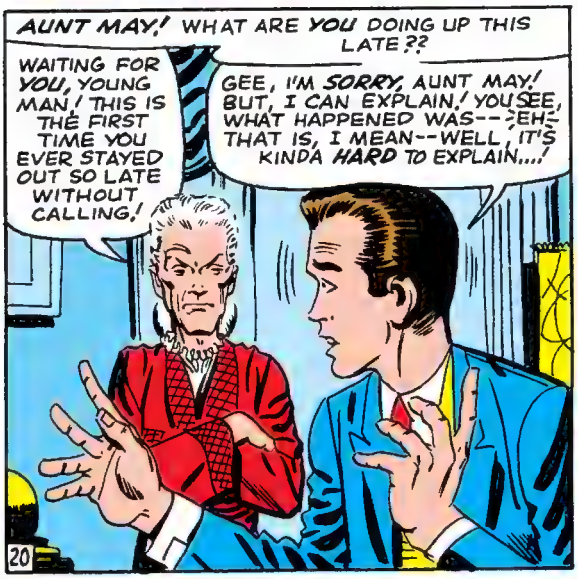
I THINK THAT REMARK WAS IN VERY POOR TASTE, MR. PARKER!
YEAH! WE'RE GOING TO MISS YOU AROUND THE PAPER, JUNIOR!
NO, YOU'RE NOT, J.J.! NOT AFTER YOU SEE WHAT I'VE GOT FOR YOU!

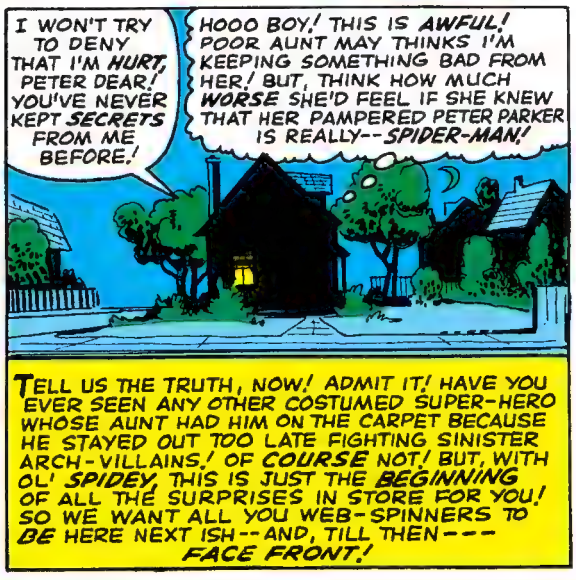
OF COURSE, I COULD ALWAYS SELL THESE EXCLUSIVE PIX OF THE MASTERS OF MENACE TO ANOTHER NEWSPAPER!
WHAT??! YOU MANAGED TO GET PICTURES OF THE CLOWN AND HIS GANG?? LET ME SEE THEM--QUICK!

PARKER, YOU'RE A WIZARD! THESE SHOTS ARE FRONT PAGE STUFF!! THEY SHOW THE CAPTURE OF THE ENTIRE GANG! HEY, WHAT'S THE MATTER??
EVERYTHING WOULD HAVE BEEN PERFECT, EXCEPT--THE PAINTINGS WERE RECOVERED! NOW WE'LL HAVE TO LOOK AT THEM AGAIN!

COME ON! WHAT ARE WE STANDING AROUND FOR? WE'VE GOT AN EXTRA TO PUT OUT! THEN, WE'VE GOT TO PLAN A NEW ART EXHIBIT, RIGHT AWAY, TO CASH IN ON THE PUBLICITY!
OH, NO!
RIGHT AWAY??


MUCH, MUCH LATER THAT NIGHT...
I SURE HOPE AUNT MAY IS ASLEEP! I SHOULD HAVE PHONED EARLIER TO SAY I WOULDN'T BE HOME FOR DINNER, BUT I DIDN'T HAVE A CHANCE!


AUNT MAY! WHAT ARE YOU DOING UP THIS LATE??
WAITING FOR YOU, YOUNG MAN! THIS IS THE FIRST TIME YOU EVER STAYED OUT SO LATE WITHOUT CALLING!
GEE, I'M SORRY, AUNT MAY! BUT, I CAN EXPLAIN! YOU SEE, WHAT HAPPENED WAS--EH--THAT IS, I MEAN--WELL, IT'S KINDA HARD TO EXPLAIN...!


I WON'T TRY TO DENY THAT I'M HURT, PETER DEAR! YOU'VE NEVER KEPT SECRETS FROM ME BEFORE!
HOOO BOY! THIS IS AWFUL! POOR AUNT MAY THINKS I'M KEEPING SOMETHING BAD FROM HER! BUT, THINK HOW MUCH WORSE SHE'D FEEL IF SHE KNEW THAT HER PAMPERED PETER PARKER IS REALLY--SPIDER-MAN!
TELL US THE TRUTH, NOW! ADMIT IT! HAVE YOU EVER SEEN ANY OTHER COSTUMED SUPER-HERO WHOSE AUNT HAD HIM ON THE CARPET BECAUSE HE STAYED OUT TOO LATE FIGHTING SINISTER ARCH-VILLAINS! OF COURSE NOT! BUT, WITH OL' SPIDEY, THIS IS JUST THE BEGINNING OF ALL THE SURPRISES IN STORE FOR YOU! SO WE WANT ALL YOU WEB-SPINNERS TO BE HERE NEXT ISH--AND, TILL THEN---FACE FRONT!

SPIDER'S WEB

Dear Stan and Steve:

Bill Dubay, Keith McWalter and Jerry McCall are all wrong in their guesses about who the Green Goblin is. Only Mysterio would think of a costume or weapons like that. I say the Green Goblin is Mysterio. Am I right? When Spider Man tackled those actors, he thought they were criminals. They *would* make a good idea for a Criminal Team. Why don't you have some real criminals dressed like that, attack Spidey? Why does Aunt May have to have such a pointed chin? Why don't you have Spider-Man, Torch, Daredevil and the X-men team up to form a "Super-Teens" group? It would make good reading. Probably, it would also make more deadline headaches for Stan. Who did the darkroom work for your pictures in the Marvel Annual? Or who took those pictures? YEESH! We still don't know what half of Vince, all of Stan G. or Marty Goodman look like. Why does that flaming fathead, Torch, have to mess up things every time Spidey's about to capture his foes? When will you give Captain America his own comic? One scene that really got me, in the Spider-Man Annual, was J.J.J. talking to a spider. I figure he really went off the deep end. I especially liked the conversation between two of his employees when they saw him. One good thing about the Annual was those full page panels when Spidey clobbered each nut. Where can I get comics from the Golden Age of Comics? Does the Library of Congress have copies? An avid fan...

Robert Ball, 505 So. Second
Hugo, Oklahoma

We think they have 'em, Bob, but doubt that they'll sell them! As for the rest of your questions, have a heart! We'd need a fifty-hour day to answer them! But, maybe some of our faithful ol' readers have a few extra minutes—!

Dear Stan and Steve:

Just thought I'd offer a few comments on the SPIDER-MAN ANNUAL #1, which I bought a couple of days ago. The annual contained so many excellent features that I can only go over them briefly. The full page scenes of Spider-Man in action against each member of the Sinister Six plus the gallery of villains were probably the high point of the book, although it would be hard to edge out the other great features. My only disappointment was that the Sinister Six, with all their collective brains and skills, didn't put up a better fight against the web-spinner. Only the Vulture came up with much of a new approach, depriving Spider-Man of his web. You notice that no villain lasted longer than four pages. Even a non-criminal with any sense could see that the evil-doers would have to team up to really get anywhere. But this is only a minor complaint about an otherwise superb effort on your part.

Kenneth S. Gallagher, 1409 Spring Valley Ter.
Huntington, W. Va.

Thanks, Ken. You're absolutely right about the fact that the Sinister Six should have teamed up to battle Spidey—but, what could we ever do for an encore?

Dear Stan and Steve:

Now you've done it! Now you've gone and done it! In the words of Bashful Benjamin, you're making a nervous wreck out of I'il ol' me! Seriously though, SPIDER-MAN #18 is definitely the most original tale I have ever read, if not the best. I think it takes a lot more skill to write a series of stories illustrating the hero discredited than to write stories in which the hero swashbuckles around winning every battle and piling up honors. I especially liked the Torch's comment, "I'd rather watch Dr. Doom reading nursery rhymes to the kiddies!" Somehow, the image conjured up by this remark had me in near-hysterics for hours! So please make haste and get #19 out extra quick, or I'm liable to go into a state of advanced shock just waiting! Yours pending #19's arrival.

David H. Fenimore, 400 Garden Lane
Bryn Mawr, Pennsylvania

Well, Davey, by the time this sees print #19 will have come and gone—and we hope you're back to normal by now!

Dear Stan and Steve:

On behalf of the Alpha Tau Kappa Hopeless House Social Protest Squad, it gives me great pride to tell you that Spider-Man has won the Comic Excellence Award for 1963-64. It was the feeling of all the S.P.S. members that Spider-Man's wit, actions, and graphic representations were vastly superior to those of any other candidates. The award, which is kept at Hopeless House, has been inscribed with Spider-Man's name and web, and Spider-Man himself has been made a member of the S.P.S.! Congratulations and keep up the good work!

Ronald R. Matthies, Regent, Alpha Tau Kappa
674 N. Grove St., Banning, Calif.

Never mind all that jazz, Ronnie! Where's our official membership pin???

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now:

FANTASTIC FOUR #36: At last! Mighty Marvel has created a NEW F.F.! Don't miss the surprise sensation of the season when the FANTASTIC FOUR battles the dazzling, dangerous, daringly different FRIGHTFUL FOUR!

AVENGERS #13: The Avengers have been almost all over, but never have they entered a place with the menace and mystery of "The Castle of Count Nefaria!" It's got that Bela Lugosi-ish flavor!

DAREDEVIL #6: And still another team of villains! But this one has a different gimmick! See why D.D. has become a winner in such a short time as you thrill to "The Fellowship Of Fear!"

THOR #113: It had to happen! At last the mighty Thor tells Jane his true identity! But, little does he dream it may cost him his life—especially with the grotesque Grey Gargoyle appearing from nowhere!

STRANGE TALES #130: Certain to be a sensation! The Torch and the Thing see the Beatles! Dr. Strange is defeated by the dread Dormammu! And, we introduce an exciting new artist!

SUSPENSE #63: The one we've been promising you! Here it is: "The ORIGIN of Captain America!" Nuff said! Plus, another great fantasy-mystery starring the armored Avenger: Iron Man, vs. an unknown phantom!

ASTONISH #65: Another fabulous surprise! Wait till you see the NEW Giant-Man! New artist, new costume, but the same Marvel magic! And then you'll follow the incredible Hulk on a thundering rampage behind the iron curtain!

SGT. FURY #15: The Howlers find a new mascot on one of their most dangerous missions! If you appreciate the best, don't miss "Too Small To Fight, Too Young To Die!" in the war magazine for people who hate war magazines!

Dear Stan and Steve:

Boy!! And people say you're too big headed. Were they mistaken! They got the wrong part of the body. You guys down there are big-hearted. I think yours is the only comic group that gives free subscriptions to people. I mean that in the last few comics there was a boy who wrote in to

one of your letters sections saying that he was blind and his brother reads him the comics he buys. And out of the clear blue sky you give him a free subscription. I only read two of these cases, but I'm sure there were more that I missed. My father says that these letters are fakes, and that you make them up. But we know differently, don't we? Keep these subscriptions up. It makes a guy feel good to read about your big-heartedness.

Bob Sankner, 109 Pulaski Avenue
Carteret, New Jersey

Thanks for the kind words, Bobby! As for these letters being fakes, we almost wish it were true! It would be a lot easier to write these letter pages if we could just make 'em up ourselves!

Dear Stan and Steve:

Why do you ever-loving, pen-pushing, ink-slopping boys down at Marvel comics hate Spider Man? In all my life I have never read any magazine which, like yours, makes things tough for its own hero. I have hundreds of comics at home and most of them are Marvel, 'cause they're the best. Every time I get a new SPIDER MAN comic, he's in worse trouble with the public. Why don't you let him finish at least one fight without being hampered by a sprained ankle, or numb arms and legs? Why can't he just have minor problems like fighting for his life, or simple things like that? Artwork: Probably the greatest and most explicitly enticing bit of workmanship in the world today. Stories: Without a doubt the most original, clever, miraculously offbeat and great in the country's history. Coloring: Coloring like that found only in the great surging rainbows in the galaxy. Spelling: More than likely done with one of the hands of the legendary Gods of Asgard. Editor's Notes: Without a doubt the most informative tid-bits since the invention of the encyclopedia.

Tip Daniels, 971 Bonneville Way
Tooele, Utah

And Fans: Wonderful enough to warm an editor's jaded heart!

Dear Stan and Steve:

I have a question to ask about the artwork in your mags. Who colors the pictures? Is it the penciller or the inker?

Steve Chapman, 330 Skokie Lane
Glencoe, Illinois

Glad you asked, Stevey! This has puzzled many people, and the answer is: Neither! Our coloring is done by a fella who specializes just in coloring comic magazines. So, whenever you see colors that don't ring the bell, it really isn't the fault of the penciller or inker. In fact, it usually isn't the colorer's fault, either! Often the engraver, thru no fault of his own, working against time, might misinterpret the colorer's guide! Is that confusing enough for you, pal?

Dear Stan and Steve:

The latest SPIDER-MAN was great! It had a lot of action in it which is one thing I'm not one bit against! My mom and I had an argument. She says you have your Spider-Man stories written way before you put them on the stands. I disagree. Please answer this so I can prove I am right.

George L. Handler, R.R. #1
Easton Alton, Ill.

Aw, c'mon, Georgie! You're puttin' us on! It would be a pretty neat trick if we could write our yarns *after* they're put on the stands, wouldn't it? Tell Mom to go to the head of the class!

Dear Stan and Steve:

I am 20 years of age and of reasonable intelligence. I attend the Ohio Wesleyan University. I am an English major. I wallow in Dickens, Shakespeare, Keats, Johnson, O'Hara, Shelley, etc., etc. ad nauseum. And I *adore* Marvel Comics! But let me tell you how I discovered them... While conferring with an honors graduate of Kenyon College (now with the Peace Corps in Bahar, India) he recommended your comics as an antidote to those post Fielding blues! Magnificent! I am your devoted fan and will do my best to spread the word to the stuffy young intellectuals I encounter. Keep up the good work! May I use quotes from various issues in upcoming papers? Proper footnotes, natch.

Wendy Bell, 3643 Tilden St., N.W.
Washington 8, D. C.

Sure, honey, quote us to your heart's content! And you can send our diplomas to the same address!

Dear Stan and Steve:

You took a big chance with SPIDER-MAN #18. The reply could have been "It was a lousy issue, with no plot, no action, nothing!" But your gamble paid off. SPIDER-MAN #18 was the best Marvel issue ever! Quoting you, "The Story We Never Expected To Read!!!" Only the Mighty Marvel Madmen would attempt such an off-beat issue. A truly different tale! The artwork in this issue was simply terrific, except for J. Jonah's *smile!* (That was a smile?) Especially J. Jonah's cheeks on page 14, panel 2. But SPIDER-MAN #18 is a comic that will go down in comic history!

Howard Kurtz & Ronald Eisentein, 2533 Batchelder St.
Brooklyn, N. Y. 11235

Okay by us, fellas—so long as it isn't too *far* down!

Dear Stan and Steve:

You call SPIDER-MAN "A web-head"! I think it's Stan that's the "web-head"! Your art work and lettering are the best they have been in a long time; even your plots aren't bad, until the end of the stories! I think you've worn the idea of people hating Spider-Man, and Aunt May's sickness, a little thin. For once, I would like to see Spider-Man come out on top: You're wrong when you assume people quickly forget the good you have done when you make a mistake! As for J.J., he can soak his head in a barrel of water and forget to come up. Another thing I am tired of is Betty always misunderstanding Peter. I think it's about time he cued her in. Congratulations on finally admitting that Torch really likes Spider-Man. They make a great team.

Timothy Scott, 6513—28th Avenue
Kenosha, Wisconsin

Or, as jolly Jonah would say: "Yeah, they make a great team all right—of *what??*"

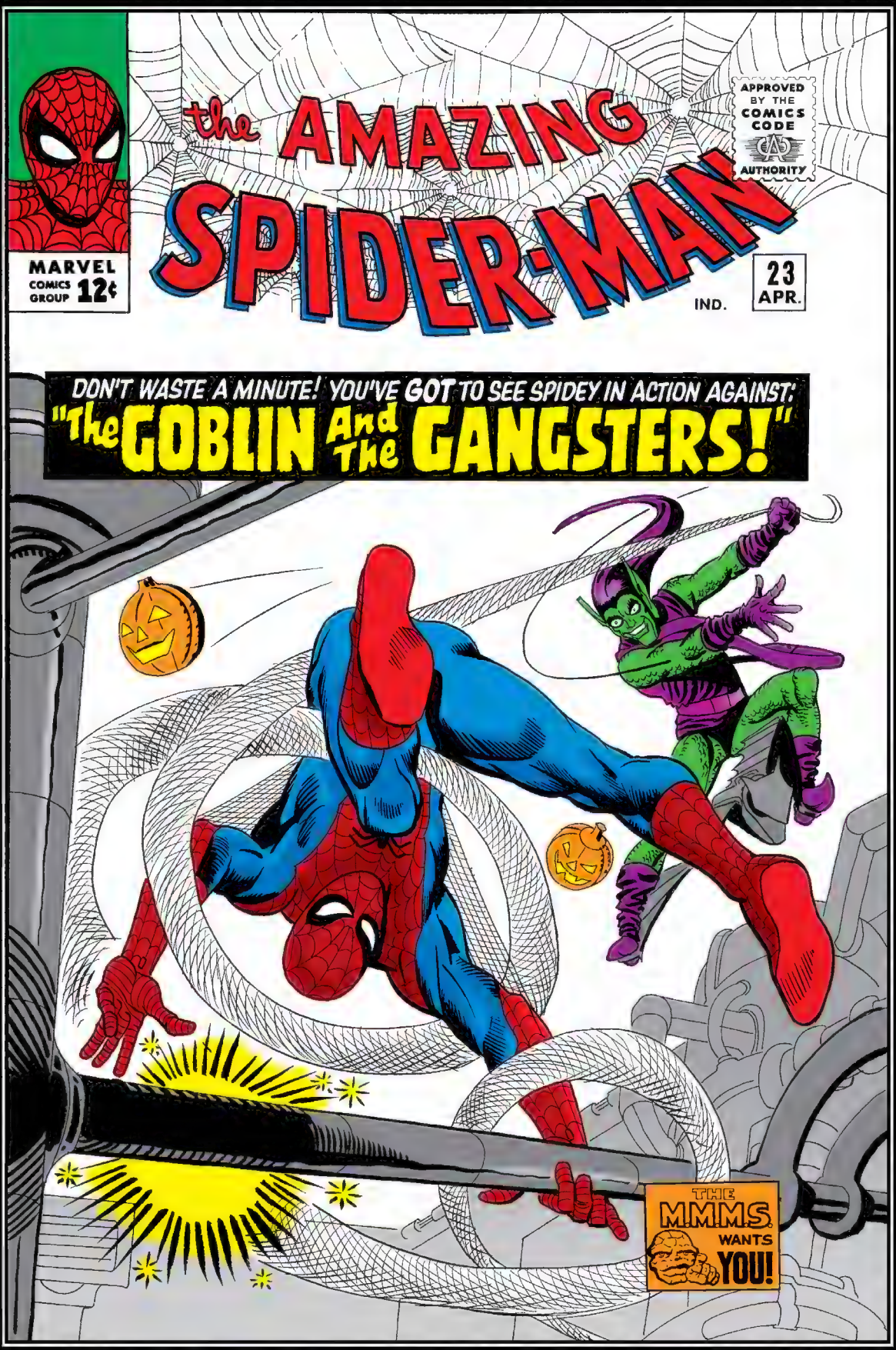
SPECIAL ANNOUNCEMENTS SECTION:

—You're probably wondering where we go from here with Spidey? Well, if it'll make you feel better, we're wondering too! But, by the time we get down to the bottom of this page, we'll probably have something figured out!

—You've probably all mailed your M.M.M.S. coupons by now, as every loyal web-spinner should! Which means you're now a member of the most off-beat, mixed-up marching society this side of Yancy Street! And, if you haven't joined yet, don't worry—we'll still love you! (Although we can't guarantee how the *rest* of the world will react to your injudicious decision!)

—By the way, do us a big favor, willya? Much as we flip over your fan mail, try and keep your letters short—please! With all the mail we receive daily, it's becoming virtually impossible to take the time to scan letters which are many pages in length! So say what you want to, but do it in as few words as possible—and give Stan and Steve time to turn out another ish of Spidey! Thanks a heap!

—Ah-*ha!* We *told* you we'd figure something out for SPIDER-MAN #23 before we finished! We've decided to bring back one of the most popular new foes Spidey's ever fought—and, as if that's not enough, you'll see ol' Web-Head in action against some real, down-to-earth gun-totin' rootin'-tootin' mobsters and crooks! It'll be fast, furious, and fascinating—and if you miss it, we'll cry ourselves to sleep! So *face front,* and keep your marching shoes handy!


MARVEL COMICS GROUP 12¢
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
23 APR.
DON'T WASTE A MINUTE! YOU'VE GOT TO SEE SPIDEY IN ACTION AGAINST:
"The GOBLIN And The GANGSTERS!"
THE M.M.M.S. WANTS YOU!

SPIDER-MAN
"THE GOBLIN AND THE GANGSTERS"
WRITTEN IN THE SPELL-BINDING STYLE OF STAN LEE
ILLUSTRATED IN THE MAGNIFICENT MANNER OF STEVE DITKO
LETTERED IN THE FRENZIED FASHION OF ARTIE SIMEK
DEDICATED TO THE NEW BREED OF COMICS MAGAZINE READER -- TO YOU, THE MODERN MARVEL FAN, WHO WILL ACCEPT NOTHING LESS THAN THE BEST IN STORY AND ART!
1

EVERYONE ENJOYS A FAST-MOVING COPS AND ROBBERS STORY! AND, WHEN YOU THROW IN A COSTUMED SUPER-HERO, A COLORFUL SUPER-VILLAIN, AND THE MARVELOUS MARVEL MANNER, IT'S GOT TO BE GOOD! WANT PROOF? JUST TAKE A LOOK---

YOU MUST BE NUTS, GOBLIN! I AINT LETTIN' YOU, OR ANYONE ELSE TAKE OVER MY GANG! NOW HIT THE ROAD, MISTER, WHILE YOU STILL CAN!

DIG THAT CORNY COSTUME, WILLYA?

BUT, UNDER MY LEADERSHIP, WE COULD TAKE OVER EVERY RACKET IN THE CITY!

LOOK--NO ONE MUSCLES IN ON LUCKY LOBO'S MOB, SEE? NOW, TO PROVE I AINT KIDDIN', MY BOYS'LL JUST THROW YOU OUT! GET 'IM!!

IT'LL BE A PLEASURE, LUCKY!

BUT, YOU FORGOT ONE THING--THE PLEASURE WILL BE ALL MINE!

WHAP!

UNHHH!

I'D BETTER LEAVE NOW, BEFORE SOME OF YOU HURT YOURSELVES--!

AFTER ALL, WHEN I TAKE OVER, I'LL WANT YOU IN GOOD CONDITION TO WORK FOR ME!

THINK IT OVER, LUCKY! NEXT TIME I VISIT YOU, I WON'T LET YOU OFF SO EASY!

LOOK! IT'S THE GREEN GOBLIN!

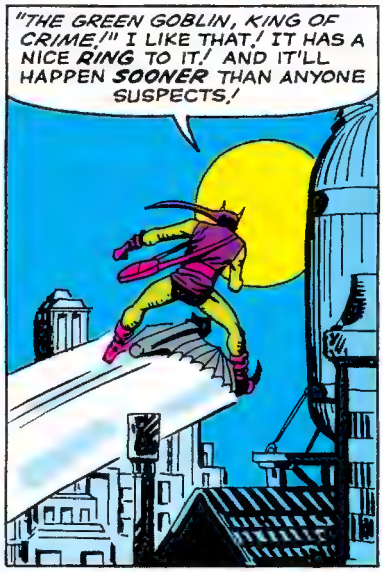
SECONDS LATER, ACCOMPANIED BY A REPORTER, THE POLICE OFFICER ENTERS THE OFFICE OF LUCKY LOBO...
I SAW THE GOBLIN FLY OUT OF YOUR WINDOW, LUCKY! WHAT'S COMING OFF HERE?
NOTHIN'! WE'RE CLEAN, SEE? WE GOT RID OF HIM!

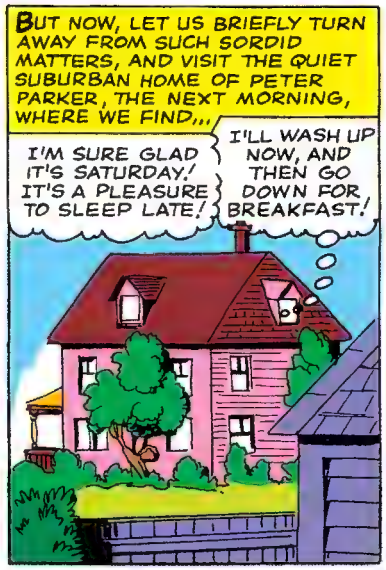
LOOKS LIKE THERE WAS A FIGHT HERE! WHAT A STORY! "GREEN GOBLIN RAIDS MOBSTERS!"
WE'LL GET YOU YET, LUCKY! YOU'LL SLIP UP, SOONER OR LATER!
ME? I'M INNO-CENT AS A NEW-BORN BABE!
PRESS

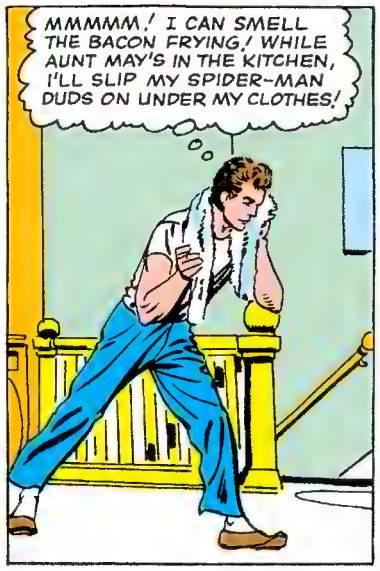
IT'S GETTIN' TOO HOT IN TOWN, LUCKY! THE COPS KEEP WATCHIN' US LIKE HAWKS!
IT'S ON ACCOUNTA THE GOBLIN! HE'S TRYIN' TO CUT ME OUT, SO HE CAN TAKE OVER!

SO FAR, SO GOOD! BUT, NOW I'VE GOT TO SPEED UP MY PLAN! I'M TOO IMPATIENT TO WAIT ANY LONGER!

TAKING OVER LUCKY LOBO'S GANG IS ONLY THE FIRST STEP! AFTER THAT, ALL THE MOBS IN THE CITY WILL FALL INTO LINE! I'LL CONTROL THE ENTIRE UNDER-WORLD!

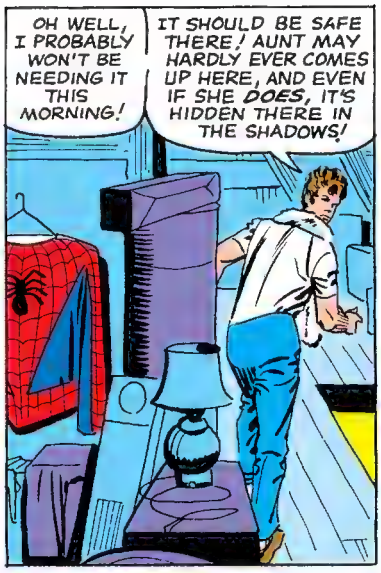

"THE GREEN GOBLIN, KING OF CRIME!" I LIKE THAT! IT HAS A NICE RING TO IT! AND IT'LL HAPPEN SOONER THAN ANYONE SUSPECTS!

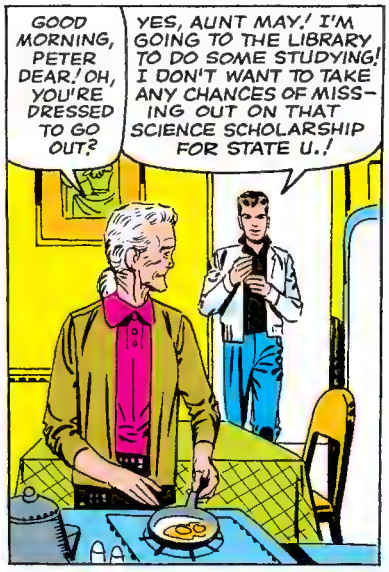

BUT NOW, LET US BRIEFLY TURN AWAY FROM SUCH SORDID MATTERS, AND VISIT THE QUIET SUBURBAN HOME OF PETER PARKER, THE NEXT MORNING, WHERE WE FIND...
I'M SURE GLAD IT'S SATURDAY! IT'S A PLEASURE TO SLEEP LATE!
I'LL WASH UP NOW, AND THEN GO DOWN FOR BREAKFAST!


MMMMM! I CAN SMELL THE BACON FRYING! WHILE AUNT MAY'S IN THE KITCHEN, I'LL SLIP MY SPIDER-MAN DUDS ON UNDER MY CLOTHES!

I WASHED MY COSTUME LAST NIGHT, WHILE SHE WAS ASLEEP! IT OUGHT TO BE DRY BY NOW!
GOOD THING WE HAVE AN ATTIC WHERE I CAN HIDE THESE THINGS WITHOUT AUNT MAY FINDING THEM!

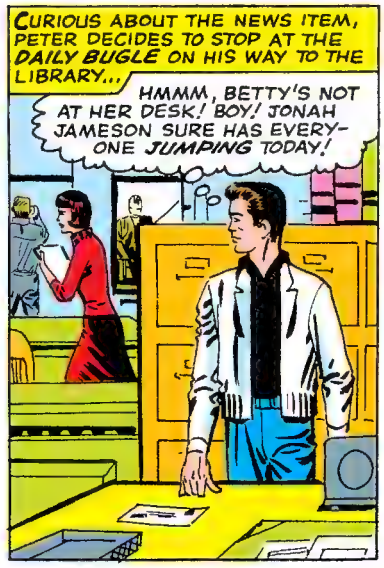
DARN IT! IT'S STILL WET! I'LL HAVE TO LEAVE IT A WHILE!
TOO BAD I CAN'T JUST GO INTO A STORE AND ASK FOR A WASH-AND-WEAR SPIDEY OUTFIT!


OH WELL, I PROBABLY WON'T BE NEEDING IT THIS MORNING!
IT SHOULD BE SAFE THERE! AUNT MAY HARDLY EVER COMES UP HERE, AND EVEN IF SHE DOES, IT'S HIDDEN THERE IN THE SHADOWS!


GOOD MORNING, PETER DEAR! OH, YOU'RE DRESSED TO GO OUT?
YES, AUNT MAY! I'M GOING TO THE LIBRARY TO DO SOME STUDYING! I DON'T WANT TO TAKE ANY CHANCES OF MISSING OUT ON THAT SCIENCE SCHOLARSHIP FOR STATE U.!

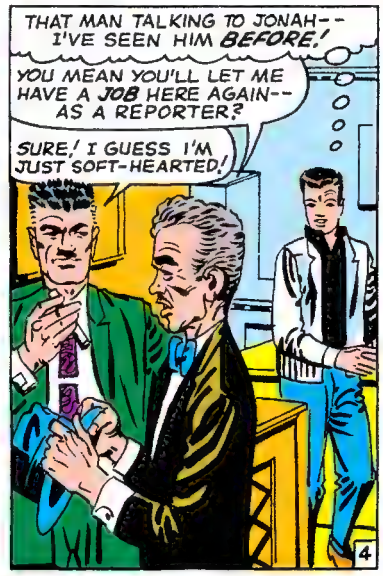
REMEMBER, PETER, I DON'T LIKE YOU STAYING OUT TOO LATE! IF YOU'LL BE DELAYED, BE SURE TO CALL ME--NOT LIKE LAST TIME!*
SURE, AUNT MAY! DON'T WORRY!
*SEE SPIDEY #22 ---STAN AND STEVE.

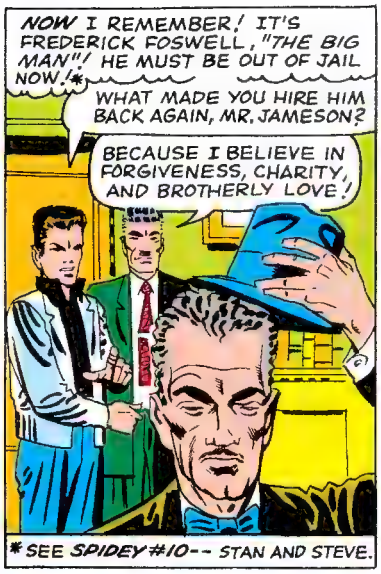
THEN, BUYING A NEWSPAPER ON HIS WAY TO THE LIBRARY, PETER IS SURPRISED TO READ...
"GREEN GOBLIN RAIDS RACKETS BOSS!" WHAT GIVES? IS HE TRYING TO BECOME A HERO??


CURIOUS ABOUT THE NEWS ITEM, PETER DECIDES TO STOP AT THE DAILY BUGLE ON HIS WAY TO THE LIBRARY...
HMMM, BETTY'S NOT AT HER DESK! BOY! JONAH JAMESON SURE HAS EVERYONE JUMPING TODAY!

HERE'S A LETTER ON BETTY'S DESK--FROM EUROPE! MARKED PERSONAL! I WONDER WHO SHE KNOWS IN EUROPE?
WELL, I GUESS IT'S NONE OF MY BUSINESS!

BUT, BEFORE PUTTING IT DOWN, PETER CAN'T HELP NOTICING...
IT'S FROM NED LEEDS, THE REPORTER WHO USED TO DATE BETTY A FEW MONTHS AGO!
I THOUGHT THINGS WERE ALL OVER WITH THEM!


THAT MAN TALKING TO JONAH--I'VE SEEN HIM BEFORE!
YOU MEAN YOU'LL LET ME HAVE A JOB HERE AGAIN--AS A REPORTER?
SURE! I GUESS I'M JUST SOFT-HEARTED!


NOW I REMEMBER! IT'S FREDERICK FOSWELL, "THE BIG MAN"! HE MUST BE OUT OF JAIL NOW!*
WHAT MADE YOU HIRE HIM BACK AGAIN, MR. JAMESON?
BECAUSE I BELIEVE IN FORGIVENESS, CHARITY, AND BROTHERLY LOVE!
*SEE SPIDEY #10-- STAN AND STEVE.

AND BESIDES, IT'LL BE GOOD FOR MY PUBLIC RELATIONS! IT'LL BUILD UP MY IMAGE AS A LOVEABLE DO-GOODER!
THE OLD PHONY! HIS SMILE IS AS WARM AND FRIENDLY AS A RATTLE-SNAKE!

NOW THEN, PARKER, WHAT ARE YOU DOING HERE? DID YOU BRING ME ANY EXCITING EXCLUSIVE NEWS PHOTOS?
'FRAID NOT, MR. JAMESON! I JUST DROPPED BY TO SEE BETTY BRANT!

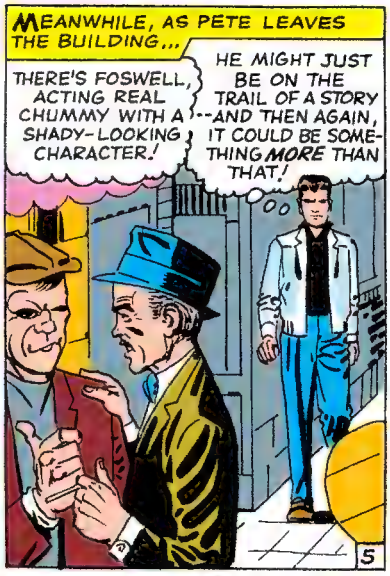
YOU DID, DID YOU? WADDAYA THINK THIS IS, A LONELY HEARTS CLUB? I HAVEN'T TIME TO WASTE TALKING TO EVERY FOOL TEEN-AGER WHO COMES IN OFF THE STREET!
AT LEAST I NOW KNOW HE'S THE REAL J. JONAH JAMESON!

OH, THERE'S BETTY NOW!
HI, BET! HOW ABOUT A MOVIE TONIGHT?
SORRY, PETER! I'LL PROBABLY HAVE TO WORK LATE BECAUSE OF OUR EXTRA EDITIONS ABOUT THE GREEN GOBLIN!

OH, THAT'S TOO BAD!
ANYTHING ELSE NEW LATELY?
WHY DOESN'T SHE MENTION THAT LETTER FROM NED LEEDS?
WHY, NO! I GUESS I MUST LEAD A RATHER DULL LIFE, PETER!

I KNOW NED, ALSO! YOU'D THINK SHE'D HAVE MENTIONED HEARING FROM HIM! PERHAPS THERE'S MORE BETWEEN THEM THAN I THOUGHT!
OKAY, BET-- I'LL CHECK WITH YOU LATER!
SO LONG, PETER!

OH DEAR! I FORGOT TO TELL HIM ABOUT NED'S LETTER!
WELL, IT'S TOO LATE NOW! I'LL MENTION IT TO HIM SOME OTHER TIME!

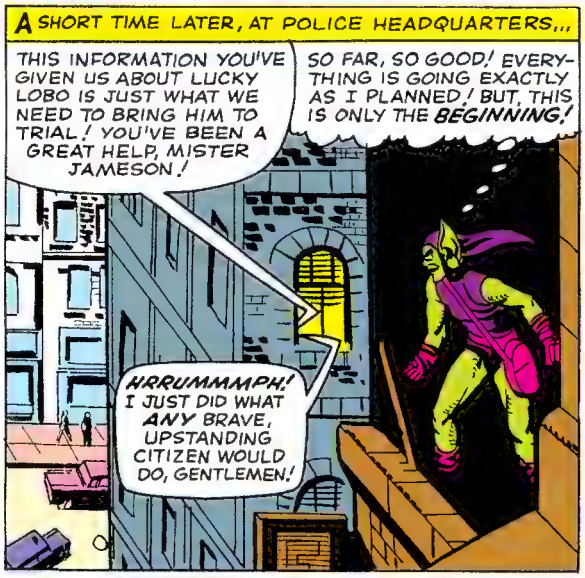

MEANWHILE, AS PETE LEAVES THE BUILDING...
THERE'S FOSWELL, ACTING REAL CHUMMY WITH A SHADY-LOOKING CHARACTER!
HE MIGHT JUST BE ON THE TRAIL OF A STORY --AND THEN AGAIN, IT COULD BE SOMETHING MORE THAN THAT!

BEFORE HIS ARREST AS "THE BIG MAN", FOSWELL WAS THE KINGPIN OF THE RACKETS! HE COULD BE PLANNING TO TAKE OVER AGAIN!
SPIDER-MAN BETTER FOLLOW HIM!
BUT, QUICKLY REACHING THE PRIVACY OF A NEARBY ALLEY, THE AMAZING TEEN-AGER FINDS...
BLAST IT! I FORGOT! I LEFT MY COSTUME HOME TO DRY!
AND I CAN'T TAKE THE CHANCE OF GIVING AWAY MY IDENTITY BY GOING INTO ACTION AS PETER PARKER!
SO, A GOLDEN OPPORTUNITY WASTED, BECAUSE OF A WET COSTUME!
HOWEVER, NICE AND COMFY IN HIS SNUG-FITTING DRY COSTUME, THE GREEN GOBLIN IS WASTING NO TIME AT ALL...
I GOT HERE AS SOON AS I COULD! DO YOU HAVE IT?
YEAH! LUCKY DOESN'T SUSPECT A THING! I'D BE KAPUT IF HE KNEW I WAS DOUBLE-CROSSIN' HIM!
HERE'S A COMPLETE LIST OF THE DOUGH HE MADE FROM THE JOINTS HE OWNS! IF THE INCOME TAX BUREAU EVER SEES THIS, THEY'LL JAIL HIM FOR LIFE!
AHHH, JUST WHAT I WANT! WHEN I TAKE OVER HIS MOB, I'LL REMEMBER YOUR SERVICES, MY FRIEND!
PERFECT! NOW, I MUST MAKE SURE THIS LIST IS MADE PUBLIC -- AND I KNOW JUST THE WAY TO DO IT!
LATER, AT THE SWANK MIDTOWN BUSINESS EXECUTIVES CLUB, WE FIND...
THAT WAS A MIGHTY GENEROUS THING YOU DID, JAMESON -- HIRING BACK THAT EX-CONVICT, FOSWELL!
YOU KNOW ME, MERRIWEATHER! I DIDN'T GET MY REPUTATION AS A WARM-HEARTED, GENEROUS, GOOD SAMARITAN FOR NOTHING!
I'M SORRY TO INTERRUPT, MR. JAMESON, BUT ONE OF YOUR EMPLOYEES IS HERE TO SEE YOU! HE SAYS IT'S MOST IMPORTANT, SIR!
DECISIONS! DECISIONS! DECISIONS! THEY CAN'T GET ALONG WITHOUT ME!
ALL RIGHT! ALL RIGHT! DON'T JUST STAND THERE! TELL HIM I'LL BE RIGHT OUT!
6

YOU! HOW DARE YOU DISTURB ME HERE, FOSWELL??
I THOUGHT YOU'D WANT TO SEE THIS RIGHT AWAY, MR. JAMESON! I GOT IT FROM A STOOLIE! A COMPLETE LIST OF LUCKY LOBO'S SECRET FINANCES!

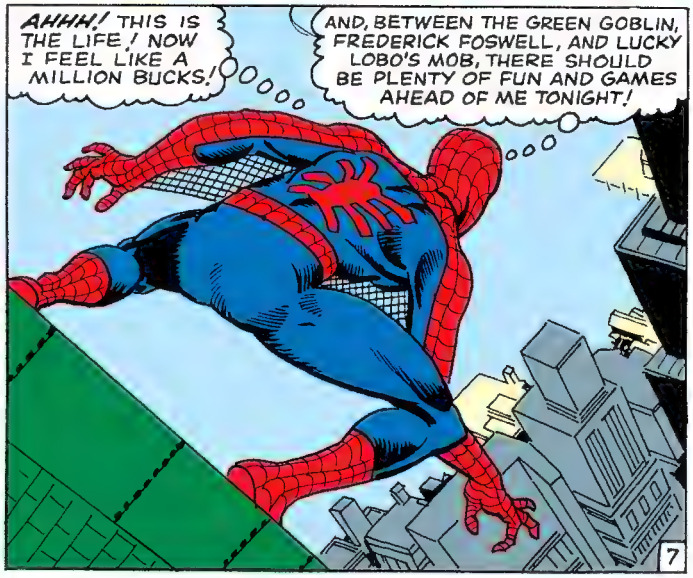
I DID THIS TO PROVE TO YOU THAT I'M ON THE UP AND UP NOW! THIS INFO' IS ENOUGH TO PUT LUCKY OUT OF CIRCULATION FOR GOOD!
QUICK! LET ME SEE IT!

GOOD WORK, FOSWELL! A SCOOP LIKE THIS WILL PUT MY PAPER ON THE MAP! AND IT'LL CEMENT MY REPUTATION AS A CRUSADING, PUBLIC-SPIRITED CITIZEN!
I THOUGHT YOU'D LIKE IT!

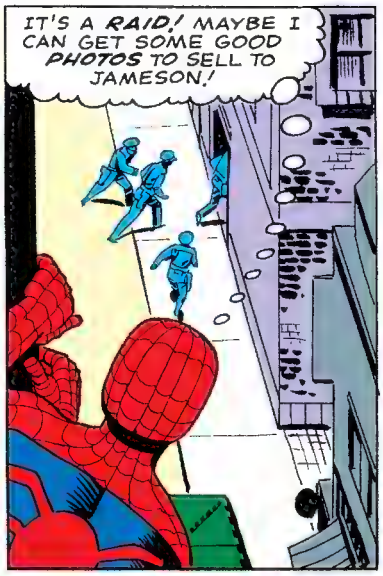

A SHORT TIME LATER, AT POLICE HEADQUARTERS...
THIS INFORMATION YOU'VE GIVEN US ABOUT LUCKY LOBO IS JUST WHAT WE NEED TO BRING HIM TO TRIAL! YOU'VE BEEN A GREAT HELP, MISTER JAMESON!
SO FAR, SO GOOD! EVERYTHING IS GOING EXACTLY AS I PLANNED! BUT, THIS IS ONLY THE BEGINNING!
HRRUMMMPH! I JUST DID WHAT ANY BRAVE, UPSTANDING CITIZEN WOULD DO, GENTLEMEN!

ALERT THE SPECIAL FORCES SQUAD! FOLLOW OPERATION R FOR RAID! I WANT EVERY ONE OF THE PLACES ON THAT LIST CLOSED UP AND ALL THE FINANCIAL RECORDS IMPOUNDED!
IF THE MAYOR DECIDES TO GIVE ME A CITATION AT CITY HALL, I'LL TRY TO BE MY USUAL MODEST SELF! I WOULDN'T WANT PEOPLE TO THINK MY SUCCESSES ARE GOING TO MY HEAD!

AND NOW, BACK TO PETER PARKER AGAIN...
MY COSTUME'S DRY AT LAST! MMMM, I DID A PRETTY GOOD JOB ON IT! IT'S REAL CLEAN AND SWEET-SMELLING!
CHEEEE! I'M BEGINNING TO SOUND LIKE A GUY IN A TV SOAP COMMERCIAL!

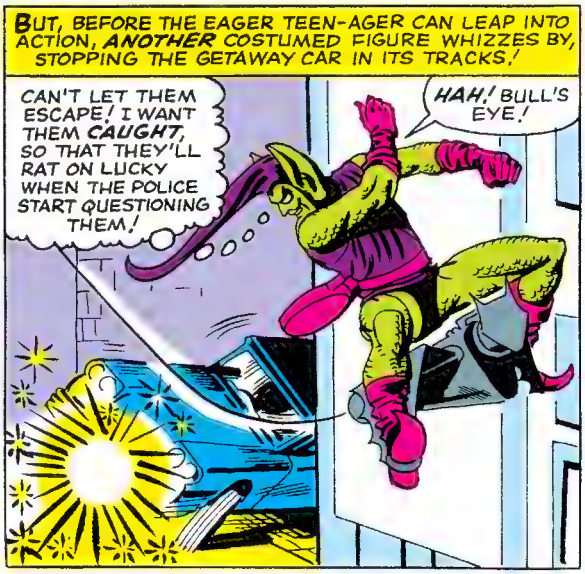

AHHH! THIS IS THE LIFE! NOW I FEEL LIKE A MILLION BUCKS!
AND, BETWEEN THE GREEN GOBLIN, FREDERICK FOSWELL, AND LUCKY LOBO'S MOB, THERE SHOULD BE PLENTY OF FUN AND GAMES AHEAD OF ME TONIGHT!

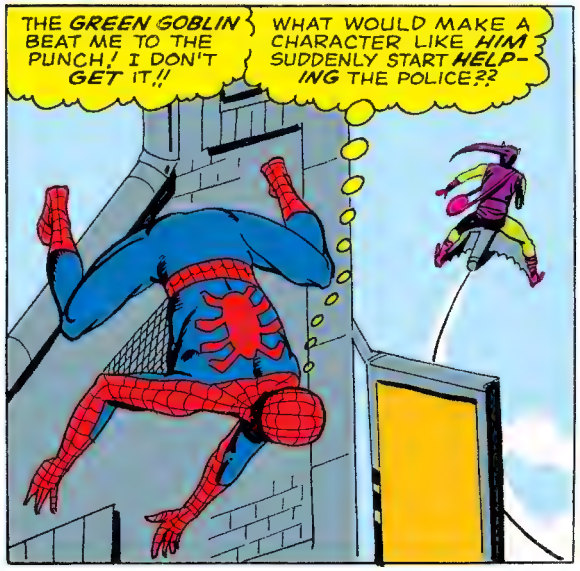
THEN, BEFORE VERY LONG, THE SOUND OF WAILING SIRENS ATTRACTS OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN...
SPEEDING POLICE CARS! SOMETHING MUST BE UP! I'D BETTER FOLLOW!


IT'S A RAID! MAYBE I CAN GET SOME GOOD PHOTOS TO SELL TO JAMESON!

UH OH! THOSE JOKERS ARE TRYING TO MAKE A GETAWAY THRU THAT CONCEALED EMERGENCY EXIT!
IT'S LIKE A SCENE FROM THE UNTOUCHABLES!

BUT, INSTEAD OF ELLIOT NESS, THEY'LL HAVE THAT LOVEABLE OL' WEB-SPINNER TO WALTZ AROUND WITH!
I'M REALLY GONNA ENJOY THIS!


BUT, BEFORE THE EAGER TEEN-AGER CAN LEAP INTO ACTION, ANOTHER COSTUMED FIGURE WHIZZES BY, STOPPING THE GETAWAY CAR IN ITS TRACKS!
CAN'T LET THEM ESCAPE! I WANT THEM CAUGHT, SO THAT THEY'LL RAT ON LUCKY WHEN THE POLICE START QUESTIONING THEM!
HAH! BULL'S EYE!


THE GREEN GOBLIN BEAT ME TO THE PUNCH! I DON'T GET IT!!
WHAT WOULD MAKE A CHARACTER LIKE HIM SUDDENLY START HELPING THE POLICE??

WELL, THERE'S ONLY ONE WAY TO FIND OUT!
IT'S TIME FOR FOLLOW THE LEADER AGAIN! AND, READY OR NOT, HERE I COME!

BUT, THE WILY GOBLIN, EVER ALERT, GLIMPSES THE GRACEFUL, FAST-MOVING FIGURE WHO FLITS ACROSS THE ROOFTOPS BEHIND HIM...!
THIS IS REALLY MY LUCKY DAY! SPIDER-MAN HIMSELF IS FOLLOWING ME!

IT SHOULDN'T BE DIFFICULT FOR ME TO GET THE BUMBLING COSTUMED FOOL TO DO MY DIRTY WORK FOR ME!

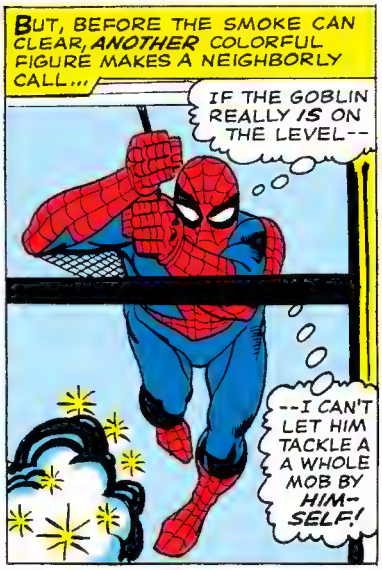
I'LL JUST LEAD HIM TO LUCKY LOBO'S HEAD-QUARTERS-- THEN I'LL DUCK OUT!
I'LL GIVE SPIDER-MAN AND LUCKY A CHANCE TO ELIMINATE EACH OTHER BEFORE I RETURN TO AND GATHER UP THE SPOILS!

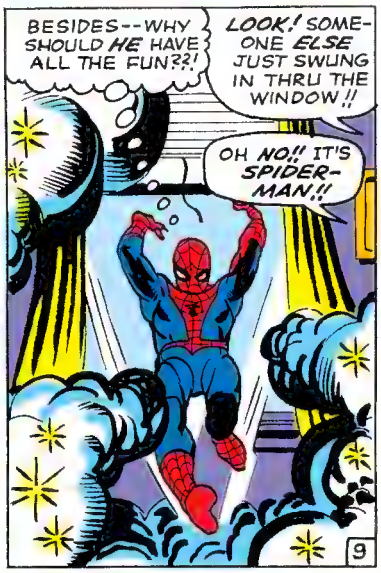
AND, A SHORT DISTANCE AWAY, THE GANG LEADER BARKS FRENZIED ORDERS TO HIS LIEUTENANTS...
WE'VE GOT TO LAY LOW-- PULL IN OUR HORNS! WE'LL CLOSE DOWN ALL OUR GAMBLING JOINTS!
HELLO, CHARLIE? TELL THE BOYS TO BURN ALL OUR RECORDS! NOBODY TALKS TO NOBODY! I'LL BEAT THIS RAP YET!

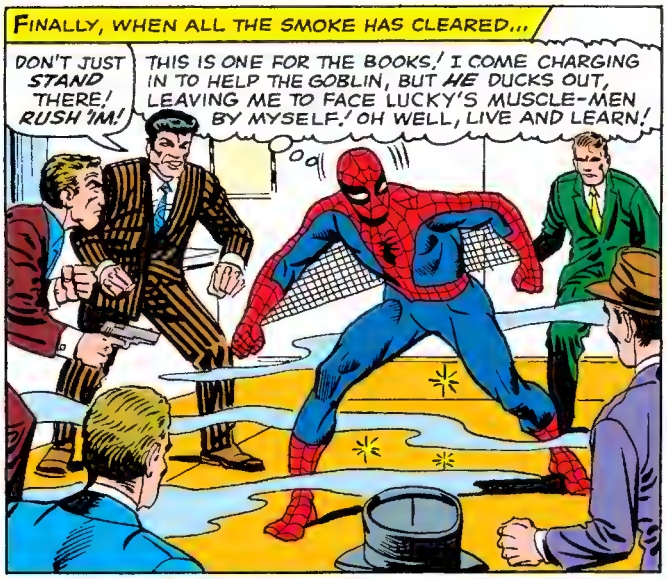
BUT, NO SOONER DOES LUCKY HANG UP THE PHONE, WHEN...
READY TO TURN OVER LEADERSHIP OF YOUR MOB TO ME YET, LUCKY?
THE GOBLIN! HE'S BEEN WARNED! LET 'IM HAVE IT!

ALAS, MY FRIEND! YOU CAN'T LET ME HAVE IT WHEN YOU HAVEN'T GOT IT!
LOOK OUT! HE'S SHOOTIN' SOME KINDA GAS AT US!

IT'S NOT GAS, YOU FOOL! IT'S JUST SMOKE, TO CONFUSE US! TURN ON THE AIR CONDITIONER --QUICK! DON'T LET HIM GET AWAY!
CAN'T SEE! WHERE'S THE BLAMED SWITCH??


BUT, BEFORE THE SMOKE CAN CLEAR, ANOTHER COLORFUL FIGURE MAKES A NEIGHBORLY CALL...
IF THE GOBLIN REALLY IS ON THE LEVEL--
--I CAN'T LET HIM TACKLE A A WHOLE MOB BY HIM-SELF!


BESIDES--WHY SHOULD HE HAVE ALL THE FUN??!
LOOK! SOMEONE ELSE JUST SWUNG IN THRU THE WINDOW!!
OH NO!! IT'S SPIDER-MAN!!

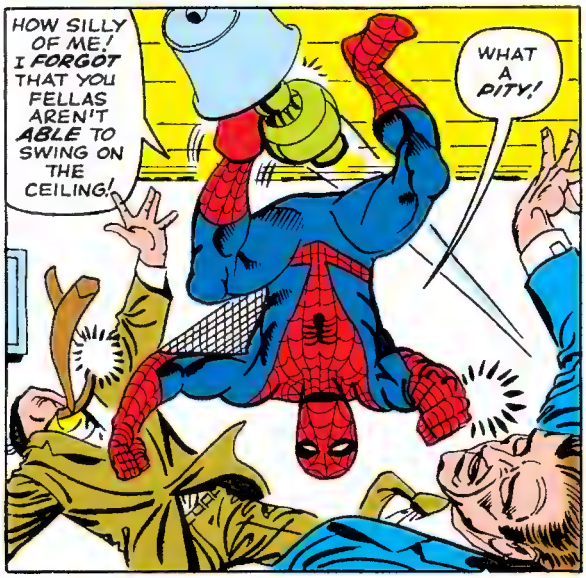

FINALLY, WHEN ALL THE SMOKE HAS CLEARED...
DON'T JUST STAND THERE! RUSH 'IM!
THIS IS ONE FOR THE BOOKS! I COME CHARGING IN TO HELP THE GOBLIN, BUT HE DUCKS OUT, LEAVING ME TO FACE LUCKY'S MUSCLE-MEN BY MYSELF! OH WELL, LIVE AND LEARN!

WE'LL ALL TACKLE HIM AT ONCE! AFTER WE POLISH HIM OFF, WE'LL CLAIM IT WAS SELF-DEFENSE!
THAT'S IT, YOU UNSUSPECTING FOOLS--FIGHT! FIGHT TO THE FINISH! WHEN YOU'RE DONE, THE GREEN GOBLIN WILL BE THE REAL WINNER!

I'LL BE HAPPY TO OBLIGE YOU, GENTS--BUT, LET'S PUT THOSE BLASTERS AWAY! AFTER ALL, YOU WOULDN'T WANT TO DISTURB YOUR NEIGHBORS, WOULD YOU?
L-LOOK OUT FOR HIS WEBBING!
TOO LATE!

C'MON--WE DON'T NEED OUR RODS! WE CAN-- MMPPPFFFF--!!
SORRY TO INTERRUPT, CHUM, BUT IT MAKES ME NERVOUS TO HAVE PEOPLE TALKING BEHIND MY BACK!

IT'S GETTING KINDA STUFFY DOWN THERE! WHY NOT JOIN ME UP HERE WHERE THERE'S MORE ROOM?
GRAB 'IM, MIKE!


HOW SILLY OF ME! I FORGOT THAT YOU FELLAS AREN'T ABLE TO SWING ON THE CEILING!
WHAT A PITY!

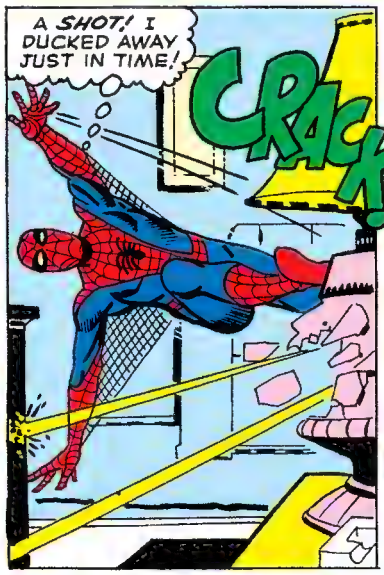
I WISH YOU BOYS WOULD BE MORE CAREFUL! YOU'RE LIABLE TO SKIN MY KNUCKLES WITH THOSE HARD CHINS OF YOURS!

THIS SEEMS LIKE A GOOD TIME TO TRY A NEW LITTLE STUNT--
I'LL JUST DROP SOME STICKY WEBBING ON YOUR JACKET --!
DON'T WORRY --IT WON'T STAIN THE FABRIC!

THEN, I JUST GENTLY PLACE YOU AGAINST THE WALL -- AND PRESTO -- INSTANT WALLPAPER!!

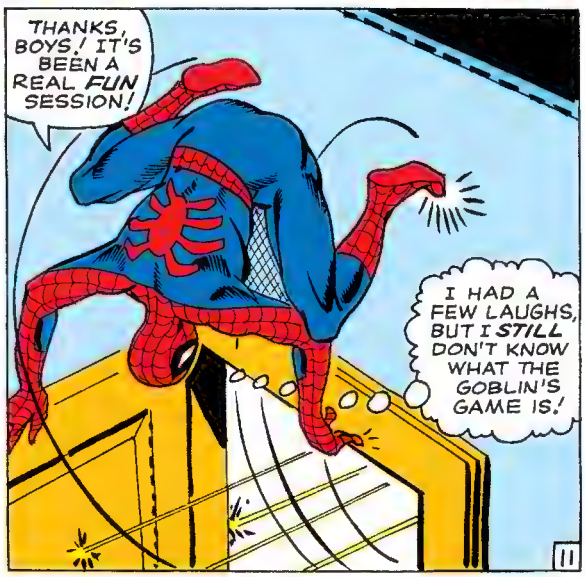
AS FOR THE REST OF YOU, YOU SHOULDN'T HAVE STEPPED ON THE GOOEY WEBBING WHICH I LEFT ON THE FLOOR!
BUT, DON'T WORRY -- IT'LL WEAR OFF IN TIME FOR YOU TO GO TO JAIL!

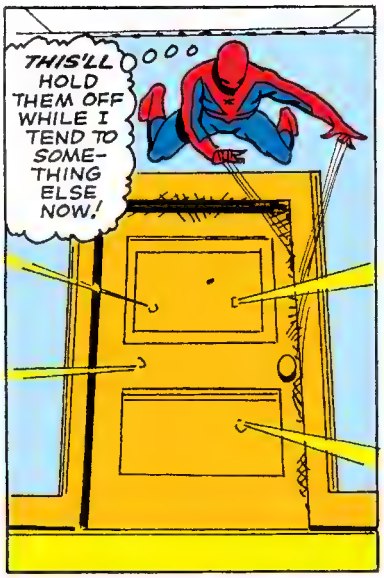
UH OH! MY TRUSTY LITTLE SPIDER SENSE IS WARNING OF DANGER BEHIND ME!


A SHOT! I DUCKED AWAY JUST IN TIME!
CRACK!

YOU'RE FAST, SPIDER-MAN, BUT NOT FAST ENOUGH!

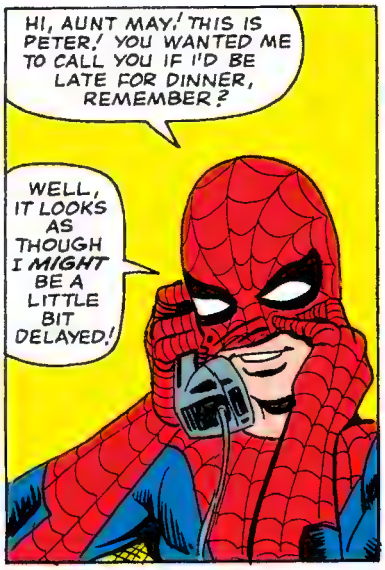
REALLY? GEE, I'M GLAD YOU TOLD ME! PERHAPS I OUGHT TO EAT MORE WHEATIES FOR BREAKFAST!
WH- WHERE'D HE GO??

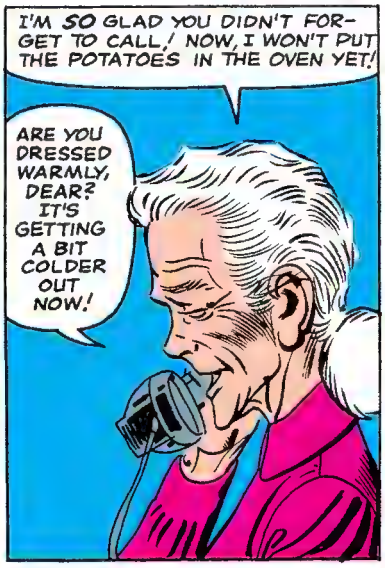

THANKS, BOYS! IT'S BEEN A REAL FUN SESSION!
I HAD A FEW LAUGHS, BUT I STILL DON'T KNOW WHAT THE GOBLIN'S GAME IS!

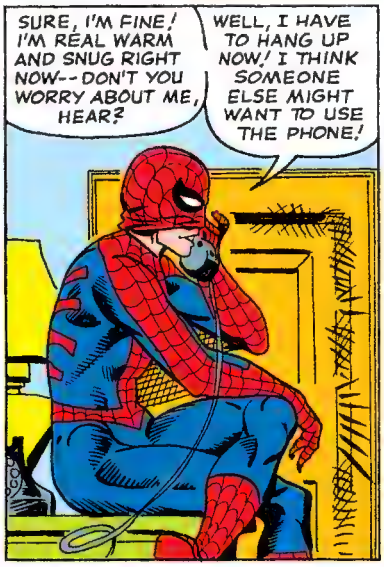

THIS'LL HOLD THEM OFF WHILE I TEND TO SOMETHING ELSE NOW!

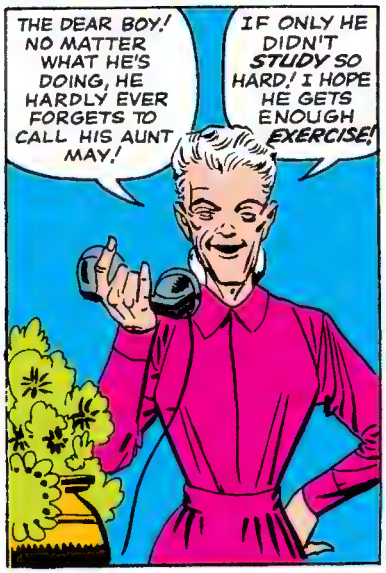
AND, ON THE OTHER SIDE OF THE DOOR...
HE TRAPPED HIMSELF! THERE'S NO OTHER WAY OUT OF THAT ROOM!

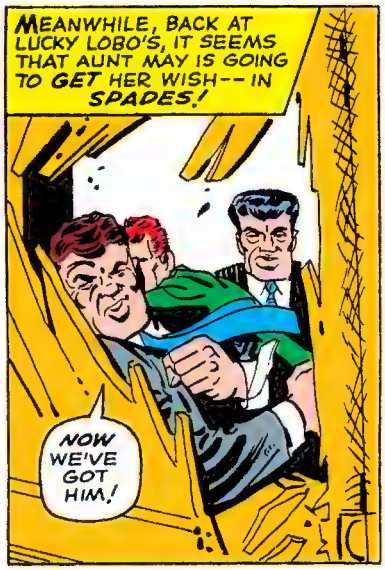
BUT SPIDEY ISN'T SEEKING A WAY OUT! INSTEAD...
A TELEPHONE! JUST WHAT I NEED....!


HI, AUNT MAY! THIS IS PETER! YOU WANTED ME TO CALL YOU IF I'D BE LATE FOR DINNER, REMEMBER?
WELL, IT LOOKS AS THOUGH I MIGHT BE A LITTLE BIT DELAYED!


I'M SO GLAD YOU DIDN'T FORGET TO CALL! NOW, I WON'T PUT THE POTATOES IN THE OVEN YET!
ARE YOU DRESSED WARMLY, DEAR? IT'S GETTING A BIT COLDER OUT NOW!


SURE, I'M FINE! I'M REAL WARM AND SNUG RIGHT NOW--DON'T YOU WORRY ABOUT ME, HEAR?
WELL, I HAVE TO HANG UP NOW! I THINK SOMEONE ELSE MIGHT WANT TO USE THE PHONE!


THE DEAR BOY! NO MATTER WHAT HE'S DOING, HE HARDLY EVER FORGETS TO CALL HIS AUNT MAY!
IF ONLY HE DIDN'T STUDY SO HARD! I HOPE HE GETS ENOUGH EXERCISE!


MEANWHILE, BACK AT LUCKY LOBO'S, IT SEEMS THAT AUNT MAY IS GOING TO GET HER WISH--IN SPADES!
NOW WE'VE GOT HIM!

COME IN, GENTS! I'VE BEEN EXPECTING YOU!
GOT YOUR ARMS RAISED, EH? SO, YOU DECIDED TO GIVE UP--!

AWRIGHT-- PUT 'EM DOWN--REAL SLOW--NO TRICKS NOW!
I KNEW THEY WOULDN'T THINK TO LOOK AT THE CEILING, WHERE MY WEBBING IS SUSPENDED! IT'LL FALL ANY SECOND!
WHAT ARE WE WAITIN' FOR? NOBODY OUTSIDE CAN HEAR ANY SHOTS FROM IN HERE!

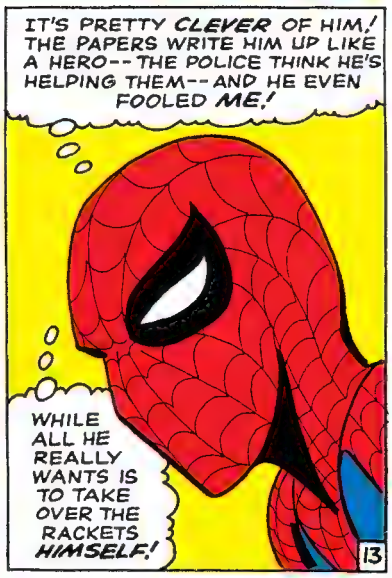
HEY! WHAT'S GOIN' ON?? SOMETHING'S FALLING ON US! LOOK OUT!
IT WAS A TRAP! HE HAD HIS WEBBING OVER US ON THE CEILING! DUCK-- DON'T LET IT STICK TO YOU!
TOO LATE! HERE IT COMES!

IT TRAPPED THE OTHERS, BUT I'M STILL IN THE CLEAR!
YOU'RE WARNING ME??! THAT'S LIKE MICKEY MOUSE WARNING KING KONG!
STAY BACK, SPIDER-MAN!! I'M WARNING YOU!!

WAIT! STOP! DON'T! LET--LET'S MAKE A DEAL!!
I'D RATHER TEAM UP WITH YOU THAN THE GOBLIN!
WHAT DO YOU MEAN? TALK, LOBO!

YOU MEAN YOU DON'T KNOW?? YOU DON'T KNOW THE REASON I'VE BEEN FIGHTIN' THE GOBLIN??
THE PAPERS SAY HE'S TRYING TO HELP THE POLICE TO GET THE GOODS ON YOU!

SURE HE IS! BUT ONLY BECAUSE HE WANTS TO TAKE OVER MY MOB! WITH ME OUT OF THE WAY, HE FIGURES HE CAN BE BOSS OF THE UNDERWORLD!
SO, THAT'S WHAT IT IS, EH?


IT'S PRETTY CLEVER OF HIM! THE PAPERS WRITE HIM UP LIKE A HERO-- THE POLICE THINK HE'S HELPING THEM-- AND HE EVEN FOOLED ME!
WHILE ALL HE REALLY WANTS IS TO TAKE OVER THE RACKETS HIMSELF!

AT THAT MOMENT, THE SOUND OF WAILING SIRENS AGAIN FILLS THE AIR, AND...
NOW THAT'S WHAT I CALL TIMING! HERE COME THE POLICE, JUST WHEN I'M THRU WITH YOU!

WAIT! COME BACK! WHAT ABOUT MY OFFER?? IT'LL BE YOU AND ME!
PLEASE-- I JUST ATE!

IF I KNOW THE GOBLIN, HE'S STILL NEAR BY, WANTING TO SEE THE OUTCOME!

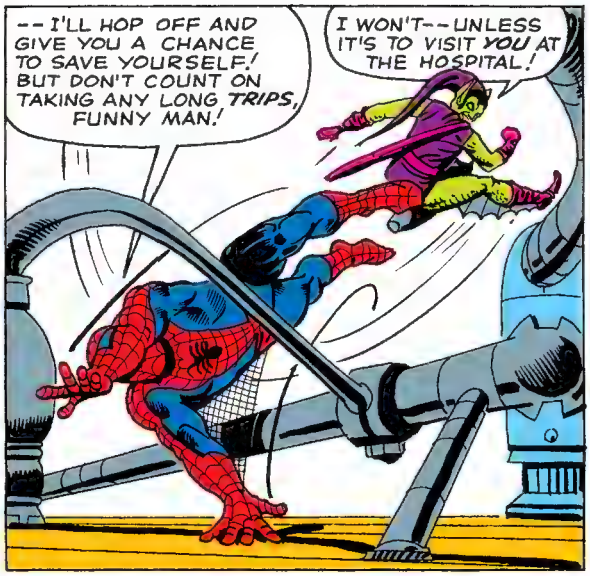
AH! I WAS RIGHT! THERE HE IS!
SOMEONE ELSE CAN PULL YOUR CHESTNUTS OUT OF THE FIRE FROM NOW ON, GOBBY!
I'M ON TO YOU, NOW!

AND THIS TIME YOU'RE NOT GETTING AWAY!
STOP KIDDING YOURSELF, MISTER! YOU'RE NOT EVEN IN MY LEAGUE!

WHOOOF!
THAT, YOU GREEN-GARBED GOON, REMAINS TO BE SEEN!

GET OFF, YOU FOOL! WE'LL BE KILLED! MY JET GLIDER CAN'T HOLD THE ADDITIONAL WEIGHT!! WE'RE FALLING!
I'VE GOT NEWS FOR YOU, SON! I PLANNED IT THIS WAY!

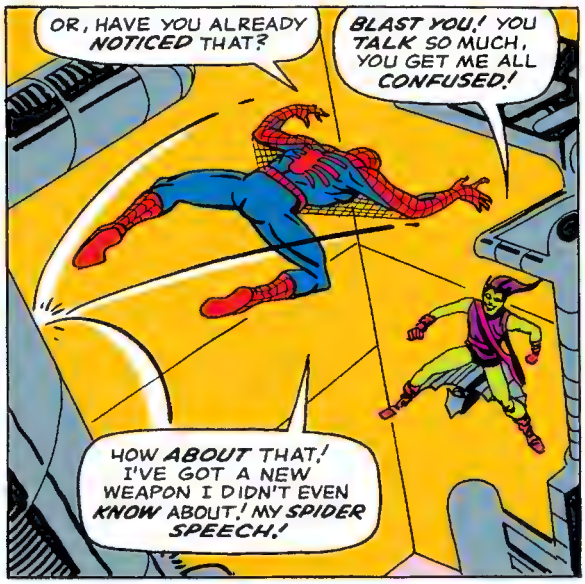
I JUST WANTED TO GET YOU DOWN THRU THIS SKYLIGHT BEFORE YOU MANAGED TO ESCAPE ME!
AND NOW--


--I'LL HOP OFF AND GIVE YOU A CHANCE TO SAVE YOURSELF! BUT DON'T COUNT ON TAKING ANY LONG TRIPS, FUNNY MAN!
I WON'T--UNLESS IT'S TO VISIT YOU AT THE HOSPITAL!

WHICH IS WHERE YOU'LL BE AFTER ONE OF THESE LITTLE CONCUSSION BOMBS FINDS THEIR MARK!

BUT, WHEN YOU ADD SPIDER SPEED TO SPIDER STRENGTH, YOU GET A COMBINATION THAT JUST CAN'T BE STOPPED WITHOUT A MIRACLE!
YOU SHOULDN'T HAVE WARNED ME, GOBBY!

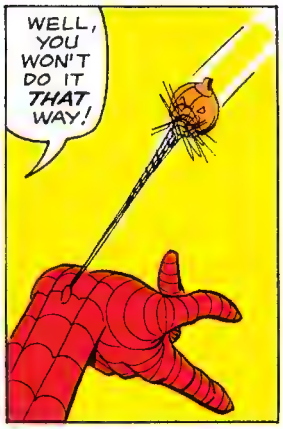
US ECONOMY-SIZED SPIDER-MEN DON'T MAKE EASY TARGETS!

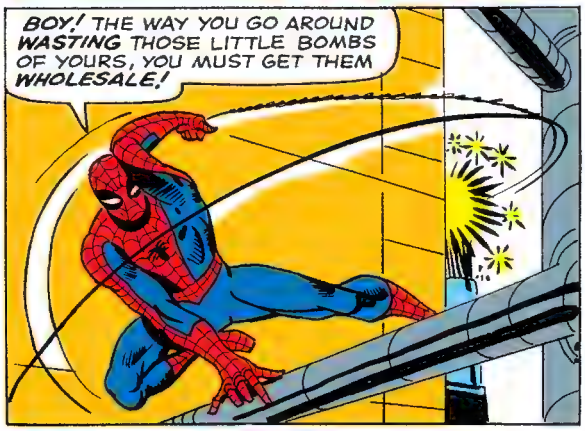

OR, HAVE YOU ALREADY NOTICED THAT?
BLAST YOU! YOU TALK SO MUCH, YOU GET ME ALL CONFUSED!
HOW ABOUT THAT! I'VE GOT A NEW WEAPON I DIDN'T EVEN KNOW ABOUT! MY SPIDER SPEECH!

HAH! DIDN'T THINK I COULD MANEUVER OUT OF YOUR PATH SO FAST, DID YOU?
NOW THAT YOU MENTION IT, I HADN'T GIVEN IT MUCH THOUGHT!

AFTER TODAY, YOU'LL NEVER AGAIN INTERFERE IN ANY OF MY PLANS!
WHY? DID YOU DECIDE TO GO STRAIGHT?

NO! I DECIDED TO FINISH YOU FOR GOOD!

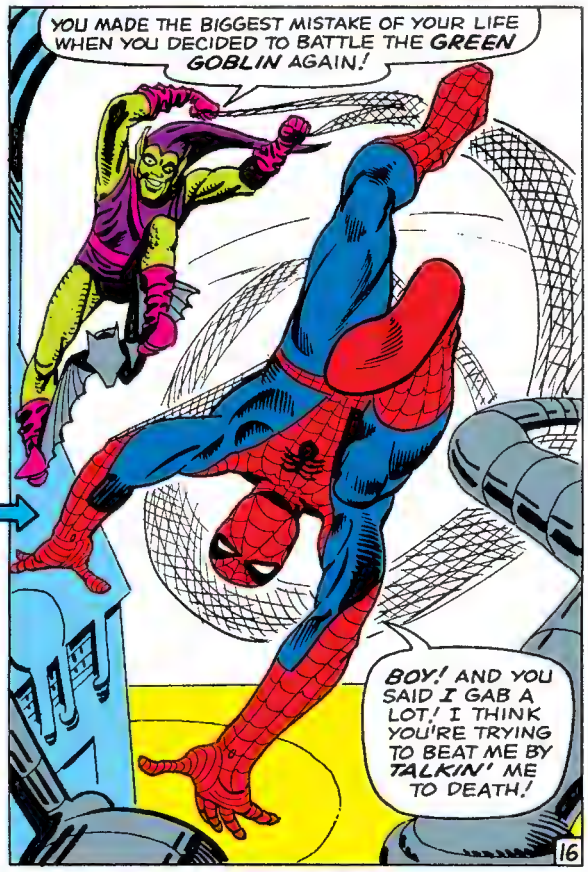

WELL, YOU WON'T DO IT THAT WAY!

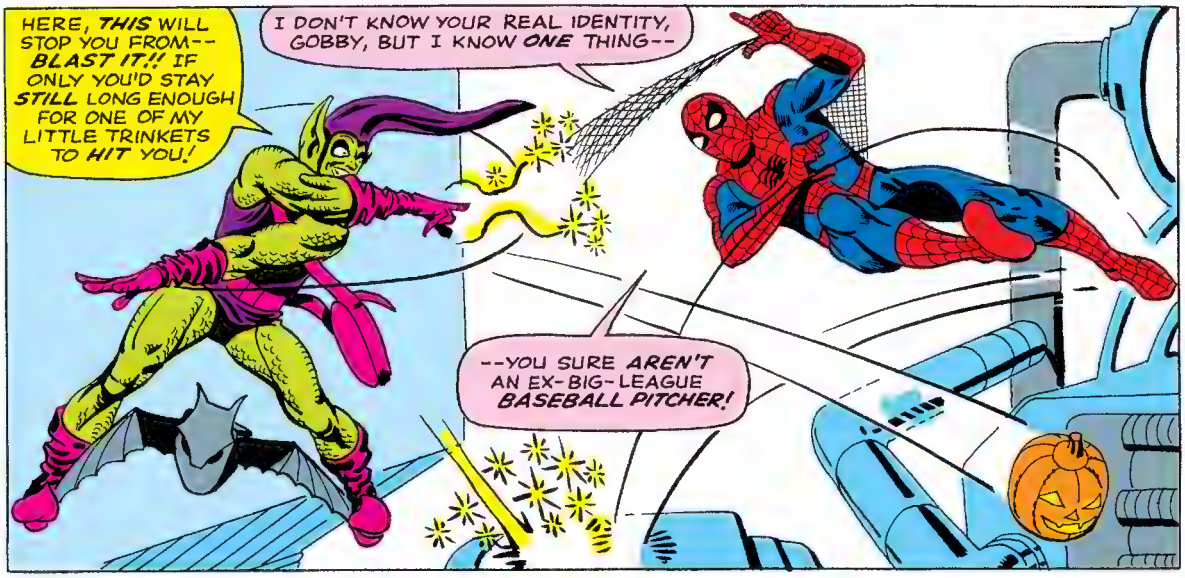

BOY! THE WAY YOU GO AROUND WASTING THOSE LITTLE BOMBS OF YOURS, YOU MUST GET THEM WHOLESALE!

HERE! LET ME DO THE HONORS FOR A WHILE!

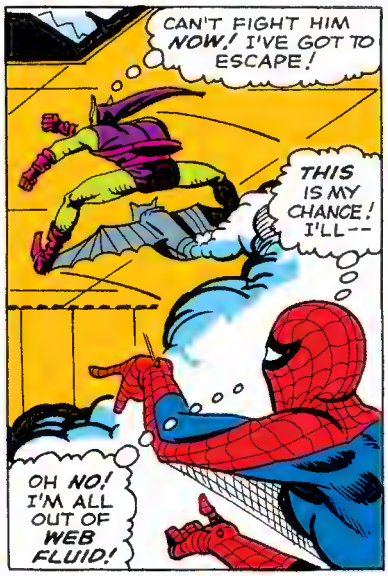
GOOD! I WAS HOPING YOU'D DO THAT!

I'VE ALWAYS WANTED TO TRAP YOU WITH YOUR OWN OVERRATED WEBBING!


YOU MADE THE BIGGEST MISTAKE OF YOUR LIFE WHEN YOU DECIDED TO BATTLE THE GREEN GOBLIN AGAIN!
BOY! AND YOU SAID I GAB A LOT! I THINK YOU'RE TRYING TO BEAT ME BY TALKIN' ME TO DEATH!

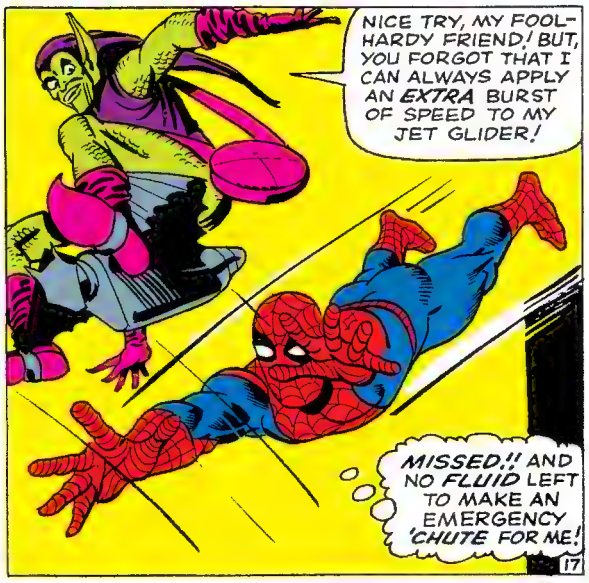

HERE, THIS WILL STOP YOU FROM-- BLAST IT!! IF ONLY YOU'D STAY STILL LONG ENOUGH FOR ONE OF MY LITTLE TRINKETS TO HIT YOU!
I DON'T KNOW YOUR REAL IDENTITY, GOBBY, BUT I KNOW ONE THING--
--YOU SURE AREN'T AN EX-BIG-LEAGUE BASEBALL PITCHER!

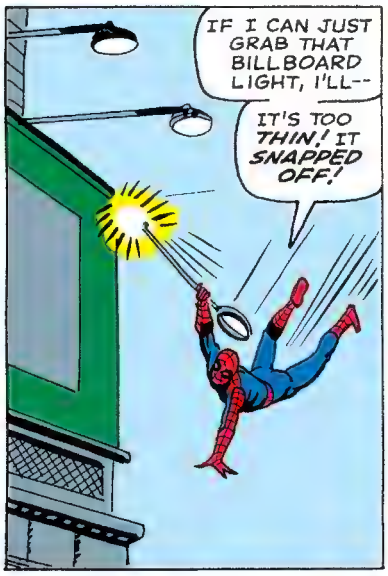
NO ONE WILL EVER KNOW MY TRUE IDENTITY UNTIL I CHOOSE TO REVEAL IT!
I'VE BEEN TOO CARELESS! I USED UP MY WHOLE BAG OF TRICKS!

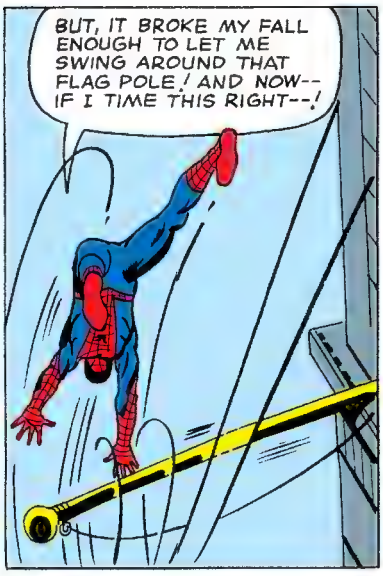

CAN'T FIGHT HIM NOW! I'VE GOT TO ESCAPE!
THIS IS MY CHANCE! I'LL--
OH NO! I'M ALL OUT OF WEB FLUID!

FAREWELL, MY EARTHBOUND FRIEND! WE'LL MEET AGAIN ANOTHER DAY!
THIS DAY ISN'T OVER YET, MISTER!
ONE DO-OR-DIE LEAP MIGHT STILL GET ME TO HIM!!

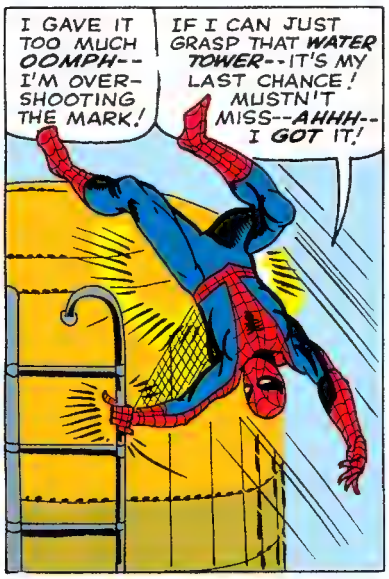
UP! UP! NOW-- I'LL RICOCHET AGAINST THAT BUILDING, AND, IF MY LUCK HOLDS OUT--!
HE'S STILL AFTER ME! WHAT DOES HE DO-- WALK ON AIR??


NICE TRY, MY FOOLHARDY FRIEND! BUT, YOU FORGOT THAT I CAN ALWAYS APPLY AN EXTRA BURST OF SPEED TO MY JET GLIDER!
MISSED!! AND NO FLUID LEFT TO MAKE AN EMERGENCY 'CHUTE FOR ME!


IF I CAN JUST GRAB THAT BILLBOARD LIGHT, I'LL--
IT'S TOO THIN! IT SNAPPED OFF!


BUT, IT BROKE MY FALL ENOUGH TO LET ME SWING AROUND THAT FLAG POLE! AND NOW-- IF I TIME THIS RIGHT--!

--I'LL BE ABLE TO SPIN MYSELF RIGHT AROUND IT AND UP TO THE ROOF!
ALLY-- OOOOP!


I GAVE IT TOO MUCH OOMPH-- I'M OVER-SHOOTING THE MARK!
IF I CAN JUST GRASP THAT WATER TOWER--IT'S MY LAST CHANCE! MUSTN'T MISS--AHHH-- I GOT IT!

HOOO BOY! A GUY'S GOTTA BE A MENTAL CASE TO VOLUNTEER FOR THIS KINDA WORK!

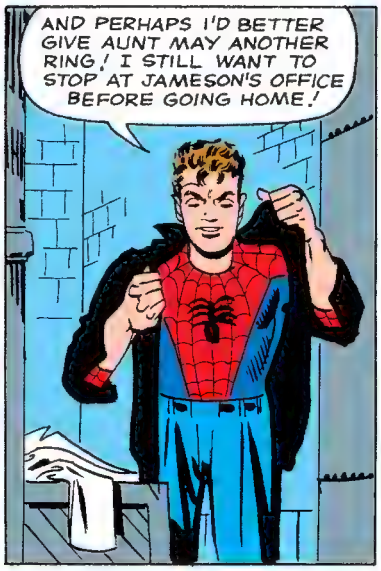
MEANWHILE, THE GREEN GOBLIN REACHES HIS HIDEOUT A FEW MINUTES LATER...
THAT SPIDER-MAN HAS MORE LIVES THAN A CAT-- BUT I'LL GET HIM SOONER OR LATER!

WELL, I CAN'T WORRY ABOUT HIM!
RIGHT NOW, I'VE GOT TO FIND OUT IF LUCKY LOBO HAS BEEN CAUGHT YET! WITH HIM OUT OF THE WAY, I'LL HAVE NO TROUBLE TAKING OVER HIS GANG!

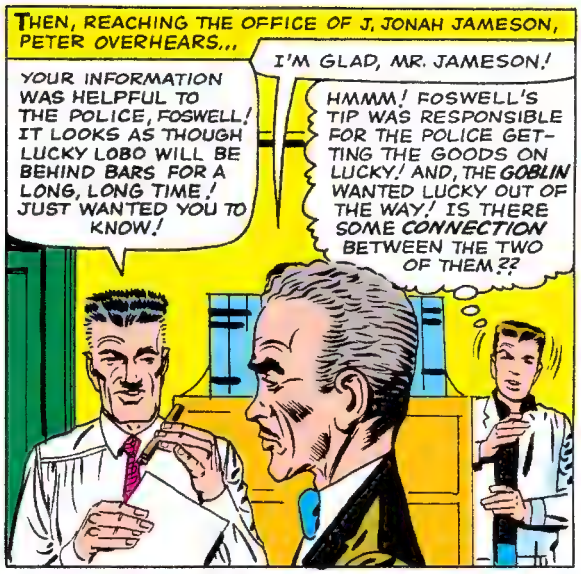
THEN, WHEN THE HOURLY NEWS PROGRAM IS BROADCAST...
--IN ONE OF THE BIGGEST HAULS OF THE YEAR, THE POLICE HAVE ARRESTED THE ENTIRE LUCKY LOBO GANG! ACTING ON AN ANONYMOUS TIP, THEY:--
THE ENTIRE GANG?!!

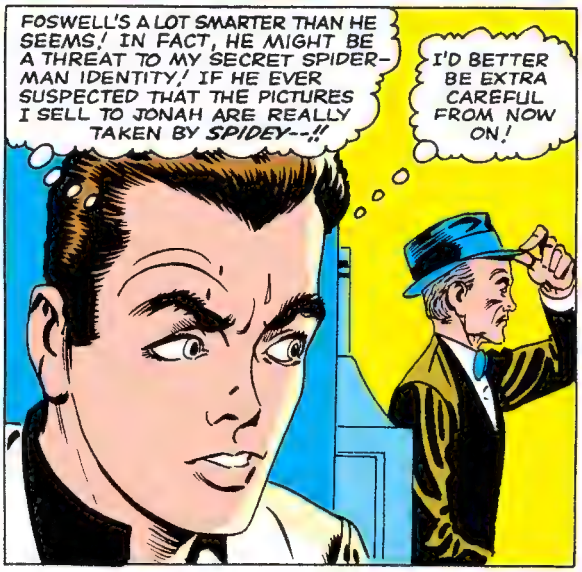
THEN IT WAS ALL A WASTE!! I WAS TOO SUCCESSFUL! IF THE WHOLE GANG IS IN JAIL, I'VE NOTHING TO TAKE OVER! I'M NO BETTER OFF THAN I WAS!
CLICK!

MEANWHILE...
NOTHING MORE I CAN DO AS SPIDER-MAN FOR A WHILE! I'D BETTER CHANGE BACK TO PETER PARKER AGAIN!


AND PERHAPS I'D BETTER GIVE AUNT MAY ANOTHER RING! I STILL WANT TO STOP AT JAMESON'S OFFICE BEFORE GOING HOME!

A BUSY SIGNAL! I GUESS SHE'S TALKING TO A NEIGHBOR! WELL, I'LL CALL LATER...!


THEN, REACHING THE OFFICE OF J. JONAH JAMESON, PETER OVERHEARS...
YOUR INFORMATION WAS HELPFUL TO THE POLICE, FOSWELL! IT LOOKS AS THOUGH LUCKY LOBO WILL BE BEHIND BARS FOR A LONG, LONG TIME! JUST WANTED YOU TO KNOW!
I'M GLAD, MR. JAMESON!
HMMM! FOSWELL'S TIP WAS RESPONSIBLE FOR THE POLICE GETTING THE GOODS ON LUCKY! AND, THE GOBLIN WANTED LUCKY OUT OF THE WAY! IS THERE SOME CONNECTION BETWEEN THE TWO OF THEM??


FOSWELL'S A LOT SMARTER THAN HE SEEMS! IN FACT, HE MIGHT BE A THREAT TO MY SECRET SPIDER-MAN IDENTITY! IF HE EVER SUSPECTED THAT THE PICTURES I SELL TO JONAH ARE REALLY TAKEN BY SPIDEY--!!
I'D BETTER BE EXTRA CAREFUL FROM NOW ON!

OH--ARE YOU HERE AGAIN?? IT'S ABOUT TIME YOU BROUGHT ME SOME PHOTOS, PARKER! I DON'T KEEP YOU AROUND BECAUSE I LIKE YOUR LOOKS! DO YOU HAVE ANY FOR ME?
EH--NO, MR. JAMESON! I, EH, I'VE BEEN KINDA BUSY LATELY!

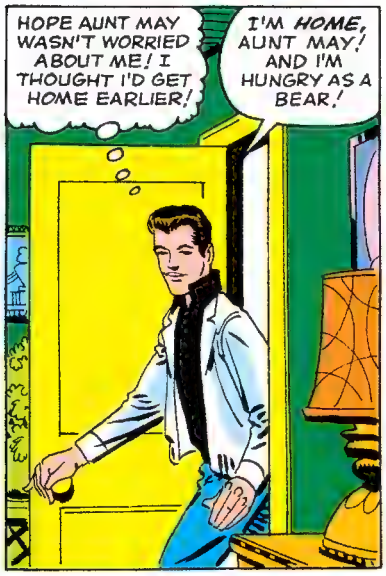
THE GOBLIN'S FLYING ALL OVER TOWN! LUCKY LOBO AND HIS MOB WERE JUST CAUGHT AND ARE AWAITING TRIAL! IT'S BEEN THE BIGGEST WEEK FOR CRIME NEWS IN MONTHS! BUT YOU'RE TOO BUSY TO TAKE ANY PICTURES!
I, EH--NEVER LOOKED AT IT THAT WAY BEFORE!

TOO BAD YOU DISAPPOINTED HIM ABOUT THOSE PICTURES, PETER!
WELL, LOTS OF PEOPLE DISAPPOINT OTHER PEOPLE, BETTY!
WHAT DO YOU MEAN BY THAT?
OH, NOTHING! SKIP IT!

MISS BRANT! HAVE YOU NOTHING BETTER TO DO THAN TALK TO THAT HAS-BEEN PHOTOGRAPHER?? WE STILL HAVE A NEWSPAPER TO PUBLISH AROUND HERE!
OH--YES SIR, MISTER JAMESON! I'LL BE RIGHT THERE!
I'VE GOT TO GO, ANYWAY!

WHEN WILL YOU CALL ME, PETER?
SOON AS I GET A CHANCE!
SHE STILL HASN'T MENTIONED THAT LETTER FROM NED LEEDS!

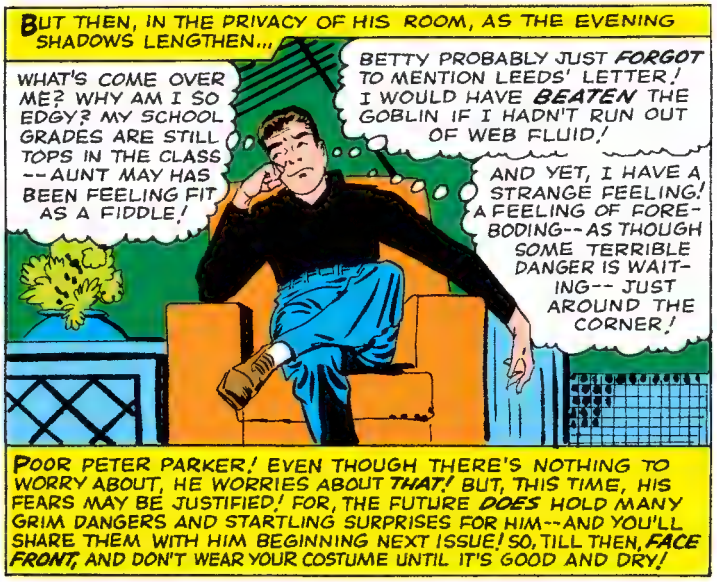
THERE'S FOSWELL, WAITING OUTSIDE THE BUILDING AGAIN! WHAT AM I SO JUMPY ABOUT? WHY DO I GET NERVOUS EVERY TIME I SEE HIM?!!


HOPE AUNT MAY WASN'T WORRIED ABOUT ME! I THOUGHT I'D GET HOME EARLIER!
I'M HOME, AUNT MAY! AND I'M HUNGRY AS A BEAR!

IT ALWAYS MAKES HER HAPPY WHEN I'M HUNGRY! SHE LOVES TO SEE ME EAT!
I WONDER WHERE SHE IS? SHE WASN'T DOWN-STAIRS!

MAYBE SHE'S LYING DOWN! I HOPE SHE DOESN'T FEEL ILL!
AUNT MAY-- ARE YOU HERE?
NOT A SIGN OF HER!

BUT THEN, MINUTES LATER, TO PETE'S RELIEF...
HELLO, PETER DEAR! DIDN'T YOU SEE MY NOTE? I LEFT A T.V. DINNER FOR YOU IN THE REFRIGERATOR!
I WENT NEXT DOOR TO MRS. WATSON'S FOR A VISIT! DO YOU FEEL ALL RIGHT, DEAR? YOU LOOK A BIT PEAKED!
OH, NO-- I'M FINE, AUNT MAY--JUST FINE!


BUT THEN, IN THE PRIVACY OF HIS ROOM, AS THE EVENING SHADOWS LENGTHEN...
WHAT'S COME OVER ME? WHY AM I SO EDGY? MY SCHOOL GRADES ARE STILL TOPS IN THE CLASS --AUNT MAY HAS BEEN FEELING FIT AS A FIDDLE!
BETTY PROBABLY JUST FORGOT TO MENTION LEEDS' LETTER! I WOULD HAVE BEATEN THE GOBLIN IF I HADN'T RUN OUT OF WEB FLUID!
AND YET, I HAVE A STRANGE FEELING! A FEELING OF FORE-BODING--AS THOUGH SOME TERRIBLE DANGER IS WAIT-ING-- JUST AROUND THE CORNER!
POOR PETER PARKER! EVEN THOUGH THERE'S NOTHING TO WORRY ABOUT, HE WORRIES ABOUT THAT! BUT, THIS TIME, HIS FEARS MAY BE JUSTIFIED! FOR, THE FUTURE DOES HOLD MANY GRIM DANGERS AND STARTLING SURPRISES FOR HIM--AND YOU'LL SHARE THEM WITH HIM BEGINNING NEXT ISSUE! SO, TILL THEN, FACE FRONT, AND DON'T WEAR YOUR COSTUME UNTIL IT'S GOOD AND DRY!

A MARVEL MASTERWORK
"SPIDEY"
...AND THOSE WHO'VE BEEN "CAUGHT" IN HIS WONDERFUL WEB!

SPIDER'S WEB

Dear Stan and Steve,

Why do you ever-loving, pen-pushing, ink-slopping boys down at Marvel comics hate Spider Man? In all my life I have never read any magazine which, like yours, makes things tough for its own hero. I have hundreds of comics at home and most of them are Marvel, 'cause they're the best. Every time I get a new SPIDER MAN comic, he's in worse trouble with the public. Why don't you let him finish at least one fight without being hampered by a sprained ankle, or numb arms and legs? Why can't he just have minor problems like fighting for his life, or simple things like that? Artwork: Probably the greatest and most explicitly enticing bit of workmanship in the world today. Stories: Without a doubt the most original, clever, miraculously offbeat and great in the country's history. Coloring: Found only in the great surging rainbows in the galaxy. Spelling: More than likely done with one of the hands of the legendary Gods of Asgard. Editor's Notes: Without a doubt the most informative tid-bits since the invention of the encyclopedia.

Tip Daniels, 971 Bonneville Way
Tooele, Utah

And—Fans: Wonderful enough to warm an editor's jaded heart!

Dear Stan and Steve,

SPIDER-MAN is the best mag you put out, next to the F.F. The art is so bad, it's good! #17 and #18 were very good. I have an idea for you. Put Spidey in College now. Please don't keep him in high school for twenty years for it would take the realism out. After he finished college, give him a job in Tony Stark's weapons factory, or give him the job now instead of having him sell pictures all his life. This job would be the supreme irony for which your mags are so famous. I think that once villains are beaten they really should never come back, because they are interested in more than just Spidey's defeat. I liked the villain in #17 and #18 because he was a civ-villain (civilian, get it?). Don't give Iceman the cold shoulder—let him get beat by Spidey. And Steve, please don't draw your heads so square!

Lenert Olson, 1129 Clarence
Oak Park, Ill. 60304

Look, Len—Steve's drawings have helped make Spidey one of Marvel's biggest sellers! So, if sturdy Stevey wants to draw square heads, why stop him? He may even make them fashionable!

Dear Stan and Steve,

You may be surprised to receive a letter from a parent, but I feel that some comments on your magazines are in order. First, my two children, 5½ and 10½, read most of the comics in the Marvel group and like them. I read them also, in order to have the information with which to answer any questions that might arise. I have found that most of them are intellectually stimulating to my older one since the story lines, while occasionally fantastic, are packed full of facts and ideas that lead on to other lines of inquiry. (Such as a study of Norse mythology, hypnosis, biology—to explain Spider-Man, radiation, history—Sgt. Fury who is still fighting World War II, and others.) When used with discretion, along with other books, plays, movies, and TV, your magazines fill a useful niche. My son is learning to read from them as well as other books. I was particularly impressed by SGT. FURY #6 in which bigotry and discrimination were discussed. It led to a greater explanation of anti-Semitism, the reasons why Kennedy was concerned over the fact that his election might have been affected by his being a Catholic, the current prominence of Freedom Riders, CORE, demonstrations for Negro rights, etc. Again I say, your group seems to maintain a high standard of creativity, and while I am not an indiscriminate purchaser of only comics, they seem to be good with much that is useful, pleasurable and entertaining.

Mrs. Rhoda Katerinsky, 1210 Sutter Ave.
Brooklyn, N. Y. 11208

Many thanks, Ma'am, and we hope that SGT. FURY will reciprocate by printing a letter saying something nice about SPIDER-MAN, the way *we* just printed your letter which seems to be mostly about the sarge!

Dear Stan and Steve,

We are Boy Scouts, and old fans of yours. We would like to rename our patrol the "Amazing Spider-Man Patrol"—with your permission, of course. We are in the American troop 184, London, England.

Woody Walker, U.K. Comm. RGN. Box 541
APO 09125, New York, N. Y.

Permission granted, Woody! We're very flattered! And, we suppose while most troops are practicing slip knots and rubbing sticks together, you guys will be studying your ceiling-walking, and web-spinning!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #37: For sheer spectacle and imaginative fantasy, you won't want to miss "Behold! A Distant Star!" in which the world's top super-team finds undreamed-of dangers on a faraway star! It's sheer Marvel magic!

AVENGERS #14: Another off-beat sensation for the world's mightiest costumed heroes! This one takes them to the farthest reaches of earth, pitting them against a menace like none they have ever fought before! You'll love it!

X-MEN #10: Possibly the greatest X-MEN saga of all time, introducing a fabulous character who will take your breath away! This one is so terrific that it'll make you realize why we simply can't produce an issue faster than every two months!

THOR #114: The mighty Thunder God finally battles a foe who is every bit as powerful as Thor himself! In fact, in some ways, our newest villain actually has the advantage! This one's a shocker!

STRANGE TALES #131: See why all of comicdom is talking about Bob Powell's takeover of the Torch/Thing strip. This talented whiz really makes them live! And Doctor Strange is still on the run! Two action-packed thrillers!

SUSPENSE #64: Wait till you see the new Black Widow, a new super-power and a captivating costume! Then, add the ever-popular Hawkeye, and put them both against the dramatic Iron Man! You'll also see Captain America and Bucky battling two menaces from the past! What more can we say!

ASTONISH #66: A real surprise is in store for you when Giant-Man is trapped by the awesome Madam Macabre! And wait till you see the Wasp fighting for their lives; Top it all off with the latest Hulk rampage behind the iron curtain! Wow-*EEE!*

SGT. FURY #16: This one will clearly demonstrate why the Howling Commandos are the most popular, most talked-about war mag heroes in the world today! It features our own brand of batty battling action in the mysterious tinderbox of North Africa! It's got everything!

Dear Stan and Steve,

Most of the letters I've read in Spider-Man's mag have been from boys. I thought I'd write to give you my point of view from the female angle. I don't think you are

giving Betty true-to-life female characteristics. Sooner or later she will have to admit that she's in love with Peter Parker! If she doesn't, he will never know that she feels the same way about him as he feels about her. As for blonde Liz Allen, if she wants to flirt with Pete, shouldn't she wait until Flash and Betty aren't around? Flash could beat Pete up and she will find herself without any girl friends if her attitude doesn't change. Pete's aunt needs to be a little more understanding if she's to reflect gracefully on our senior citizens. Of course, Peter will also have to learn to say "no" to his aunt unless he desires to remain tied to her apron strings. I'd love to hear from other fans, even those who disagree with my ideas on the characters in SPIDER-MAN. I should add that the comic is well illustrated and that I enjoy Spider-Man performing his feats.

Sandee Griffith, 4391 Byesville Blvd.
Dayton, Ohio 45431

Glad to have you with us, Sandee! And, as Harry Golden would say—Enjoy, enjoy!

Dear Stan and Steve,

The SPIDER-MAN stories you print always have the same theme. In issue 2, 3, 4, 5, 6, 7, 9, 12, 13, 15, and 17 the plots were the same. Spider-Man would fight the villain, be seemingly defeated, go and attend to his Peter Parker activities for awhile, and go back to beat the villain. The thing I don't understand is why the stories seem so new and entertaining with the same old plots?! I guess it's because they're written by Stan Lee. By the way, I read a magazine called MONSTERS TO LAUGH WITH containing various photos from different monster movies each with its own hilarious caption. It was written by our own Stan Lee, and is a must for any loyal Marvel madman!

Pete von Sholly, Qtrs. 34
Aberdeen Proving Ground, Md. 21005

And that means everybody, eh Pete? Well, ish #3 of M.T.L.W. is on sale now, and that's all we're gonna say about that clever, rib-tickling, original, exciting, fast-selling mag — because you know us — we never boast!

Dear Stan and Steve,

I have just read SPIDER-MAN #20 and it was the best mag I've ever read! The Scorpion was a good villain and I hope to see him back again. I think it was good for Spidey to fight a foe who was stronger than he. After issue #18 I had just about quit on ol' Spidey, but when I read #19 I was back in business again! I'm sure only the mighty Marvel staff could do something like that and come out all right.

Bill Miller, 718 S. Woodington Rd.
Baltimore, Md.

At least, we *hope* we came out all right, Billy! We haven't seen the final sales figures yet!

Dear Stan and Steve,

I've been reading the letters that have been written about having Spider-Man join a team. I say that having Spidey join a team is like having the Mandarin join the X-Men!

Sandy Loomis, Rt. #2, Box 252
Roswell, New Mex.

But you still haven't told us—should he join a team??

Dear Stan and Steve,

I would like to mention one thing that appeared in SPIDER-MAN #17—"The Return of the Green Goblin." On page 17, panel 1 you showed Peter Parker running into the Spidey Fan Club without any shoes on—thus revealing Spidey's boots. Then on page 18, panel 1 you showed Peter Parker running out with his boots still on. I am sure that anybody with their eyes open would have noticed that, especially in a large crowd!

John Waler, 32-A Maxwell A.F.B.
Montgomery, Ala.

But who said their eyes were *open*, Johnny? (We figure when we're caught dead to rights, the best thing to do is give *any* answer and run for the hills!)

Dear Stan and Steve,

I enjoy SPIDER-MAN very much. He is the best of your super-heroes. However, I have a few suggestions that I think would improve him considerably. 1) Lately you have been making him too powerful. Make him lose sometimes—this goes for all your Marvel heroes, especially that arrogant Thor. 2) Since you have made him popular with the public, things have been a little too rosy for my hero. His problems were what made him different. Now that they are gone, he is slowly becoming (ugh) normal. Do you know Spidey is wanted by the F.B.I., has been charged with arson twice, is wanted on several damages charges and is suspected of springing Blackie Barker! With all these counts against him, I hardly see why the public likes him. 3) Keep his life as Peter Parker an important part of each book. In all sincerity, I think these suggestions would improve Spider-Man to the highest degree.

James Shooter, 3247 Thornwood. Dr.
Bethel Park, Pa.

We'll kick your ideas around for a while, Jimmy. However, you've got a better memory than ol' Stan! He's busy hunting for sunny Stevey Ditko to ask him if he remembers who the dickens Blackie Barker is??

Dear Stan and Steve,

I just read SPIDER-MAN #18 and I didn't like it. How do you think *Spidey* feels about it? A mag like that can give a guy a bad name. I'll admit it kept me on the edge of my seat with suspense, but I felt sorry for my idol, losing his girl and all. As for Flash Thompson, I think he is an absolute dope—*not* for sticking with Spidey when the chips are down, but for running around town losing fights and making Spider-Man look like a nut! In your Special Announcements Section in DAREDEVIL you asked our opinions on who he should fight. I think he should fight super-villains because why should a super-hero waste time on villains like the Enforcers or the Fixer? I don't think you should put one story into two mags because most of the time someone gets the first one but misses the second one. Then they start to complain. I have solved that problem—for all Spidey's fans that have that problem, I can tell you how to solve it in three words—get a subscription!

Doug Banker, 6847 Weller Dr.
Rockford, Mich.

How about that? You start out writing what seems to be a pan letter, Doug, and then it ends up as a subscription ad for us! Y'know something? We think our pals out there in Marveland must be as mixed-up as we are!

SPECIAL ANNOUNCEMENTS SECTION:

—Looks as though ol' Spidey's been goofing off lately! He isn't guest-starred in a single, solitary Marvel mag this month! And that's the way the rest of our bullpen likes it! Nobody but Steve can think of drawing all those millions of pieces of webbing over and over again without shuddering! (In fact, we suspect that Steve does his share of shuddering, too—but he hides in his web, where no one can see!)

—We've received a zillion letters during the past six months, with all sorts of guesses about who the Green Goblin really is! And, after the yarn you've just read in this ish, we're sure to be receiving zillions more! Well, we're not about to reveal Gobby's true identity for quite a while, but we'll give you this little hint—Stan and Steve are much too tricky to let him turn out to be anyone that you'd easily suspect! There! Chew on that for a while!

—We hate to insert big globs of advertising copy in these paragraphs, so we'll go easy on the M.M.M.S. this ish! All we want to say is that early returns so far indicate that it's gonna be the most successful club anyone can have—without bunnies, that is! So, if you're one of the misguided few who haven't joined up yet, you might as well break down and send in your buck—if only to stop us from repeating this sales pitch all the time! And don't be surprised if you see Spidey himself at our next meeting or march!

—Well, we can't hold it back any longer! We've jus' got to give you a hint of what you'll find in our next great issue! It *had* to happen! Poor Spidey actually begins to crack up! He goes off the deep end! He pops his cork! And, as if that isn't enough to make SPIDER-MAN #24 an instant sellout, you'll also see some guest villains in that same sensational ish! Plus, more excitement and surprises than you can shake a web at! Remember, Spidey is for that new breed of reader—the reader who wants a mag to talk his language after plunking down 12¢ for it! In other words, as if you don't already know, Spidey is for *you!*—But don't tell Jonah we said so!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
IND.
24 MAY
"SPIDER-MAN GOES MAD!"
A STARTLING MYSTERY TALE IN THE MIGHTY MARVEL TRADITION!
THE M.M.M.S. WANTS YOU!
ANOTHER SMASHING, OFF-BEAT THRILLER FOR THE GREAT NEW BREED OF MAGAZINE READER... FOR YOU!

SPIDER-MAN
THE SHOCKER YOU NEVER EXPECTED TO READ!
"SPIDER-MAN GOES MAD!"
ANOTHER TOWERING TRIUMPH FROM THE HOUSE OF IDEAS!
PACKED WITH MORE ACTION, THRILLS, AND SURPRISE VILLAINS THAN YOU CAN SHAKE A WEB AT!
MIGHTY SCRIPT BY: STAN LEE
POWERFUL ART BY: STEVE DITKO
A LOTTA LETTERING BY: S. ROSEN

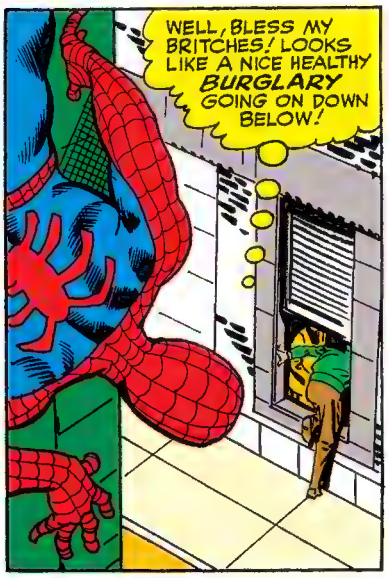
THIS IS THE HOUSE PETER PARKER LIVES IN! AND, WHAT COULD BE MORE NATURAL THAN FINDING PETER PARKER HIMSELF INSIDE!? THE DOORBELL HAS JUST RUNG, PETE HAS JUST ANSWERED IT, AND AWAAAY WE GO...!
IT'S A C.O.D. FOR MAY PARKER... $6.75!
AUNT MAY'S NOT HERE! I'LL GET THE MONEY FROM THE COOKIE JAR!
HMM... NOT MUCH LEFT!

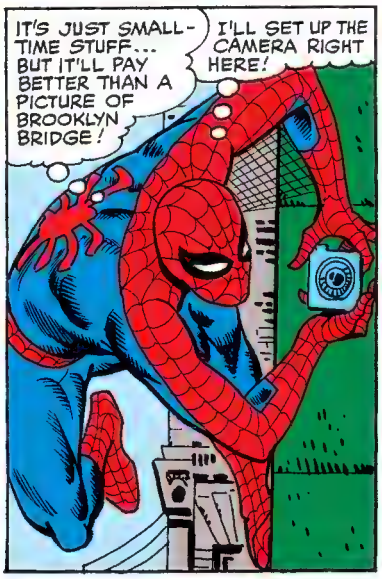
HERE'S SEVEN BUCKS...KEEP THE CHANGE!
IT'S THE NEW HAT SHE BOUGHT FOR MRS. WATSON'S TEA PARTY!

POOR AUNT MAY...NO MATTER HOW SHE SCRIMPS AND PINCHES PENNIES, WE JUST CAN'T SAVE ANY MONEY! I'VE GOT TO HELP OUT SOMEHOW!
AND, I KNOW JUST THE WAY TO DO IT!

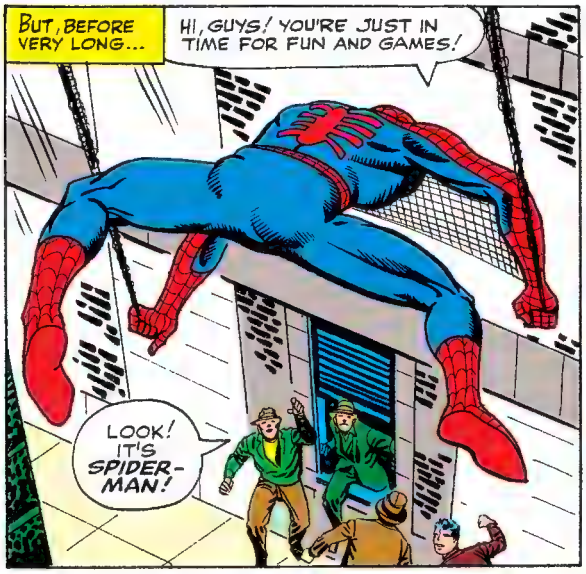
EXACTLY FIVE MINUTES LATER...
I HAVEN'T SOLD ANY NEWS PHOTOS TO JONAH JAMESON IN WEEKS BECAUSE I'VE BEEN BUSY STUDYING!
BUT NOW, WITH MY TRUSTY OL' CAMERA HOOKED TO MY BELT, I'M GONNA FIND SOME HOT NEWS SCOOP TO PHOTOGRAPH, JUST LIKE A FRIENDLY NEIGHBORHOOD SPIDER-MAN SHOULD!

JUST MY LUCK! I'VE NEVER SEEN THE CITY SO QUIET! I CAN'T EVEN FIND A JAY-WALKER, OR A BIG, BAD LITTERBUG TO PHOTOGRAPH!
UH OH! WHAT'S THAT DOWN THERE?!!


WELL, BLESS MY BRITCHES! LOOKS LIKE A NICE HEALTHY BURGLARY GOING ON DOWN BELOW!


IT'S JUST SMALL-TIME STUFF... BUT IT'LL PAY BETTER THAN A PICTURE OF BROOKLYN BRIDGE!
I'LL SET UP THE CAMERA RIGHT HERE!

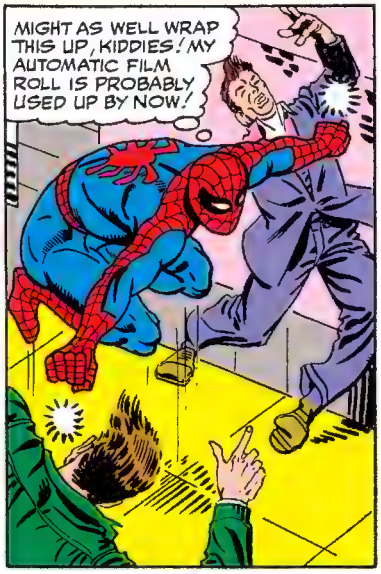
NOW, ALL I'VE GOT TO DO IS WAIT TILL THEY COME OUT WITH THEIR LOOT!
MY ONLY DANGER IS... I MAY GET BORED TO DEATH!


BUT, BEFORE VERY LONG...
HI, GUYS! YOU'RE JUST IN TIME FOR FUN AND GAMES!
LOOK! IT'S SPIDER-MAN!

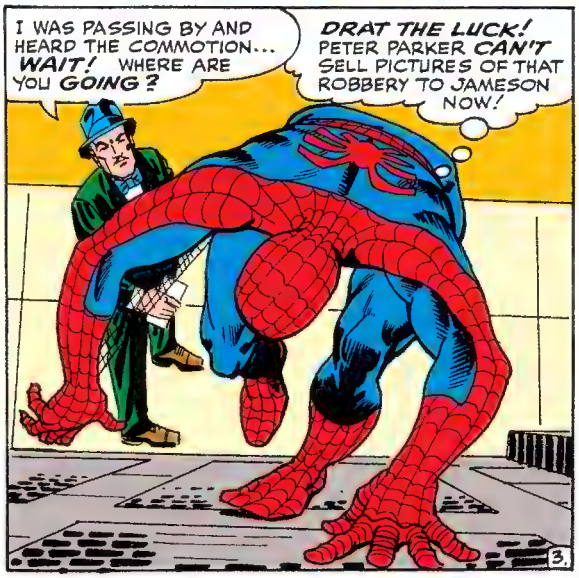
AW, SHUCKS! I WANTED IT TO BE A SURPRISE!
WELL, NOW THAT YOU RECOGNIZE ME, LET'S GET BETTER ACQUAINTED!

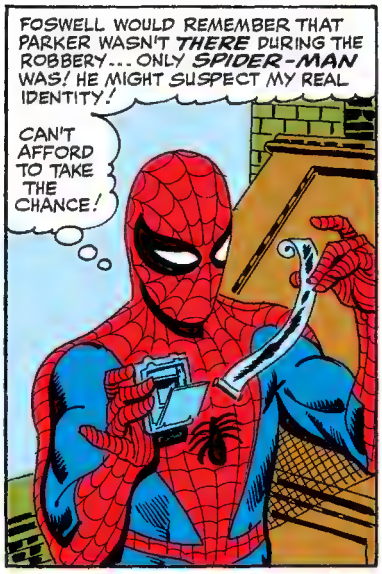
WAIT! DON'T BE SHY! HANG AROUND A WHILE!
I MUSTN'T LET THEM GET OUT OF CAMERA RANGE!

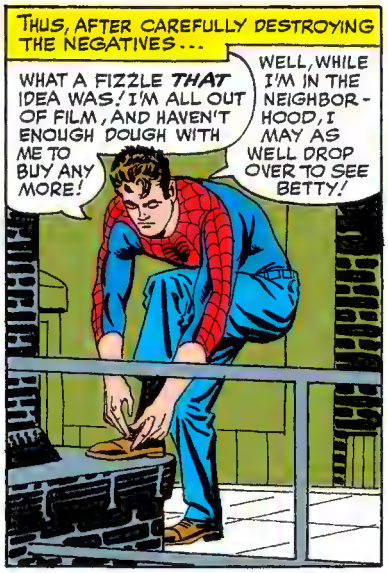
I'LL BET THIS LOOKS AWFULLY IMPRESSIVE IN LIVING COLOR!


MIGHT AS WELL WRAP THIS UP, KIDDIES! MY AUTOMATIC FILM ROLL IS PROBABLY USED UP BY NOW!

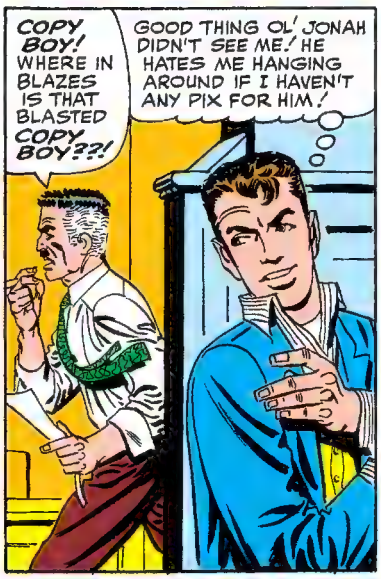
UH OH! MY SPIDER-SENSE IS TINGLING! SOMEONE'S BEHIND ME!
OH, NO!! IT'S FOSWELL! HE'S STILL WORKING FOR JONAH JAMESON!
DON'T LOOK AT ME THAT WAY, SPIDER-MAN! I'M NOT ONE OF THAT GANG! I'M A REPORTER!
PRESS


I WAS PASSING BY AND HEARD THE COMMOTION... WAIT! WHERE ARE YOU GOING?
DRAT THE LUCK! PETER PARKER CAN'T SELL PICTURES OF THAT ROBBERY TO JAMESON NOW!

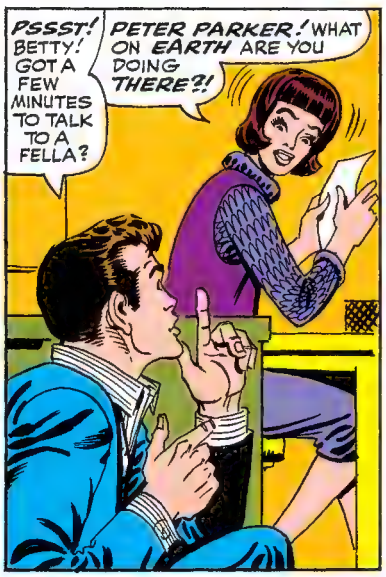

FOSWELL WOULD REMEMBER THAT PARKER WASN'T THERE DURING THE ROBBERY... ONLY SPIDER-MAN WAS! HE MIGHT SUSPECT MY REAL IDENTITY!
CAN'T AFFORD TO TAKE THE CHANCE!


THUS, AFTER CAREFULLY DESTROYING THE NEGATIVES...
WHAT A FIZZLE THAT IDEA WAS! I'M ALL OUT OF FILM, AND HAVEN'T ENOUGH DOUGH WITH ME TO BUY ANY MORE!
WELL, WHILE I'M IN THE NEIGHBOR-HOOD, I MAY AS WELL DROP OVER TO SEE BETTY!

MAYBE SHE CAN GIVE ME A LEAD ABOUT A PHOTO SCOOP WHICH...
UH-OH! I'D BETTER DUCK FAST!


COPY BOY! WHERE IN BLAZES IS THAT BLASTED COPY BOY??!
GOOD THING OL' JONAH DIDN'T SEE ME! HE HATES ME HANGING AROUND IF I HAVEN'T ANY PIX FOR HIM!

COPEEEE BOYYY!
I SURE WOULDN'T WANT TO BE THE MISSING COPY BOY WHEN JJ FINDS HIM! WELL, NOW'S MY CHANCE..!

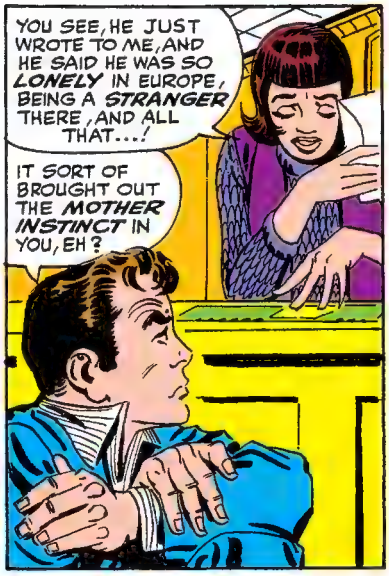

PSSST! BETTY! GOT A FEW MINUTES TO TALK TO A FELLA?
PETER PARKER! WHAT ON EARTH ARE YOU DOING THERE?!

HIDING FROM OL' STONE-FACE! BOY! HOW CAN YOU STAND HIM ALL DAY?
OH, HIS BARK IS WORSE THAN HIS BITE!
HONEST-LY! YOU LOOK SO SILLY DOWN THERE!

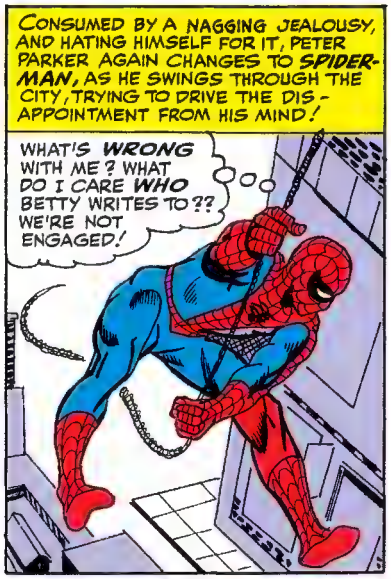
BETTER GET DOWN! MR. FOSWELL IS PASSING BY!
OW! NOW I KNOW HOW THE THREE STOOGES MUST FEEL!

YOU DROPPED A LETTER, BETTY!
IT..IT'S ADDRESSED TO NED LEEDS... THE REPORTER WHO'S IN EUROPE!
SHE'S STILL WRITING TO HIM!

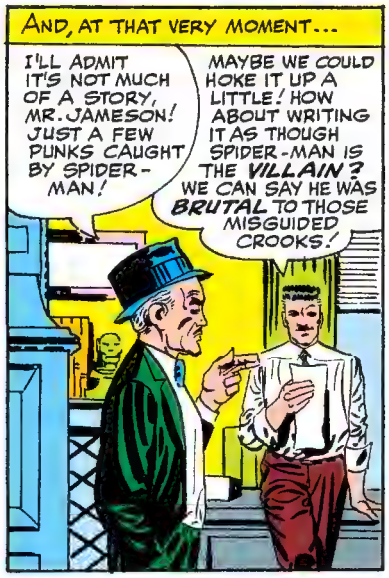
OH! YOU... YOU FOUND MY LETTER!
COULDN'T HELP IT, BETTY! IT FELL RIGHT INTO MY HANDS!
I DIDN'T KNOW THAT YOU WERE STILL WRITING TO NED!


YOU SEE, HE JUST WROTE TO ME, AND HE SAID HE WAS SO LONELY IN EUROPE, BEING A STRANGER THERE, AND ALL THAT...!
IT SORT OF BROUGHT OUT THE MOTHER INSTINCT IN YOU, EH?

PETER! I NEVER HEARD THAT TONE IN YOUR VOICE BEFORE! WAIT! YOU'RE NOT ANGRY, ARE YOU?
WHY SHOULD I BE ANGRY? JUST 'CAUSE MY GIRL WRITES TO SOME OTHER FELLA??
I'VE GOT TO GO NOW! REGARDS TO YOUR PEN PAL!


CONSUMED BY A NAGGING JEALOUSY, AND HATING HIMSELF FOR IT, PETER PARKER AGAIN CHANGES TO SPIDER-MAN, AS HE SWINGS THROUGH THE CITY, TRYING TO DRIVE THE DISAPPOINTMENT FROM HIS MIND!
WHAT'S WRONG WITH ME? WHAT DO I CARE WHO BETTY WRITES TO?? WE'RE NOT ENGAGED!

THEN, FINALLY, THE MOOD PASSES, AND...
I'D BETTER GET HOME BEFORE AUNT MAY RETURNS!
I WONDER IF FOSWELL AND JONAH WILL USE THE STORY OF ME NABBING THOSE BURGLARS?


AND, AT THAT VERY MOMENT...
I'LL ADMIT IT'S NOT MUCH OF A STORY, MR. JAMESON! JUST A FEW PUNKS CAUGHT BY SPIDER-MAN!
MAYBE WE COULD HOKE IT UP A LITTLE! HOW ABOUT WRITING IT AS THOUGH SPIDER-MAN IS THE VILLAIN? WE CAN SAY HE WAS BRUTAL TO THOSE MISGUIDED CROOKS!

SPIDER-MAN IS THE ONE WHO SENT YOU TO JAIL MONTHS AGO, FOSWELL!* HOW DO YOU FEEL ABOUT HIM NOW?
I.. I TRY NOT TO THINK ABOUT HIM ANY MORE!
*AS SEEN IN SPIDEY #10.. STAN.

OKAY, FOSWELL, LET ONE OF THE SOB SISTERS REWRITE YOUR STORY AND PUT SOME SCHMALTZ IN IT!
I'LL BET HE'S ONE GUY WHO HATES THAT MASKED MENACE MORE THAN I DO!!

SAY! THAT GIVES ME A GREAT IDEA FOR A NEW SERIES! INSTEAD OF ME ALWAYS WRITING EDITORIALS AGAINST HIM, I'LL PRINT OTHER PEOPLES' OPINIONS ABOUT WHY THEY ALL HATE HIM!

THE VERY NEXT DAY, JONAH JAMESON HAS REPORTERS INTERVIEWING PEOPLE ALL OVER TOWN...

NOW THEN, MA'AM, IF YOU'LL JUST SPEAK INTO THE MICROPHONE, I'LL GET YOUR ANSWER DOWN ON TAPE! WHY DO YOU HATE SPIDER-MAN?

BUT...I NEVER SAID I *DO* HATE SPIDER-MAN!

LOOK, DO YOU WANT YOUR NAME AND PICTURE IN THE PAPER, OR DON'T YOU?

WELL, GIVE ME A MINUTE... I'LL THINK OF *SOME* REASON...

AND, UNDER THE RIGHT KIND OF QUESTIONING, IT ISN'T LONG BEFORE THE DAILY BUGLE REPORTERS HAVE THE ANSWERS JAMESON WANTS...!

IF YOU ASK *ME*, HE'S TOO CREEPY-LOOKING IN THAT MASK AND COSTUME!

EVERYONE *KNOWS* HE'S A PUBLIC MENACE! I SAY HE SHOULD BE PUT IN JAIL...FOR *LIFE!*

WHAT HONEST MAN WOULD PROWL THE CITY AT NIGHT THE WAY *HE* DOES??

IF HE AIN'T JUST A PLAIN *CROOK*, WHY DON'T HE TELL EVERYBODY WHO HE *IS*??

ANSWER ME *THAT!*

I SAY HE'S A *COWARD!* HE FIGHTS AND THEN RUNS AWAY!

BUT, IN THE VAST SPRAWLING METROPOLIS, THERE IS *ONE* WHO IS EVER LOYAL TO SPIDER-MAN...!

HEY! ONE SIDE... *ONE SIDE!* LET ME *THROUGH!* I WANNA TALK TO THAT CRUMB!

PRESS

LOOK, BIG MOUTH, MY NAME'S FLASH THOMPSON, AND I'M CAPTAIN OF THE MIDTOWN HIGH FOOTBALL TEAM! I THINK SPIDEY'S THE *GREATEST!* AND YOU BETTER *PRINT* THAT!

EH, AH, SORRY, SON... I'M ALL OUT OF *TAPE* NOW!

IF YOU KEEP QUOTING ONLY THE PEOPLE WHO *HATE* SPIDER-MAN, THE ONLY TAPE *YOU'LL* NEED WILL BE *ADHESIVE TAPE* ...TO PUT ON THE FAT LIP I'LL GIVE YOU! DO YOU *READ* ME??

SURE! SURE! WE ALWAYS TRY TO BE *FAIR* ON THE BUGLE! WELL, EH... I'VE GOTTA RUN NOW!

MEANTIME, LIZ ALLAN, FLASH'S RELUCTANT GIRL FRIEND, SPEAKS TO PETER PARKER...

PETEY, YOU'RE THE BEST STUDENT IN THE ENTIRE SENIOR CLASS! I WONDER IF YOU'D DO ME A BIG FAVOR?

SURE, LIZ! ANYTHING I *CAN!* WHAT *IS* IT?

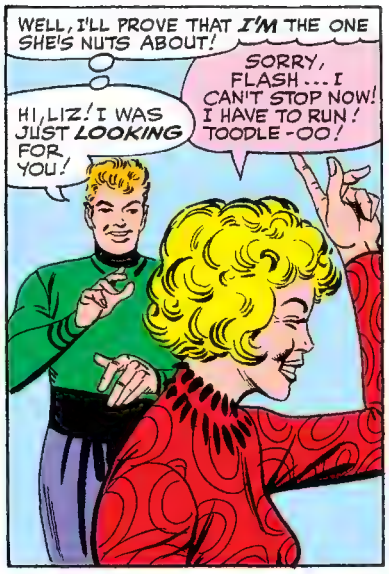
I'M DOING BADLY IN MY GRADES IN *SCIENCE!* I WAS WONDERING IF YOU COULD *COACH* ME SOME EVENING? YOU'RE SUCH A WHIZ AT IT!

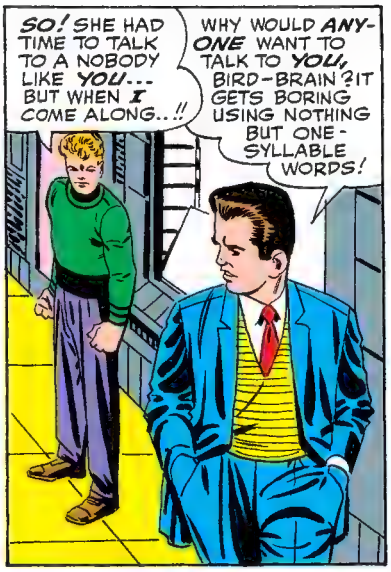
SURE, LIZ! THE FIRST CHANCE I GET! I'LL BE GLAD TO!

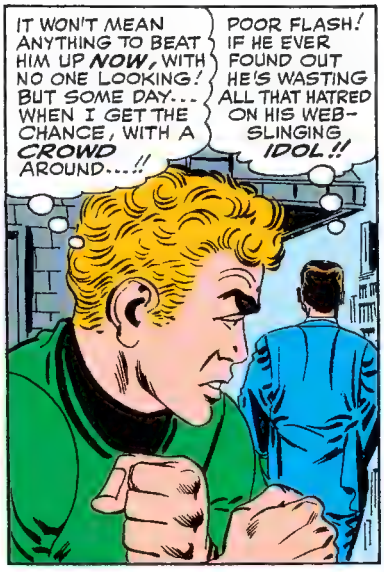
BUT, BY NOW, SPIDER-MAN'S BIGGEST FAN HAS REACHED THE SCENE...

PUNY PARKER'S TRYIN' TO BEAT MY TIME WITH LIZ AGAIN! HOW I *HATE* THAT EGG-HEADED BOOKWORM!

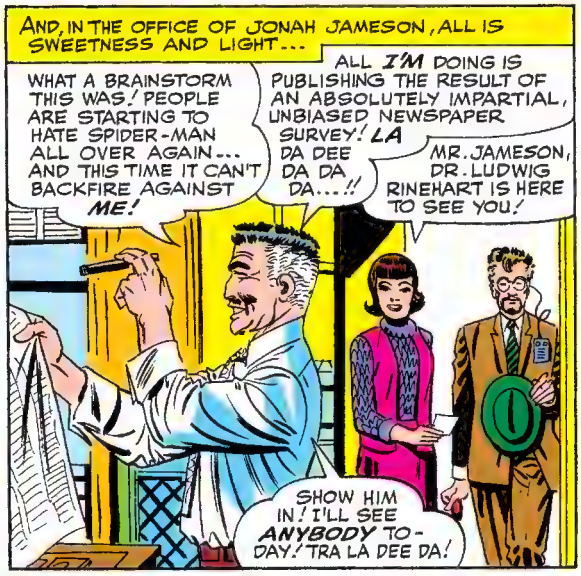
THANKS A MILLION, PETEY, DEAR!

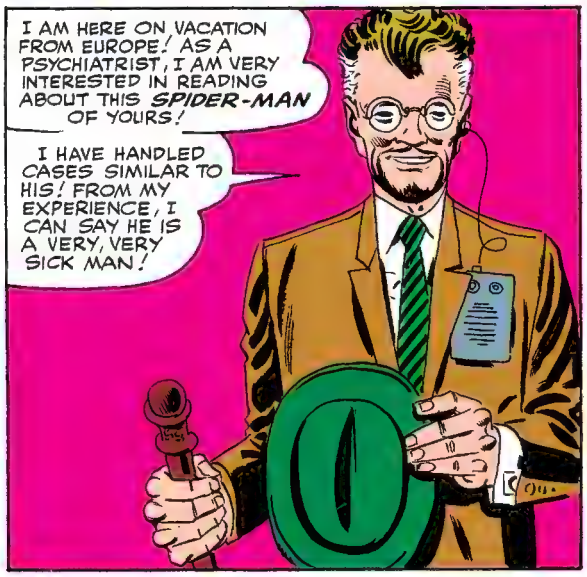

WELL, I'LL PROVE THAT I'M THE ONE SHE'S NUTS ABOUT!
SORRY, FLASH... I CAN'T STOP NOW! I HAVE TO RUN! TOODLE-OO!
HI, LIZ! I WAS JUST LOOKING FOR YOU!

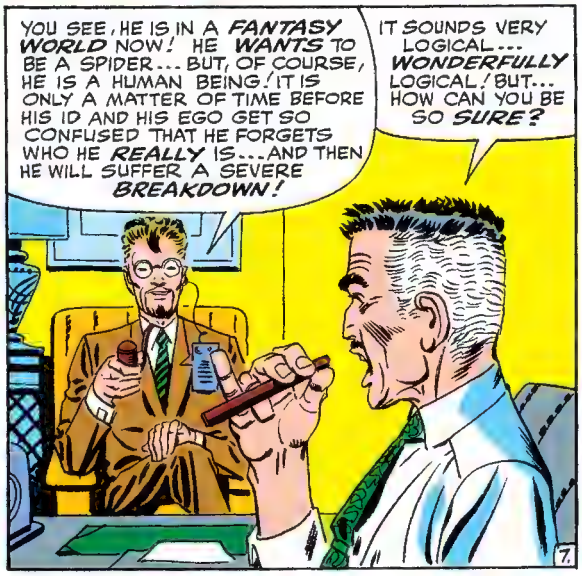

SO! SHE HAD TIME TO TALK TO A NOBODY LIKE YOU... BUT WHEN I COME ALONG..!!
WHY WOULD ANYONE WANT TO TALK TO YOU, BIRD-BRAIN? IT GETS BORING USING NOTHING BUT ONE-SYLLABLE WORDS!


IT WON'T MEAN ANYTHING TO BEAT HIM UP NOW, WITH NO ONE LOOKING! BUT SOME DAY... WHEN I GET THE CHANCE, WITH A CROWD AROUND...!!
POOR FLASH! IF HE EVER FOUND OUT HE'S WASTING ALL THAT HATRED ON HIS WEB-SLINGING IDOL!!

MEANWHILE, THE FIRST OF JAMESON'S NEW ANTI-SPIDER-MAN SERIES HITS THE STREETS AND ALMOST IMMEDIATELY BECOMES THE TALK OF THE TOWN...
I NEVER THOUGHT SPIDER-MAN WAS SO BAD... BUT EVERYBODY ELSE DOES! I GUESS I WAS WRONG!
YEAH! HE MUST BE A MENACE IF EVERYONE SAYS HE IS!
I'M GOING TO WRITE TO THE MAYOR! WHY ISN'T SPIDER-MAN BEHIND BARS??
I SAY WE OUGHTA GET UP A PETITION!

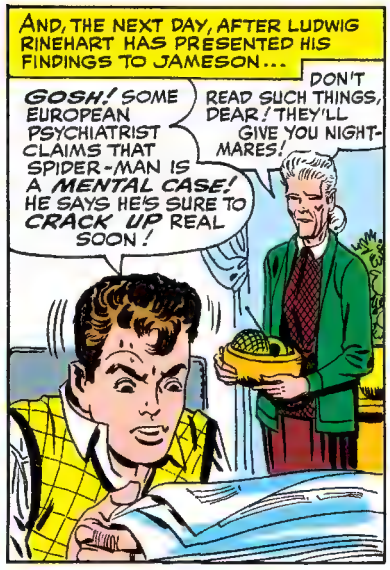

AND, IN THE OFFICE OF JONAH JAMESON, ALL IS SWEETNESS AND LIGHT...
WHAT A BRAINSTORM THIS WAS! PEOPLE ARE STARTING TO HATE SPIDER-MAN ALL OVER AGAIN... AND THIS TIME IT CAN'T BACKFIRE AGAINST ME!
ALL I'M DOING IS PUBLISHING THE RESULT OF AN ABSOLUTELY IMPARTIAL, UNBIASED NEWSPAPER SURVEY! LA DA DEE DA DA DA...!!
MR. JAMESON, DR. LUDWIG RINEHART IS HERE TO SEE YOU!
SHOW HIM IN! I'LL SEE ANYBODY TODAY! TRA LA DEE DA!


I AM HERE ON VACATION FROM EUROPE! AS A PSYCHIATRIST, I AM VERY INTERESTED IN READING ABOUT THIS SPIDER-MAN OF YOURS!
I HAVE HANDLED CASES SIMILAR TO HIS! FROM MY EXPERIENCE, I CAN SAY HE IS A VERY, VERY SICK MAN!


YOU SEE, HE IS IN A FANTASY WORLD NOW! HE WANTS TO BE A SPIDER... BUT, OF COURSE, HE IS A HUMAN BEING! IT IS ONLY A MATTER OF TIME BEFORE HIS ID AND HIS EGO GET SO CONFUSED THAT HE FORGETS WHO HE REALLY IS... AND THEN HE WILL SUFFER A SEVERE BREAKDOWN!
IT SOUNDS VERY LOGICAL... WONDERFULLY LOGICAL! BUT... HOW CAN YOU BE SO SURE?

IF YOU ARE INTERESTED, I WOULD BE HAPPY TO PROVIDE PROOF OF MY THEORY! THIS CASE INTERESTS ME GREATLY! I HAVE MUCH DATA I CAN SHOW YOU!
EXCELLENT! COME BACK TONIGHT, AT EIGHT! I'LL BE WAITING TO SEE YOUR PROOF, DOCTOR!

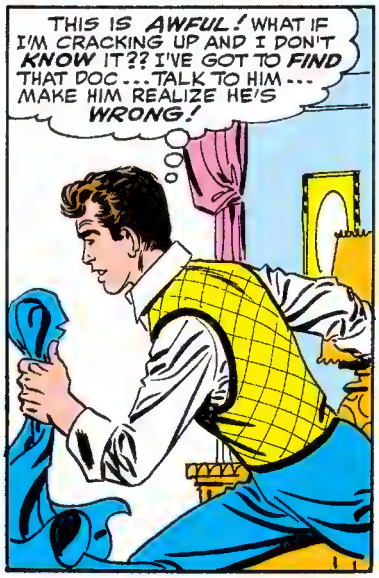
THEN, AS SOON AS THE PSYCHIATRIST HAS DEPARTED...
GET ME THE PRESS ROOM! PREPARE FOR AN EXTRA! AN INTERVIEW WITH A FAMOUS DOCTOR WHO CAN PROVE SPIDER-MAN IS A NUT!!
MISS BRANT! SEND MY EDITORS IN HERE... FAST!

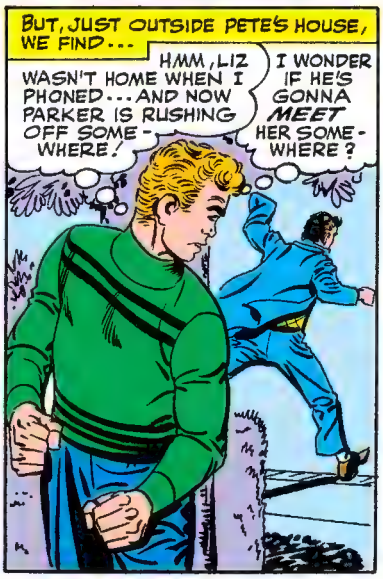

AND, THE NEXT DAY, AFTER LUDWIG RINEHART HAS PRESENTED HIS FINDINGS TO JAMESON...
GOSH! SOME EUROPEAN PSYCHIATRIST CLAIMS THAT SPIDER-MAN IS A MENTAL CASE! HE SAYS HE'S SURE TO CRACK UP REAL SOON!
DON'T READ SUCH THINGS, DEAR! THEY'LL GIVE YOU NIGHTMARES!

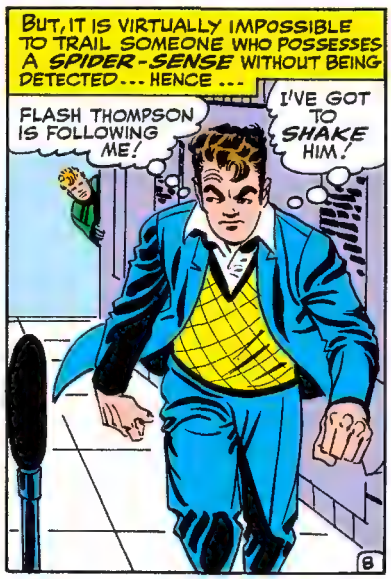
THEY SHOULDN'T PRINT ALL THAT ALARMING CRIME NEWS FOR YOUNG, IMPRESSIONABLE BOYS AND GIRLS TO READ!
HUH? OH, N-NO, I GUESS NOT, AUNT MAY!
WHEW! ALMOST GAVE MYSELF AWAY!

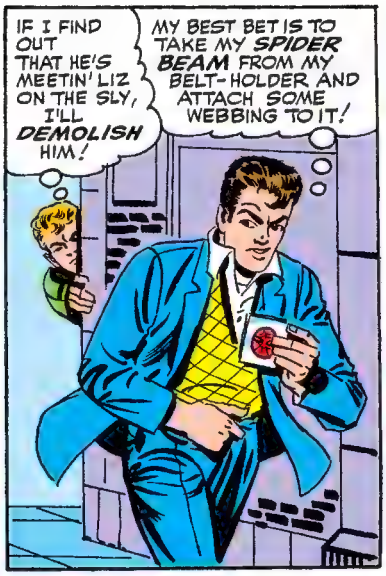
IF YOU ASK ME, THAT HORRIBLE SPIDER-MAN SHOULD BE PUT IN PRISON, JUST LIKE ANY OTHER MENACE TO SOCIETY!
I'VE GOT TO CALL BETTY... SEE WHAT SHE KNOWS ABOUT DR. RINEHART!

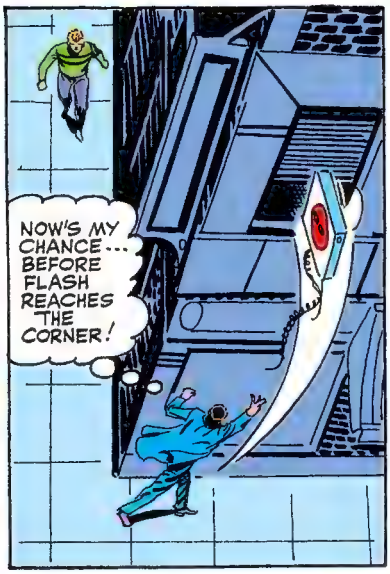
AND SO...
YES, PETER ...THE ARTICLE IS TRUE! IT SEEMS THIS DR. LUDWIG RINEHART IS A FAMOUS EUROPEAN PSYCHIATRIST WHO IS AN EXPERT ON CASES LIKE THIS! HE IS CONVINCED SPIDER-MAN WILL SOON BECOME A MENTAL CASE!
PETER! WHY DON'T YOU SAY SOMETHING?

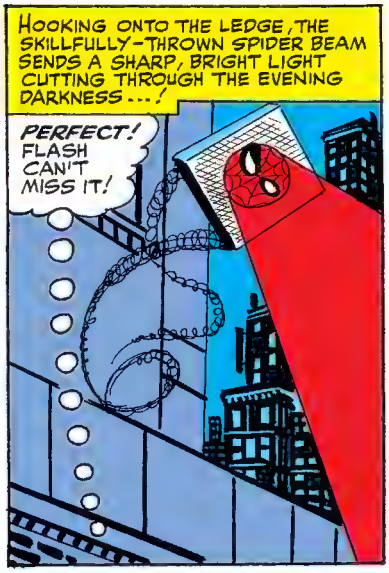

THIS IS AWFUL! WHAT IF I'M CRACKING UP AND I DON'T KNOW IT?? I'VE GOT TO FIND THAT DOC...TALK TO HIM... MAKE HIM REALIZE HE'S WRONG!

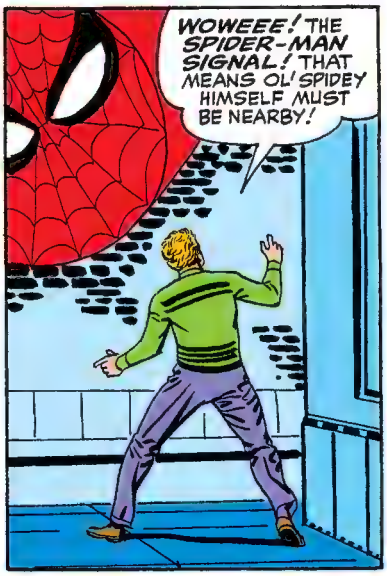

BUT, JUST OUTSIDE PETE'S HOUSE, WE FIND...
HMM, LIZ WASN'T HOME WHEN I PHONED...AND NOW PARKER IS RUSHING OFF SOMEWHERE!
I WONDER IF HE'S GONNA MEET HER SOMEWHERE?

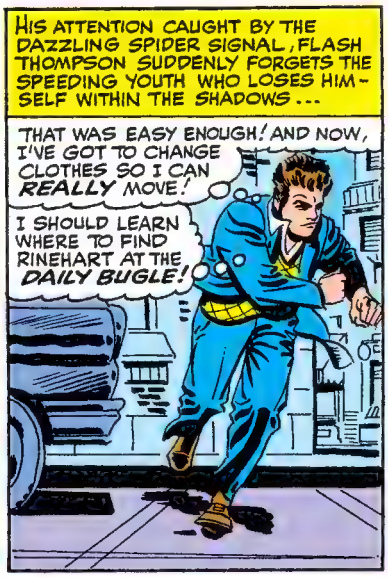

BUT, IT IS VIRTUALLY IMPOSSIBLE TO TRAIL SOMEONE WHO POSSESSES A SPIDER-SENSE WITHOUT BEING DETECTED...HENCE...
FLASH THOMPSON IS FOLLOWING ME!
I'VE GOT TO SHAKE HIM!

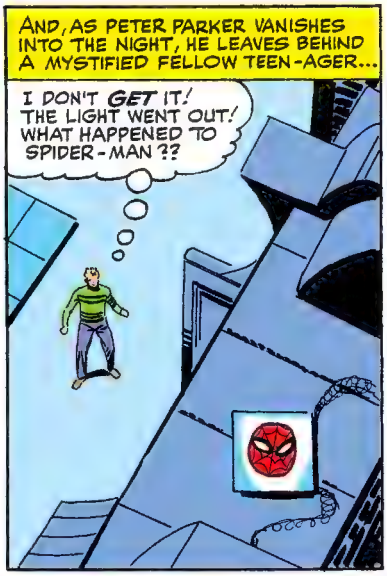

IF I FIND OUT THAT HE'S MEETIN' LIZ ON THE SLY, I'LL DEMOLISH HIM!
MY BEST BET IS TO TAKE MY SPIDER BEAM FROM MY BELT-HOLDER AND ATTACH SOME WEBBING TO IT!


NOW'S MY CHANCE... BEFORE FLASH REACHES THE CORNER!

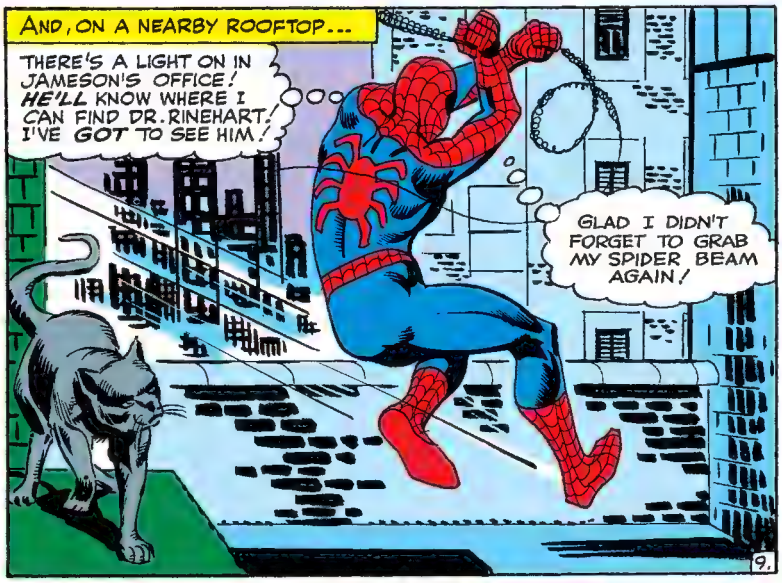

HOOKING ONTO THE LEDGE, THE SKILLFULLY-THROWN SPIDER BEAM SENDS A SHARP, BRIGHT LIGHT CUTTING THROUGH THE EVENING DARKNESS...!
PERFECT! FLASH CAN'T MISS IT!

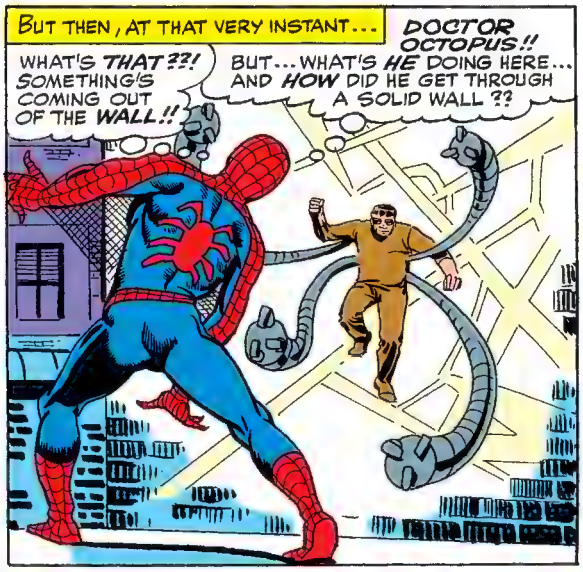

WOWEEE! THE SPIDER-MAN SIGNAL! THAT MEANS OL' SPIDEY HIMSELF MUST BE NEARBY!


HIS ATTENTION CAUGHT BY THE DAZZLING SPIDER SIGNAL, FLASH THOMPSON SUDDENLY FORGETS THE SPEEDING YOUTH WHO LOSES HIMSELF WITHIN THE SHADOWS...
THAT WAS EASY ENOUGH! AND NOW, I'VE GOT TO CHANGE CLOTHES SO I CAN REALLY MOVE!
I SHOULD LEARN WHERE TO FIND RINEHART AT THE DAILY BUGLE!

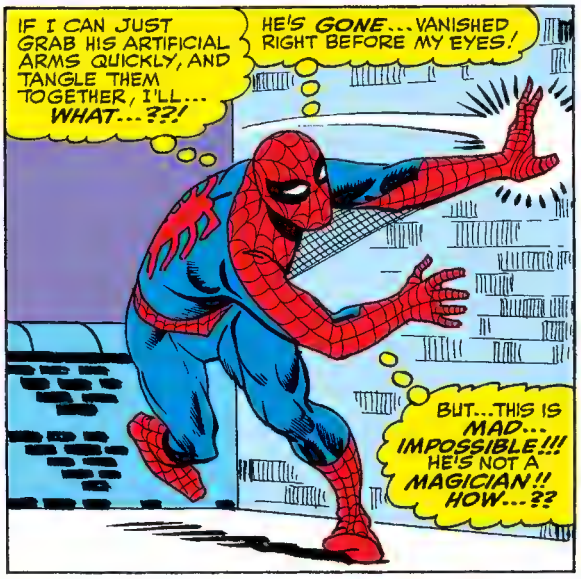

AND, AS PETER PARKER VANISHES INTO THE NIGHT, HE LEAVES BEHIND A MYSTIFIED FELLOW TEEN-AGER...
I DON'T GET IT! THE LIGHT WENT OUT! WHAT HAPPENED TO SPIDER-MAN??

MEANTIME, AT THE BUGLE OFFICES...
IT'S DOCTOR RINEHART, MR. JAMESON! HE'LL BE OVER LATER TONIGHT WITH STILL MORE EVIDENCE THAT SPIDER-MAN'S SANITY CAN'T LAST MUCH LONGER!
GOOD! GOOD! I'LL WAIT HERE ALL NIGHT FOR NEWS LIKE THAT!


AND, ON A NEARBY ROOFTOP...
THERE'S A LIGHT ON IN JAMESON'S OFFICE! HE'LL KNOW WHERE I CAN FIND DR. RINEHART! I'VE GOT TO SEE HIM!
GLAD I DIDN'T FORGET TO GRAB MY SPIDER BEAM AGAIN!

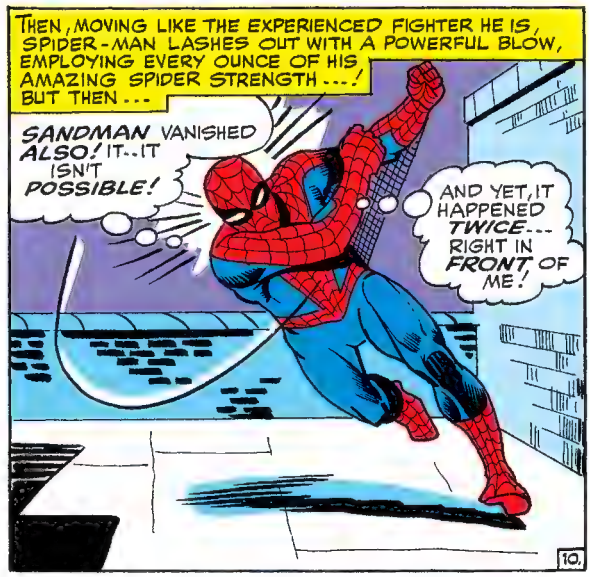

BUT THEN, AT THAT VERY INSTANT...
DOCTOR OCTOPUS!!
WHAT'S THAT??! SOMETHING'S COMING OUT OF THE WALL!!
BUT...WHAT'S HE DOING HERE... AND HOW DID HE GET THROUGH A SOLID WALL??

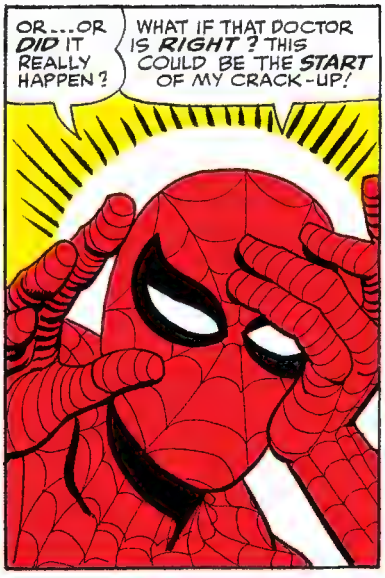
I'VE NO TIME TO PUZZLE OUT QUESTIONS NOW! HE'S ATTACKING ME!
I'VE NEVER KNOWN HIM TO MOVE SO SILENTLY...SO NOISELESSLY...LIKE A JUNGLE CAT!

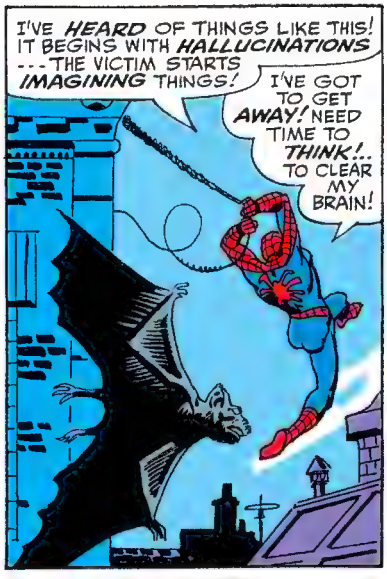

IF I CAN JUST GRAB HIS ARTIFICIAL ARMS QUICKLY, AND TANGLE THEM TOGETHER, I'LL... WHAT...??!
HE'S GONE...VANISHED RIGHT BEFORE MY EYES!
BUT...THIS IS MAD... IMPOSSIBLE!!! HE'S NOT A MAGICIAN!! HOW...??

BUT, THE TEEN-AGE ADVENTURER RECEIVES A NEW SHOCK IN THE VERY NEXT SECOND...
WHAT KIND OF A FANTASTIC TRAP HAVE I BLUNDERED INTO??!
SANDMAN!!! RISING RIGHT UP FROM BENEATH MY FEET!

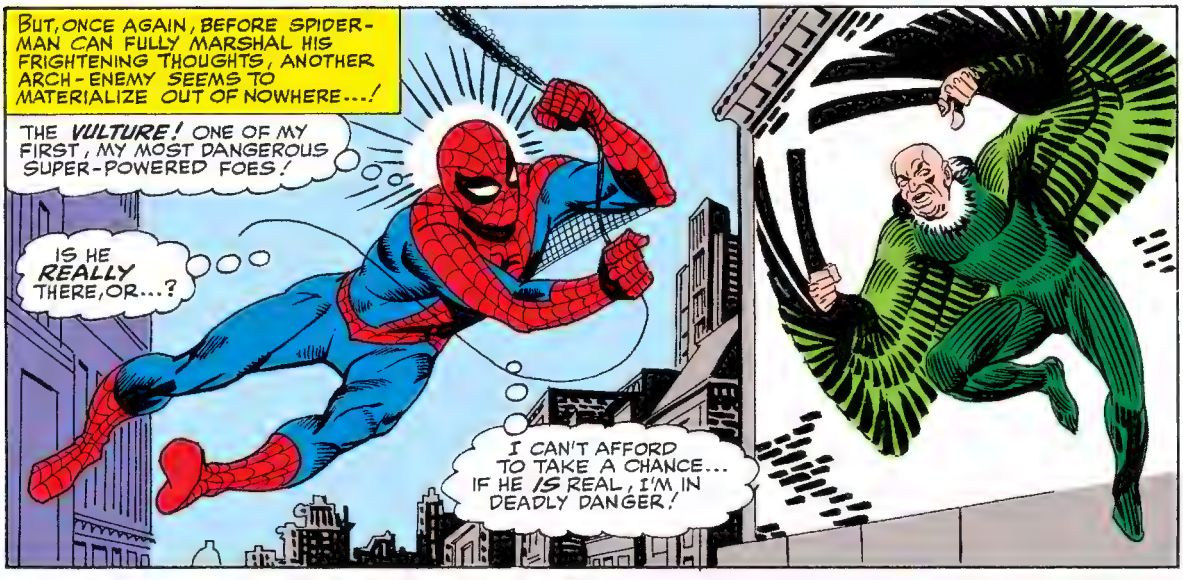
THERE ISN'T EVEN TIME TO THINK...TO DEVISE A PLAN OF ACTION!! HE'S COMING RIGHT AT ME!
AND, HE'S AS SILENT AS DOCTOR OCTOPUS WAS! NOT SAYING A WORD!


THEN, MOVING LIKE THE EXPERIENCED FIGHTER HE IS, SPIDER-MAN LASHES OUT WITH A POWERFUL BLOW, EMPLOYING EVERY OUNCE OF HIS AMAZING SPIDER STRENGTH...! BUT THEN...
SANDMAN VANISHED ALSO! IT..IT ISN'T POSSIBLE!
AND YET, IT HAPPENED TWICE... RIGHT IN FRONT OF ME!


OR...OR DID IT REALLY HAPPEN?
WHAT IF THAT DOCTOR IS RIGHT? THIS COULD BE THE START OF MY CRACK-UP!


I'VE HEARD OF THINGS LIKE THIS! IT BEGINS WITH HALLUCINATIONS ...THE VICTIM STARTS IMAGINING THINGS!
I'VE GOT TO GET AWAY! NEED TIME TO THINK!.. TO CLEAR MY BRAIN!

WHAT IF I AM BECOMING SCHIZOID! PERHAPS THIS DOUBLE-IDENTITY BIT IS FINALLY GETTING TO ME!
AND...WITH ALL MY POWER.. IF I EVER SHOULD LOSE MY MARBLES... I REALLY WOULD BE A TERRIBLE MENACE TO MANKIND!


BUT, ONCE AGAIN, BEFORE SPIDER-MAN CAN FULLY MARSHAL HIS FRIGHTENING THOUGHTS, ANOTHER ARCH-ENEMY SEEMS TO MATERIALIZE OUT OF NOWHERE...!
THE VULTURE! ONE OF MY FIRST, MY MOST DANGEROUS SUPER-POWERED FOES!
IS HE REALLY THERE, OR...?
I CAN'T AFFORD TO TAKE A CHANCE... IF HE IS REAL, I'M IN DEADLY DANGER!

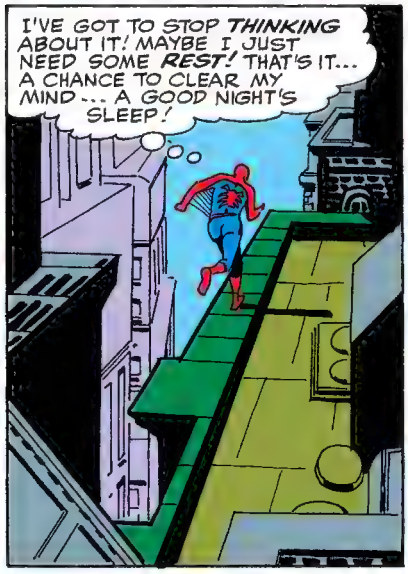
BUT, HE'S SO SILENT... SO WRAITH-LIKE.. JUST AS THE OTHERS WERE!
STILL, HE'S COMING CLOSER! I'VE GOT TO STOP HIM WITH MY WEBBING!

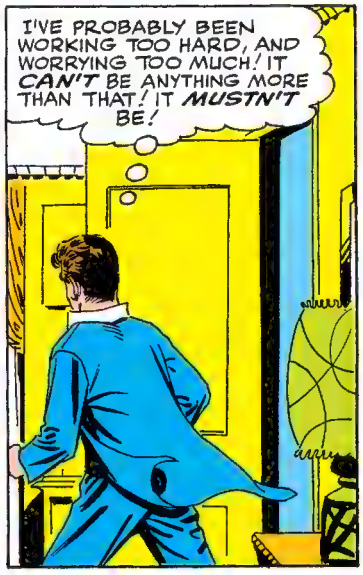
HE VANISHED!... JUST LIKE THE OTHERS! HE MUST HAVE BEEN A FIGMENT OF MY IMAGINATION ALSO!
BUT...WHAT WILL HAPPEN TO ME NOW...NOW THAT I CAN'T EVEN TRUST MY EYES...OR MY SENSES??!

I CAN'T GO TO JAMESON NOW... CAN'T AFFORD TO BE NEAR ANYONE! CAN'T LET OTHERS SEE WHAT'S HAPPENING TO ME!

AND...WHAT IF IT GETS WORSE?? WHAT IF I LOSE CONTROL COMPLETELY?? WHAT IF I CAN'T TELL WHAT'S REAL FROM WHAT'S IMAGINARY??

WHAT IF I SHOULD START ATTACKING INNOCENT PEOPLE THINKING THEY'RE DANGEROUS CRIMINALS?? I'D HAVE TO BE LOCKED UP...PUT AWAY!!


I'VE GOT TO STOP THINKING ABOUT IT! MAYBE I JUST NEED SOME REST! THAT'S IT... A CHANCE TO CLEAR MY MIND... A GOOD NIGHT'S SLEEP!

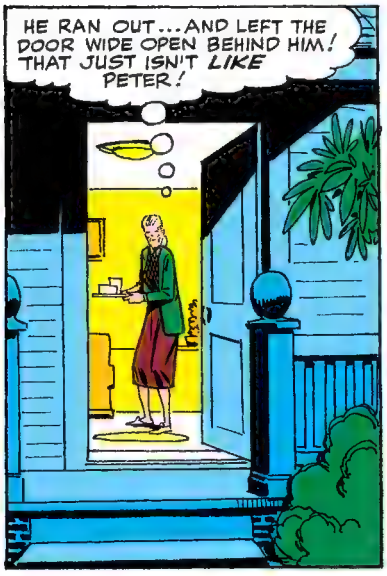

I'VE PROBABLY BEEN WORKING TOO HARD, AND WORRYING TOO MUCH! IT CAN'T BE ANYTHING MORE THAN THAT! IT MUSTN'T BE!

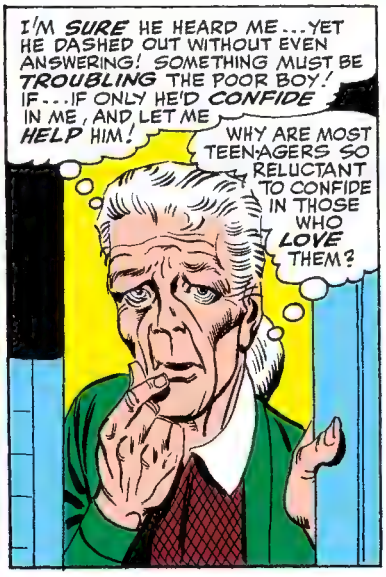
BUT THEN, QUITE BY ACCIDENT, THE TORMENTED YOUTH GLANCES TOWARD THE MIRROR, AND SEES..
IT..IT'S WORSE THAN I THOUGHT! I'M WHITE AS A GHOST! I MUST BE IN A STATE OF COMPLETE SHOCK!

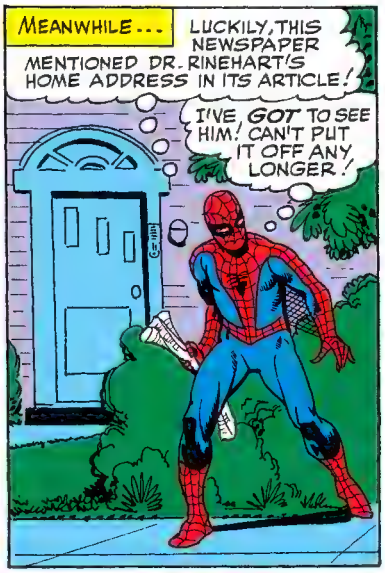
BUT, HOW DID IT HAPPEN SO SUDDENLY? I WAS FEELING FINE... OR, I IMAGINED I WAS...!
FOOTSTEPS! IT MUST BE AUNT MAY! CAN'T LET HER SEE ME THIS WAY!

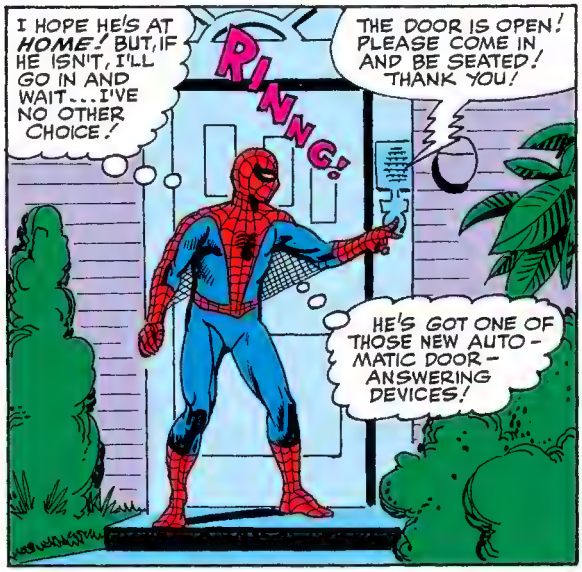
PETER! ARE YOU IN, DEAR? I THOUGHT YOU MIGHT LIKE SOME MILK AND A NICE PIECE OF CAKE!
I CAN STILL MAKE IT WITH MY SPIDER SPEED IF I USE THE OTHER DOOR!

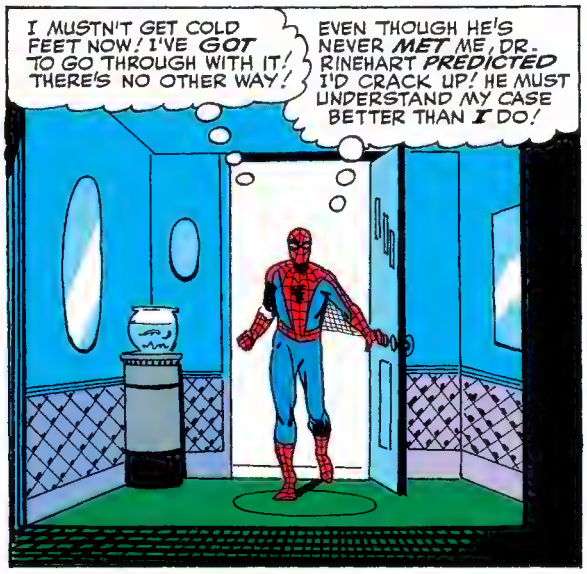
I DON'T THINK SHE SAW ME... BUT, I CAN'T WORRY ABOUT THAT NOW! I NEED HELP... MEDICAL HELP... AND I NEED IT FAST!

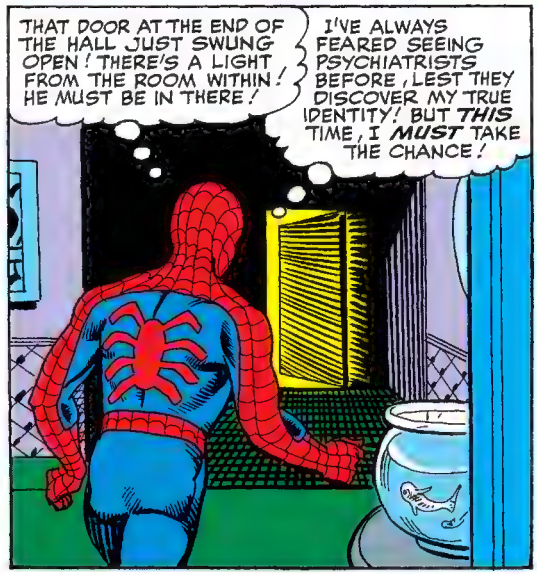

HE RAN OUT...AND LEFT THE DOOR WIDE OPEN BEHIND HIM! THAT JUST ISN'T LIKE PETER!

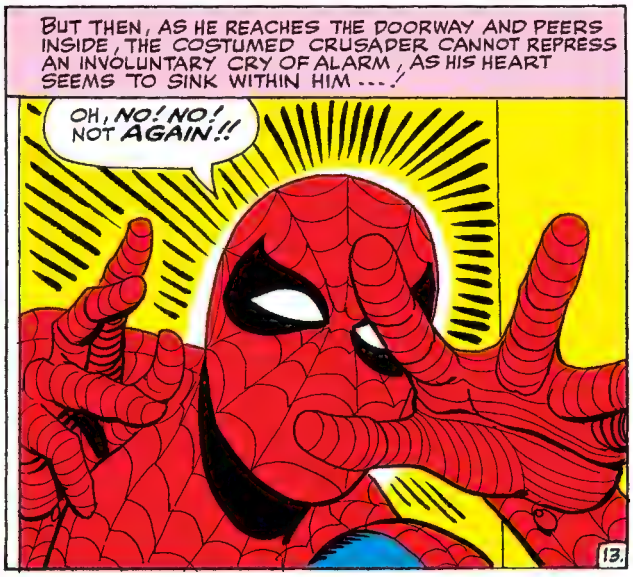

I'M SURE HE HEARD ME...YET HE DASHED OUT WITHOUT EVEN ANSWERING! SOMETHING MUST BE TROUBLING THE POOR BOY! IF...IF ONLY HE'D CONFIDE IN ME, AND LET ME HELP HIM!
WHY ARE MOST TEEN-AGERS SO RELUCTANT TO CONFIDE IN THOSE WHO LOVE THEM?

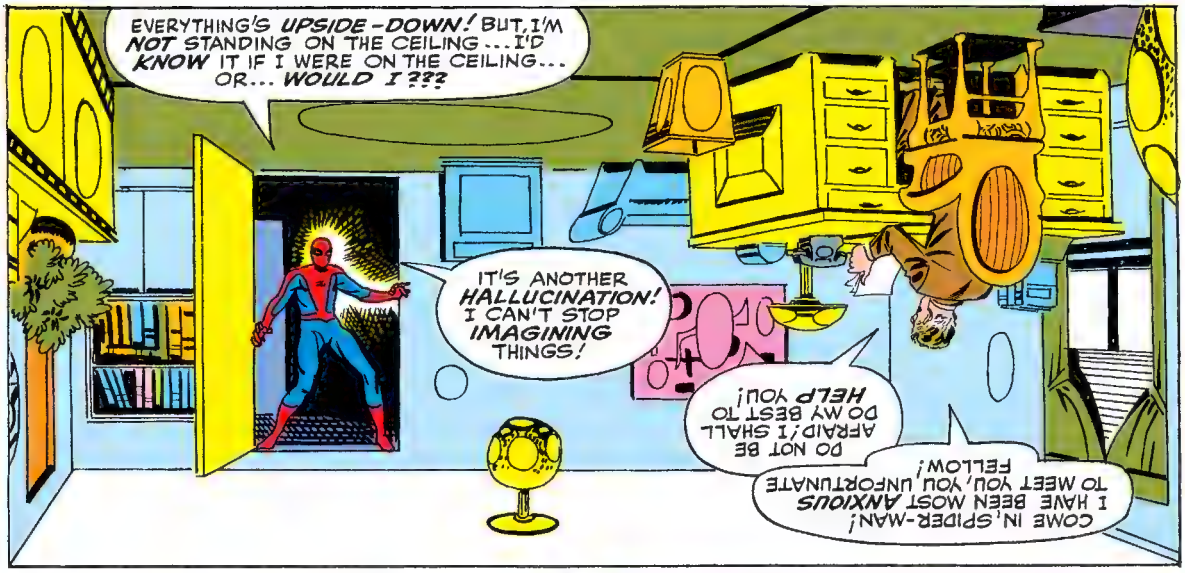

MEANWHILE...
LUCKILY, THIS NEWSPAPER MENTIONED DR. RINEHART'S HOME ADDRESS IN ITS ARTICLE!
I'VE GOT TO SEE HIM! CAN'T PUT IT OFF ANY LONGER!


I HOPE HE'S AT HOME! BUT, IF HE ISN'T, I'LL GO IN AND WAIT...I'VE NO OTHER CHOICE!
RINNG!
THE DOOR IS OPEN! PLEASE COME IN AND BE SEATED! THANK YOU!
HE'S GOT ONE OF THOSE NEW AUTO-MATIC DOOR-ANSWERING DEVICES!

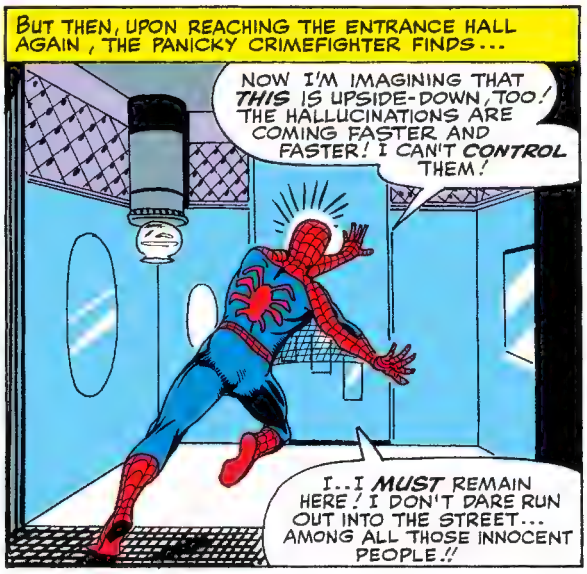

I MUSTN'T GET COLD FEET NOW! I'VE GOT TO GO THROUGH WITH IT! THERE'S NO OTHER WAY!
EVEN THOUGH HE'S NEVER MET ME, DR. RINEHART PREDICTED I'D CRACK UP! HE MUST UNDERSTAND MY CASE BETTER THAN I DO!


THAT DOOR AT THE END OF THE HALL JUST SWUNG OPEN! THERE'S A LIGHT FROM THE ROOM WITHIN! HE MUST BE IN THERE!
I'VE ALWAYS FEARED SEEING PSYCHIATRISTS BEFORE, LEST THEY DISCOVER MY TRUE IDENTITY! BUT THIS TIME, I MUST TAKE THE CHANCE!


BUT THEN, AS HE REACHES THE DOORWAY AND PEERS INSIDE, THE COSTUMED CRUSADER CANNOT REPRESS AN INVOLUNTARY CRY OF ALARM, AS HIS HEART SEEMS TO SINK WITHIN HIM...!
OH, NO! NO! NOT AGAIN!!

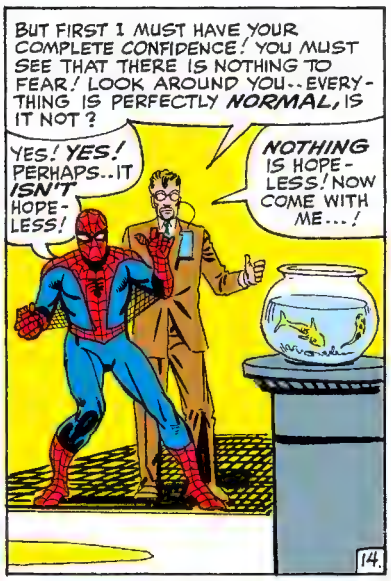

COME IN, SPIDER-MAN! I HAVE BEEN MOST ANXIOUS TO MEET YOU, YOU UNFORTUNATE FELLOW!
DO NOT BE AFRAID; I SHALL DO MY BEST TO HELP YOU!
IT'S ANOTHER HALLUCINATION! I CAN'T STOP IMAGINING THINGS!
EVERYTHING'S UPSIDE-DOWN! BUT, I'M NOT STANDING ON THE CEILING... I'D KNOW IT IF I WERE ON THE CEILING... OR... WOULD I ???

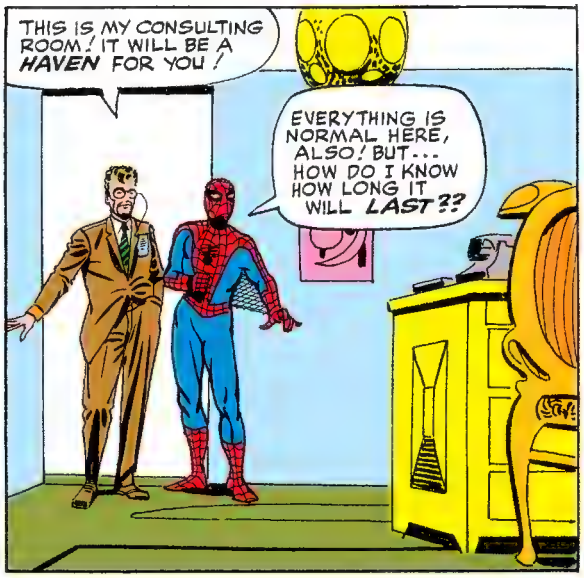
NO! IT'S TOO LATE FOR HELP! I'M GOING...! I'VE GOT TO RUN... GOT TO GET AWAY... HIDE... BEFORE I LOSE MY MIND COMPLETELY!
WHAT IS WRONG? WHAT HAS FRIGHTENED YOU? COME BACK... YOU WILL BE SAFE HERE!
I CAN'T TAKE THE CHANCE! I MIGHT TURN ON YOU... THINK YOU'RE SOMEONE ELSE.. ATTACK YOU! I CAN'T TRUST MYSELF, ANY LONGER!

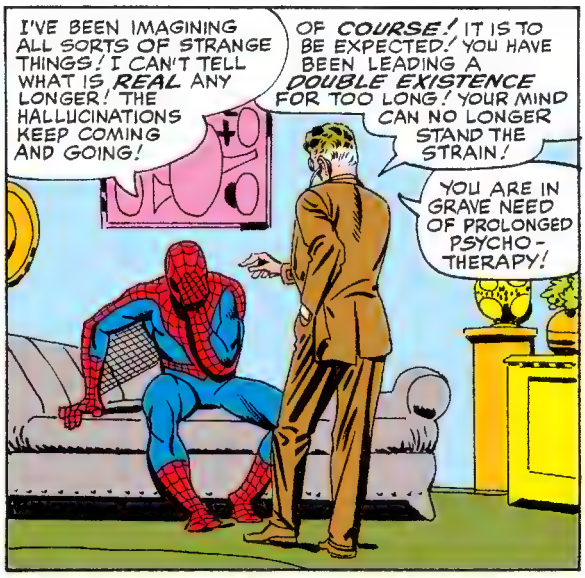

BUT THEN, UPON REACHING THE ENTRANCE HALL AGAIN, THE PANICKY CRIMEFIGHTER FINDS...
NOW I'M IMAGINING THAT THIS IS UPSIDE-DOWN, TOO! THE HALLUCINATIONS ARE COMING FASTER AND FASTER! I CAN'T CONTROL THEM!
I..I MUST REMAIN HERE! I DON'T DARE RUN OUT INTO THE STREET... AMONG ALL THOSE INNOCENT PEOPLE!!

AND SO, THE ANGUISHED LAD TURNS BACK... HIS HEAD SPINNING... HIS HEART BEATING WILDLY... DAZED, CONFUSED, NOT KNOWING WHERE TO TURN... NOT KNOWING WHAT TO BELIEVE...!
THAT'S BETTER, MY FRIEND! COME WITH ME... I SHALL HELP YOU!
DON'T LET ME HARM ANYONE! PLEASE.. PLEASE!

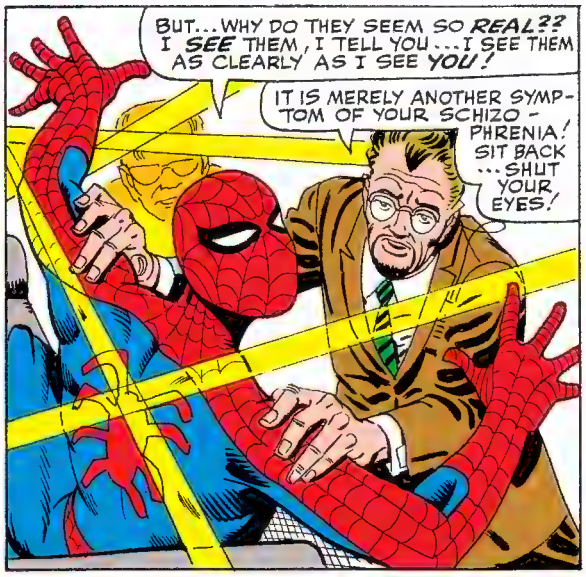
OF COURSE I WON'T! I WANT TO EXAMINE YOU, LEARN WHAT'S TROUBLING YOU! A CASE LIKE YOURS WILL MAKE MEDICAL HISTORY!
NEVER BEFORE HAS A TRAINED ANALYST PROBED THE SUB-CONSCIOUS OF A SUPER-POWERED CELEBRITY LIKE YOU!


BUT FIRST I MUST HAVE YOUR COMPLETE CONFIDENCE! YOU MUST SEE THAT THERE IS NOTHING TO FEAR! LOOK AROUND YOU.. EVERYTHING IS PERFECTLY NORMAL, IS IT NOT?
YES! YES! PERHAPS.. IT ISN'T HOPELESS!
NOTHING IS HOPELESS! NOW COME WITH ME...!

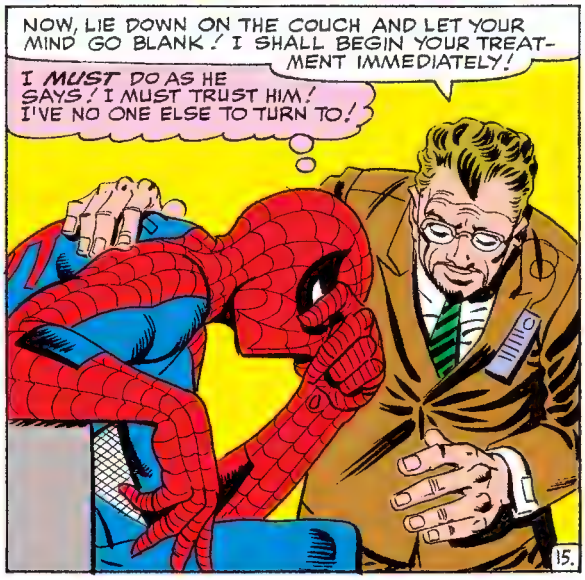

THIS IS MY CONSULTING ROOM! IT WILL BE A HAVEN FOR YOU!
EVERYTHING IS NORMAL HERE, ALSO! BUT... HOW DO I KNOW HOW LONG IT WILL LAST??

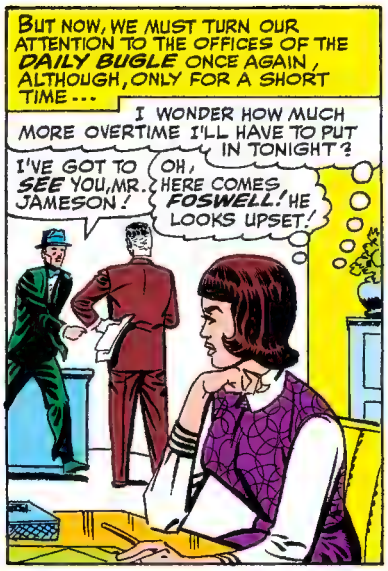

I'VE BEEN IMAGINING ALL SORTS OF STRANGE THINGS! I CAN'T TELL WHAT IS REAL ANY LONGER! THE HALLUCINATIONS KEEP COMING AND GOING!
OF COURSE! IT IS TO BE EXPECTED! YOU HAVE BEEN LEADING A DOUBLE EXISTENCE FOR TOO LONG! YOUR MIND CAN NO LONGER STAND THE STRAIN!
YOU ARE IN GRAVE NEED OF PROLONGED PSYCHO-THERAPY!

DOCTOR! I SEE THEM AGAIN! COMING OUT OF THE WALLS...MY OLD ENEMIES...ABOUT TO ATTACK ME! THEY'RE ALL AROUND US!
NO, NO! YOU MUST RELAX! I SEE NOTHING ...I HEAR NOTHING! WE ARE QUITE ALONE, I ASSURE YOU!


BUT...WHY DO THEY SEEM SO REAL?? I SEE THEM, I TELL YOU...I SEE THEM AS CLEARLY AS I SEE YOU!
IT IS MERELY ANOTHER SYMPTOM OF YOUR SCHIZO-PHRENIA! SIT BACK ...SHUT YOUR EYES!

NOT DARING TO DISOBEY, SPIDER-MAN DOES AS HE IS TOLD! AND THEN, SECONDS LATER...
THEY'RE GONE! THEY'VE VANISHED...JUST AS THEY DID BEFORE!
OF COURSE! THIS MEANS THERE IS STILL A CHANCE FOR YOU! YOUR BRAIN IS NOT YET COMPLETELY DIVORCED FROM EVERYDAY REALITY!

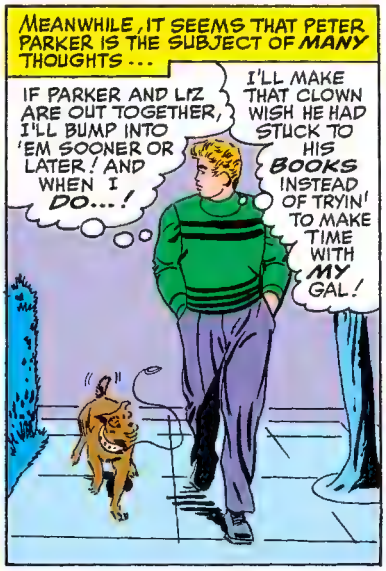

NOW, LIE DOWN ON THE COUCH AND LET YOUR MIND GO BLANK! I SHALL BEGIN YOUR TREATMENT IMMEDIATELY!
I MUST DO AS HE SAYS! I MUST TRUST HIM! I'VE NO ONE ELSE TO TURN TO!

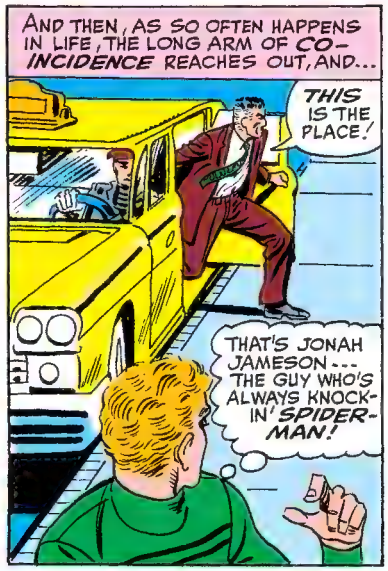

BUT NOW, WE MUST TURN OUR ATTENTION TO THE OFFICES OF THE DAILY BUGLE ONCE AGAIN, ALTHOUGH, ONLY FOR A SHORT TIME ---
I WONDER HOW MUCH MORE OVERTIME I'LL HAVE TO PUT IN TONIGHT?
I'VE GOT TO SEE YOU, MR. JAMESON!
OH, HERE COMES FOSWELL! HE LOOKS UPSET!

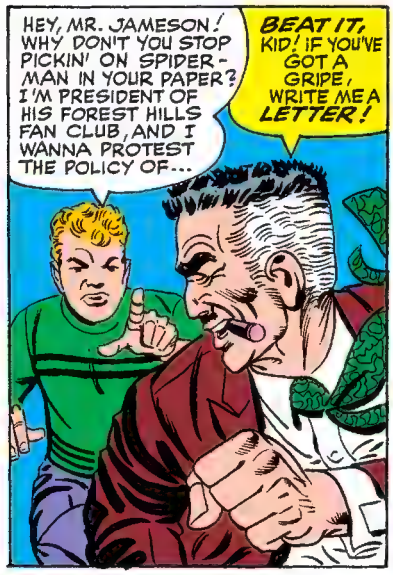
IT'S ABOUT LUDWIG RINEHART! ---- ---- ---- ----!
OH, NO! AND AFTER ALL THE WRITE-UPS I GAVE HIM IN MY PAPER! I'LL BE A LAUGHING - STOCK AGAIN!
HE SAID SOMETHING ABOUT DR. RINEHART..BUT I COULDN'T HEAR IT CLEARLY! WHAT COULD IT HAVE BEEN?

CONTACT THE PRESS ROOM! KILL THE NEW FEATURE WE'RE RUNNING ABOUT HIM! I'M GOING TO SEE HIM MYSELF!
YESSIR, MR. JAMESON!
J.J. LOOKS FURIOUS! WHAT COULD FOSWELL POSSIBLY HAVE TOLD HIM??

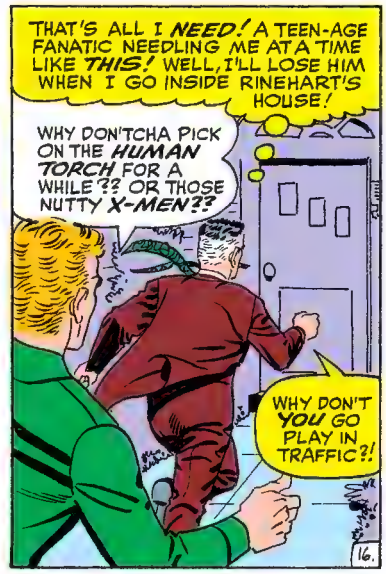
DRAT THE LUCK! NOW I'LL HAVE TO STAY HERE TILL MR. JAMESON RETURNS! I CAN'T LEAVE HIS OFFICE DESERTED!
I WONDER WHERE PETER IS, AND WHAT HE'S DOING? HOPE HE'S NOT STILL ANGRY WITH ME!

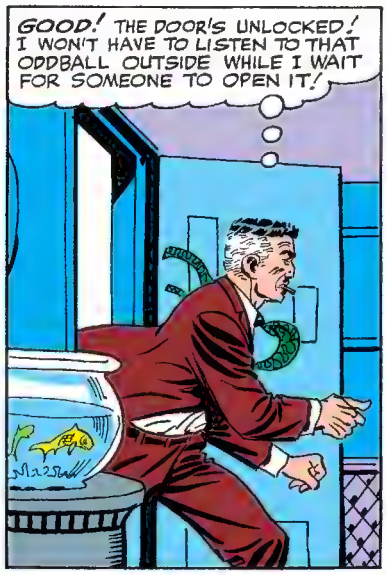

MEANWHILE, IT SEEMS THAT PETER PARKER IS THE SUBJECT OF MANY THOUGHTS ---
IF PARKER AND LIZ ARE OUT TOGETHER, I'LL BUMP INTO 'EM SOONER OR LATER! AND WHEN I DO...!
I'LL MAKE THAT CLOWN WISH HE HAD STUCK TO HIS BOOKS INSTEAD OF TRYIN' TO MAKE TIME WITH MY GAL!


AND THEN, AS SO OFTEN HAPPENS IN LIFE, THE LONG ARM OF CO-INCIDENCE REACHES OUT, AND...
THIS IS THE PLACE!
THAT'S JONAH JAMESON --- THE GUY WHO'S ALWAYS KNOCKIN' SPIDER-MAN!


HEY, MR. JAMESON! WHY DON'T YOU STOP PICKIN' ON SPIDER-MAN IN YOUR PAPER? I'M PRESIDENT OF HIS FOREST HILLS FAN CLUB, AND I WANNA PROTEST THE POLICY OF...
BEAT IT, KID! IF YOU'VE GOT A GRIPE, WRITE ME A LETTER!

THAT'S A FINE WAY TO TALK TO ONE OF YOUR READERS! I EVEN USED TO DELIVER YOUR PAPERS AFTER SCHOOL --- BUT NOT ANY MORE! NOT SINCE YOU'VE BEEN TRYING TO STEAM PEOPLE UP AGAINST SPIDEY!
OKAY! OKAY! MY HEART BLEEDS FOR YOU! NOW GET LOST!

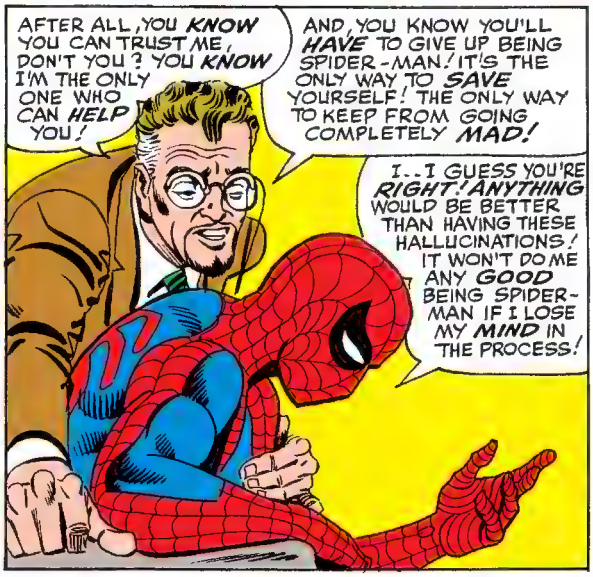

THAT'S ALL I NEED! A TEEN-AGE FANATIC NEEDLING ME AT A TIME LIKE THIS! WELL, I'LL LOSE HIM WHEN I GO INSIDE RINEHART'S HOUSE!
WHY DON'TCHA PICK ON THE HUMAN TORCH FOR A WHILE?? OR THOSE NUTTY X-MEN??
WHY DON'T YOU GO PLAY IN TRAFFIC?!

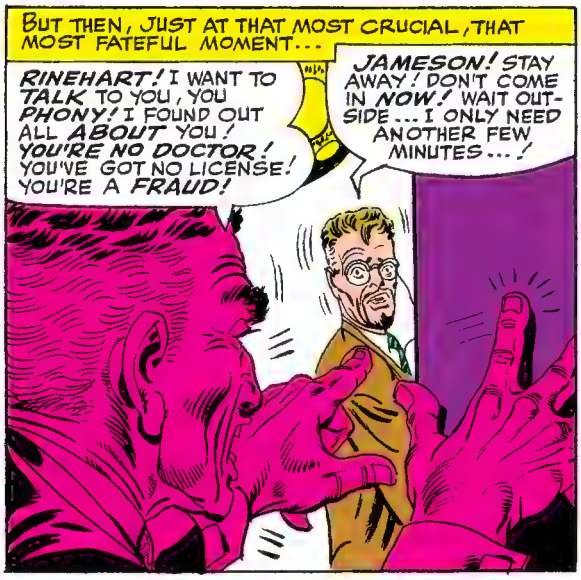

GOOD! THE DOOR'S UNLOCKED! I WON'T HAVE TO LISTEN TO THAT ODDBALL OUTSIDE WHILE I WAIT FOR SOMEONE TO OPEN IT!

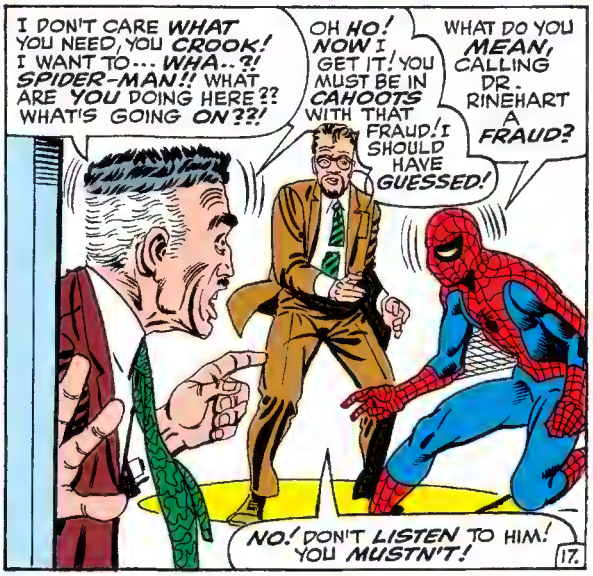
THERE'S A LIGHT IN THE BACK ROOM! HE MUST BE IN THERE!
AND, WHAT I'VE GOT TO SAY TO HIM CAN'T WAIT! I'M GOING IN NOW!

I'VE GOT TO FIND OUT IF WHAT FOSWELL TOLD ME WAS TRUE! AND, IF IT WAS, RINEHART WILL BE SORRY HE EVER HEARD OF J. JONAH JAMESON!
AND ANOTHER THING! I MAY GET SOME FRIENDS TOGETHER AND PICKET YOUR PAPER!

WHILE, IN THE ROOM AHEAD, WE FIND...
THE ROOT OF YOUR PROBLEM IS, OF COURSE, YOUR DUAL IDENTITY! BUT, IF YOU WERE TO MAKE YOUR TRUE IDENTITY KNOWN, MUCH OF THE STRAIN WOULD BE GONE!
I CAN'T! I MUST NEVER TELL WHO I REALLY AM! I WOULD... HURT...TOO MANY PEOPLE!
REALLY?? MOST INTERESTING! TELL ME WHO THEY ARE, AND I'LL BE THE JUDGE!

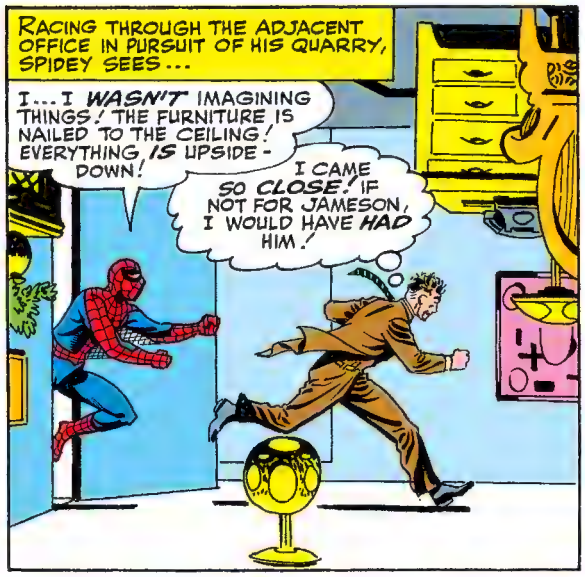

AFTER ALL, YOU KNOW YOU CAN TRUST ME, DON'T YOU? YOU KNOW I'M THE ONLY ONE WHO CAN HELP YOU!
AND, YOU KNOW YOU'LL HAVE TO GIVE UP BEING SPIDER-MAN! IT'S THE ONLY WAY TO SAVE YOURSELF! THE ONLY WAY TO KEEP FROM GOING COMPLETELY MAD!
I..I GUESS YOU'RE RIGHT! ANYTHING WOULD BE BETTER THAN HAVING THESE HALLUCINATIONS! IT WON'T DO ME ANY GOOD BEING SPIDER-MAN IF I LOSE MY MIND IN THE PROCESS!


BUT THEN, JUST AT THAT MOST CRUCIAL, THAT MOST FATEFUL MOMENT...
RINEHART! I WANT TO TALK TO YOU, YOU PHONY! I FOUND OUT ALL ABOUT YOU! YOU'RE NO DOCTOR! YOU'VE GOT NO LICENSE! YOU'RE A FRAUD!
JAMESON! STAY AWAY! DON'T COME IN NOW! WAIT OUTSIDE... I ONLY NEED ANOTHER FEW MINUTES...!


I DON'T CARE WHAT YOU NEED, YOU CROOK! I WANT TO... WHA..?! SPIDER-MAN!! WHAT ARE YOU DOING HERE?? WHAT'S GOING ON???
OH HO! NOW I GET IT! YOU MUST BE IN CAHOOTS WITH THAT FRAUD! I SHOULD HAVE GUESSED!
WHAT DO YOU MEAN, CALLING DR. RINEHART A FRAUD?
NO! DON'T LISTEN TO HIM! YOU MUSTN'T!

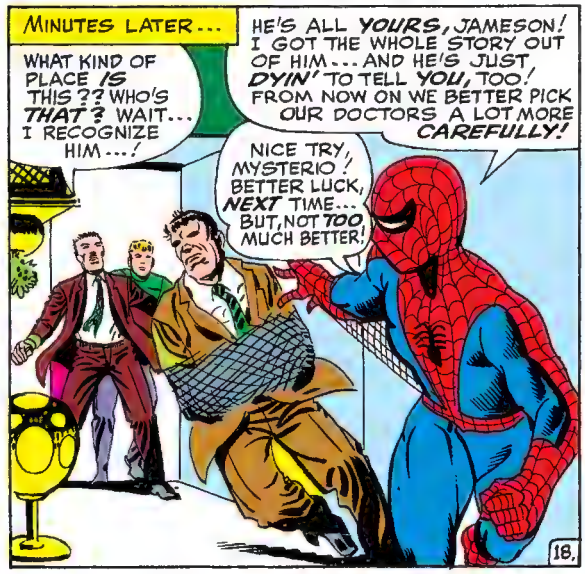
AND THEN, JUST WHEN IT SEEMS THAT THINGS SIMPLY CAN'T GET ANY MORE CONFUSING ...
I HEARD SOMEONE SHOUT SPIDER-MAN'S NAME!
THERE YOU ARE! IF YOU'RE IN TROUBLE, SPIDEY, I'LL HELP YOU! I'VE ALWAYS DREAMED OF FIGHTING AT YOUR SIDE!
FLASH! YOU FOOL... STAY OUT OF THIS!
EVERYTHING'S RUINED! I'VE GOT TO ESCAPE!
LET GO OF ME, YOU TEEN-AGE PSYCHOPATH... BEFORE I CALL YOUR KEEPER!
I'LL TRIGGER THE CONTROL ON MY DUMMY HEARING AID, TO CREATE A DIVERSION!

NO, YOU DON'T, RINEHART! YOU'RE NOT GETTING AWAY TILL I FIND OUT WHAT THIS IS ALL ABOUT!
THERE ARE MORE OF THOSE HALLUCINATIONS AGAIN... BUT SOMEHOW, THEY LOOK UNREAL NOW... THEY'RE NOT BOTHERING ME THE WAY THEY DID!
STOP! WAIT!
HEY! WHAT'S GOIN' ON HERE?


RACING THROUGH THE ADJACENT OFFICE IN PURSUIT OF HIS QUARRY, SPIDEY SEES...
I... I WASN'T IMAGINING THINGS! THE FURNITURE IS NAILED TO THE CEILING! EVERYTHING IS UPSIDE-DOWN!
I CAME SO CLOSE! IF NOT FOR JAMESON, I WOULD HAVE HAD HIM!

SUDDENLY REGAINING HIS CONFIDENCE, THE MASKED WEB-SPINNER MAKES A FLYING TACKLE WITH THE EASE AND PRECISION OF OLD!
END OF THE LINE, BUSTER! YOU'VE GOT A LOT OF EXPLAINING TO DO!

THEN, YIELDING TO A SUDDEN IMPULSE, SPIDER-MAN GRASPS THE "PSYCHIATRIST'S" HAIR, AND GIVES IT A SHARP YANK, REVEALING...
HOW COULD I HAVE BEEN SO ASLEEP AT THE SWITCH ?? WHY DIDN'T I GUESS SOONER?
IT'S MY OLD ENEMY, MYSTERIO! MYSTERIO, THE MASTER OF MYSTIC EFFECTS AND STARTLING ILLUSIONS!


MINUTES LATER...
WHAT KIND OF PLACE IS THIS ?? WHO'S THAT? WAIT... I RECOGNIZE HIM...!
HE'S ALL YOURS, JAMESON! I GOT THE WHOLE STORY OUT OF HIM... AND HE'S JUST DYIN' TO TELL YOU, TOO! FROM NOW ON WE BETTER PICK OUR DOCTORS A LOT MORE CAREFULLY!
NICE TRY, MYSTERIO! BETTER LUCK, NEXT TIME... BUT, NOT TOO MUCH BETTER!

THEN, REALIZING HIS INTRICATE SCHEME HAS FAILED COMPLETELY, MYSTERIO SADLY EXPLAINS TO THE MYSTIFIED J. JONAH JAMESON AND WIDE-EYED FLASH THOMPSON---!

I'VE WANTED REVENGE ON SPIDER-MAN FOR YEARS! HE'S TOO STRONG TO FIGHT MAN-TO-MAN, BUT I FELT I COULD BEAT HIM IF I MADE HIM LOSE CONFIDENCE IN HIMSELF---IF I MADE HIM THINK HE WAS CRACKING UP!

BUT, I HAD TO CHOOSE THE RIGHT MOMENT! I WAITED---AND WAITED---AND THEN, WHEN THE *BUGLE* STARTED PRINTING THOSE INTERVIEWS ABOUT HIM, I FELT THE TIME HAD COME! SO, I POSED AS A PSYCHIATRIST!

I PLANTED DOUBTS AND FEARS IN SPIDER-MAN'S MIND! I KNEW HE WOULDN'T BE SUSPICIOUS IF I PLAYED MY CARDS RIGHT! AND IT ALMOST WORKED! MY ILLUSIONS SUCCEEDED PERFECTLY!

I WATCHED HIM FROM A SAFE DISTANCE, OPERATING MY MECHANICAL CAT AND BAT---AND MY SPECIAL MOVIES OF HIS FORMER FOES!

IT WAS SIMPLE TO ARRANGE THE TRICK OFFICES---I MERELY USED *DUPLICATES!*

BY THE TIME HE REACHED HERE, HE WAS SO AGITATED, HE WAS IN A STATE OF MIND WHERE HE'D BELIEVE *ANYTHING!*

IT WAS ALL PERFECT! IT SHOULD NOT HAVE FAILED!

I ONLY NEEDED ANOTHER FEW SECONDS---I WAS ABOUT TO MAKE HIM *UNMASK!* I'D HAVE LEARNED HIS TRUE IDENTITY! I'D HAVE DEFEATED HIM FOREVER! BUT HE WAS SAVED AT THE LAST MINUTE---SAVED BY *YOU!*

YOU MEAN---IF *I* HADN'T BURST IN JUST THEN---IF I HADN'T INTERRUPTED WHEN I DID, SPIDER-MAN WOULD FINALLY HAVE BEEN *BEATEN??*

I'VE HATED HIM FOR *YEARS!* I'VE PLANNED A MILLION SCHEMES TO DISCREDIT HIM!---TO DEFEAT HIM---TO *DESTROY* HIM! AND NOW, WHEN *YOU* WERE ABOUT TO DO IT *FOR* ME, I RUINED EVERYTHING!

HAH! SO GOOD OL' SPIDEY WINS AGAIN! HE BEAT MYSTERIO---AND *YOU* WERE THE ONE WHO HELPED HIM! WHAT A GIG! WHAT A GAS! WAIT'LL I TELL THE GANG!

WHAT A DAY! WHAT A *TRIUMPH!* I ACTUALLY SAW MY *IDOL* IN ACTION! HE EVEN *SPOKE* TO ME! EVEN IF HE *DID* CALL ME A FOOL---HE *SPOKE* TO ME!

BOY! EVEN THAT USELESS, SNEAKY, MEAT-HEADED PETER PARKER COULDN'T SPOIL THE WAY I FEEL NOW! *WAH-HOO!*

THEN, A SHORT TIME LATER...

HOW ABOUT JOINING THE REST OF US GIRLS FOR A SODA, LIZ?

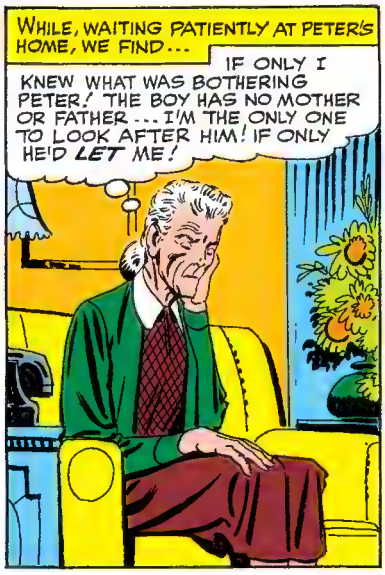
LOVE TO, CONNIE! I'M JUST IN THE MOOD!

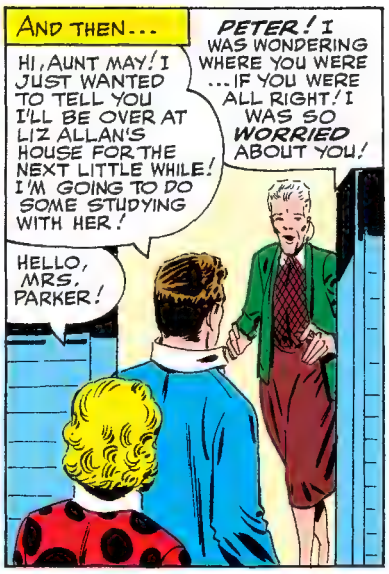
OH, NO! I *CAN'T!* THERE'S PETER PARKER! I'VE GOT TO *TALK* TO HIM!

OH, *PETEY!* HOW ABOUT HELPING ME WITH MY SCIENCE LESSONS NOW? CAN YOU SPARE THE TIME?

SURE, LIZ! I GUESS SO!

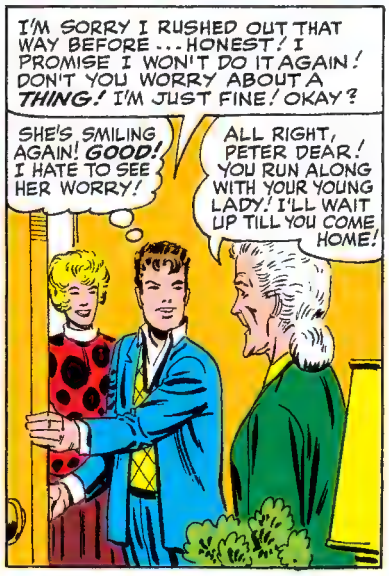
WELL! HOW DO YOU LIKE THAT? SHE LEFT ME FLAT, TO GO OFF WITH PUNY PARKER! I'VE GOT A GOOD MIND TO TELL FLASH THOMPSON ABOUT THIS!
I THINK IT'S SO SWEET OF YOU TO OFFER TO HELP ME, PETEY!
YEESH! HOW I WISH SHE WOULDN'T CALL ME PETEY!

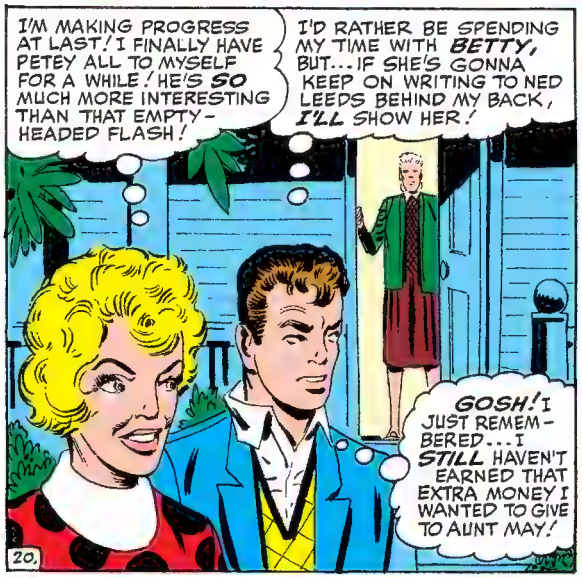

WHILE, WAITING PATIENTLY AT PETER'S HOME, WE FIND...
IF ONLY I KNEW WHAT WAS BOTHERING PETER! THE BOY HAS NO MOTHER OR FATHER... I'M THE ONLY ONE TO LOOK AFTER HIM! IF ONLY HE'D LET ME!

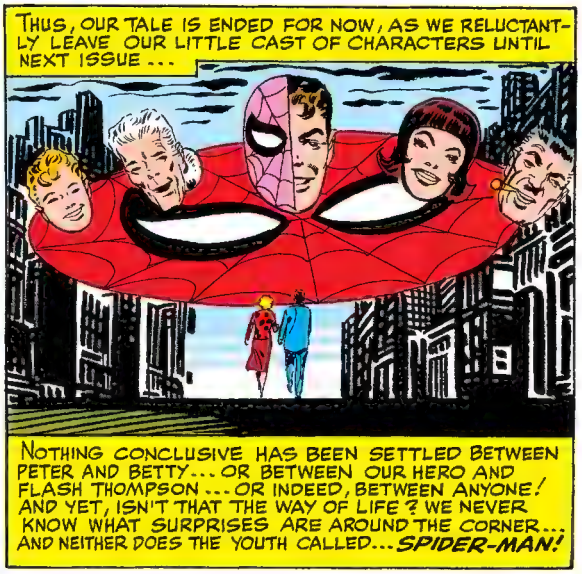

AND THEN...
HI, AUNT MAY! I JUST WANTED TO TELL YOU I'LL BE OVER AT LIZ ALLAN'S HOUSE FOR THE NEXT LITTLE WHILE! I'M GOING TO DO SOME STUDYING WITH HER!
PETER! I WAS WONDERING WHERE YOU WERE ...IF YOU WERE ALL RIGHT! I WAS SO WORRIED ABOUT YOU!
HELLO, MRS. PARKER!

GOSH, THAT'S RIGHT! I FORGOT! I RAN OUT OF HERE LIKE A SHOT WITHOUT EXPLAINING TO AUNT MAY! SHE MUST HAVE BEEN REALLY UPSET!
YOU LOOK PERFECTLY FINE TO ME NOW, DEAR! BUT...YOU MUSTN'T GIVE ME SUCH FRIGHTS!

AFTER ALL, PETER, YOU'RE ALL I HAVE LEFT IN THE WORLD! IF ANYTHING SHOULD EVER HAPPEN TO YOU...!
AW, GEE, AUNT MAY.. THIS IS EMBARRASSING...WITH LIZ HERE!


I'M SORRY I RUSHED OUT THAT WAY BEFORE...HONEST! I PROMISE I WON'T DO IT AGAIN! DON'T YOU WORRY ABOUT A THING! I'M JUST FINE! OKAY?
SHE'S SMILING AGAIN! GOOD! I HATE TO SEE HER WORRY!
ALL RIGHT, PETER DEAR! YOU RUN ALONG WITH YOUR YOUNG LADY! I'LL WAIT UP TILL YOU COME HOME!


I'M MAKING PROGRESS AT LAST! I FINALLY HAVE PETEY ALL TO MYSELF FOR A WHILE! HE'S SO MUCH MORE INTERESTING THAN THAT EMPTY-HEADED FLASH!
I'D RATHER BE SPENDING MY TIME WITH BETTY, BUT...IF SHE'S GONNA KEEP ON WRITING TO NED LEEDS BEHIND MY BACK, I'LL SHOW HER!
GOSH! I JUST REMEMBERED...I STILL HAVEN'T EARNED THAT EXTRA MONEY I WANTED TO GIVE TO AUNT MAY!


THUS, OUR TALE IS ENDED FOR NOW, AS WE RELUCTANTLY LEAVE OUR LITTLE CAST OF CHARACTERS UNTIL NEXT ISSUE...
NOTHING CONCLUSIVE HAS BEEN SETTLED BETWEEN PETER AND BETTY...OR BETWEEN OUR HERO AND FLASH THOMPSON...OR INDEED, BETWEEN ANYONE! AND YET, ISN'T THAT THE WAY OF LIFE? WE NEVER KNOW WHAT SURPRISES ARE AROUND THE CORNER... AND NEITHER DOES THE YOUTH CALLED...SPIDER-MAN!

THE SPIDER'S WEB

→Well, how about that? We figured it was time for Spidey to flip his wig, and he came pretty close to doing it in this month's yarn! Confess now—how many of you guessed that our Dr. Rinehart would turn out to be Mysterio? In fact, how many of you guessed he'd turn out to be anybody else at all? Well, while we're waiting for your answers, let's see what our other Marvel madmen have to say . . .

Dear Stan and Steve,

I think that your SPIDER-MAN comic is fascinating, original and just plain great! It's so realistic that it's hard to realize that Spidey doesn't really exist—or does he? It would be nice if Spidey would, now and then, defeat a villain by a scientific means as he did in issue #2 in order to show that brains are just as important as brawn. Also, clear up this mess between Betty Brant and Peter Parker. It's just too much to see two people who are obviously made for each other separated. Furthermore, I think that Spidey should reveal his secret identity to Betty Brant. Also, I think that Spidey and the Torch should be on more friendly terms, although I don't think that many fans will agree with me on that! Tim Van Egmont, 5 Fiske Rd.
Lexington, Mass.

Well, we'll soon find out how your fellow fanatics feel, Timmy boy, when the next mail starts pouring in. Meantime, we'll see what the Torch has to say about it!

Dear Stan and Steve,

I've been reading comics for as many of my nineteen years that I can remember reading, but this is the first time I've broken down and subscribed. I just can't help it! I can't stand it when I miss an issue due to uneducated dealers. Enclosed for your Subscription Department is my check for twelve issues of SPIDER-MAN. I have converted enough of the girls in our house to the Marvel habit so that I won't be looked upon as a schizophrenic, so much as an initiate. A few of us would like to make a suggestion: Since so many of your readers, like us, are college students, we think giving one of your great heroes a college setting would be most interesting. Our vote goes to Spider-Man. You could even keep him at home—just have him and some of his high school contemporaries graduate and move on to college in the city. I think the dramatic opportunities of having Spidey in a dorm or fraternity house are entertaining, but he could decide to live at home to cut costs. Now don't try to tell us that Spidey is more the high school type. I have never seen him as immature and dull as even a college freshman can be—and you have him in high school?! And his cool manner and jargon are not at all out of place in a "college man." Take it from us "college women"!! We nominate him because he's our favorite. Other characters who have a warm place in our adventurous hearts are Dr. Strange and Sub-Mariner (a romantic figure in the unrestricted sense of the word), and, of course, Daredevil. These are all on our "for-heaven's-sakes, buy-it-first" list. Delightful is our word for the Marvel Age of Comics!

Kitty Holmes, Ohio University
142 E. State St., Athens, Ohio 45701

And delightful is our word for Kitty Holmes! As for Spidey going to college, we've been toying with the same idea, so don't be too surprised if—!

Dear Stan and Steve,

I am writing to mention something I have never seen any reference to in your Letters Pages. That is the appropriateness of your Marvel story titles. In English class our teacher told us that a title to a story must be appropriate and arouse interest. In other mags the titles usually amount to "So-and-so meets What's-his-name" or "So-and-so battles Watchamacallit" or "So-and-so gets Married" or even "Whozit Returns." All the Marvel comics in contrast have pleasing and interesting titles. Some fine examples are "A House Divided," "The Avengers Take Over," "It Started on Yancy Street" and "The Final Victory of Dr. Doom." All of these were from the F.F. Other examples are "The Uncanny Unicorn" from IRON MAN and "Every Hand Against Him" from THOR. Of them all, the best, title-wise, were "The Infant Terrible" and "The Final Victory of Dr. Doom." The worst was "Spidey Strikes Back." Please drop this "Spidey" bit! "Spider-Man Strikes Back" would have sounded much better. Still, I remain one of your most faithful readers.

James Morton
Pascagoula, Miss.

We enjoyed your letter, Jimmy — appreciate your faithfulness — considered your comments — but, Spider-Man sounds so formal to us . . . especially when we consider ol' Spidey a real buddy!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #38: The one you've been waiting for! In answer to countless requests, the seemingly unbeatable, super-powered Frightful Four returns to challenge the F. F.! And—you'll never forget the unexpected shock ending!

AVENGERS #15: This one is for all those who claim villains are never polished off for good in our mags! All we'll say is—wait till you read "Fight To The Finish With Zemo!" This is one time the Avengers really do some avenging—and if you like lots of sper-villains, this one's for you!

DAREDEVIL #7: It's so exciting we can't wait to tell you! You're going to see a full length epic in which Daredevil battles the one, the only, the ever-popular Sub-Mariner! No matter how good you expect it to be, we have to be honest with you—it's even better!

THOR #115: This is the final round of Thor's battle with the Absorbing Man, and possibly one of the great fight scenes of all time! See why THOR has been acclaimed one of the best-drawn, most dramatically-written magazines in the mighty Marvel line-up!

STRANGE TALES: The Human Torch and the ever-lovin' Thing find themselves menaced by "The Sinister Space Trap!" And, the way Bob Powell draws it, it's a doozy! As for Dr. Strange, he finally comes "Face to Face With Baron Mordo," and comicdom will never be the same!

SUSPENSE #65: This one features the story you never expected to see! Remember the old Iron Man—heavy, bulky, slow-moving? Well, he lives again—to battle the new Iron Man! It's a gasser! And Captain America meets his greatest foe from the fatal forties—the fearsome Red Skull!

ASTONISH #67: A dramatic new twist affects the incredible life of the Hulk in "Where Walks the Behemoth!" It's the usual Lee/Ditko contemporary classic! As for Giant-Man, he faces a new off-beat menace and loses one of his powers! Which one? Well, that would be telling!

SGT. FURY #17: Even we in the bullpen can't understand how each ish of "the war mag for people who hate war mags" manages to top each previous ish! This one, "While The Jungle Sleeps" marks a new plateau of greatness for the hysterical Howlers! Try it—we know you'll agree!

Dear Stan and Steve,

I have found your SPIDER-MAN comic your best effort, with the F.F. and SGT. FURY close behind. There has been much controversial discussion in the Letters Page so I decided to throw in my two cents worth. First, some readers have said that Spidey should reveal his identity to Betty Brant. This would ruin everything! Maybe he could reveal it to a male schoolmate who could be his friend (like Boom-Boom is to Matt in TWO-GUN KID), but never to Betty! Next, I love the Green Goblin, Kraven and your newest and greatest arch foe, the Scorpion. I would also like to see Doc Doom fight Spidey again. The thought just struck me that Sub-Mariner would be great against him, So long! David Wilhelm, 2940 Sherwin Chicago, Ill. 60645

So long, Dave! By the way, Steverino says "Boom-Boom" *who?*

Dear Stan and Steve,

After reading SPIDER-MAN #20 I have to tell you that you have hit another high peak. The Scorpion was different and there were enough side plots to keep the story moving. The death of the doctor was handled nicely, the fight scenes were good, although the Scorpion looked a bit awkward, and having J. Jonah create the villain was a novel idea. I think you'd better keep Jonah thinking about the Scorpion for a while because, in real life, he would not forget about such an incident so easily. I hope that in your M.M.M.S. you'll let us readers know about stories on the drawing board before you mention them in your Special Announcements Sections. These tasty little tidbits tend to arouse the curiosity and keep you looking for the next issue. Donald McGregor, 35 Sophia Dr. W. Warwick, R.I.

Got news for ya, Don! Even *we* don't know what's on our story boards until a few minutes before they hit the Special Announcements Section! In fact, if we don't think of something real quick, we won't be able to tell you what Spidey's next yarn is gonna be about! Talk about late deadlines! Man! We're *always* squeezing thru by the skin of our teeth!

—Judging by the way your M.M.M.S. applications are pouring into our office, it looks as though *everybody* will be a member soon! We even got an envelope from the Daily Bugle—we didn't open it yet, but we're hoping it's from J.J.J.! By next ish, we'll try to print some of the comments we receive about our little ol' Marching Society, so if you haven't written yet to tell us what you think of our oversize membership button, undersize 33⅓ rollickin' record, identification card, senseless stickers, and nutty welcoming note, you'd better do it soon, hear? And, if you haven't sent in your coupon yet, we're liable to take away your little web-shooters! And you wouldn't want *that* to happen!

Dear Stan and Steve,

Just finished reading SPIDER-MAN #20. It was terrific! The Scorpion was the kind of foe I've been hoping for. One thing about the Scorpion was bad, though—his costume. It was absolutely the nuttiest thing I've ever seen. For one thing it was all green and had all sorts of lines all over it. The mask was horrible, too. Who ever heard of a green Scorpion? I think you ought to have Spidey battle Kraven, Vulture, Green Goblin, or Captain America. It makes me feel ill to think of the Green Goblin running around thinking that he's beaten Spidey. By the way, the Scorpion's back looks horrible because of that tail. You should call the Scorpion 'Scorpo' instead of 'Scorpey' —it's one letter shorter! Roger Parish, Rt. #1, Box 101 Savage, Minn.

How about 'Scorp,' Rog? It's two letters shorter! Or 'Scor'? Or maybe 'Sco'? 'Sc' perhaps? Then, there's always 'S'—or just plain ' '! (Nobody's gonna top *us*, by golly!)

Dear Stan and Steve,

I've just finished reading SPIDER-MAN #20 introducing your newest villain, the Scorpion. Thanks again for a truly excellent story in the grand Marvel style. Nowhere but at Marvel would a hero really go down in defeat, discovering that he's up against someone more powerful than himself; never have I seen a hero go down fighting like Spidey did. He won out, of course, but no other hero ever fought a tougher battle or tried harder to win before he actually did win. You remain consistent in excellent art, story, plot, characterization and all else. Just keep up the degree of excellence you've displayed, as I know you will. As long as Marvel is around I'll be reading comics—your comics. I guess that's the best compliment possible. Buddy Saunders, 2102 Menefee Arlington, Tex. 70012

And, from the best fans in the world, we expect nothing but the best compliments! Thanks a heap, Buddy!

Dear Stan and Steve,

Spider-Man makes his webbing shoot out by pressing his palm in which he has a secret device that makes this happen. What happens when he picks up something? As he is pressing his palm with the thing that he picks up, how come the webbing doesn't shoot out?

Jeffrey Isleib, 576 Nott St. Wethersfield, Conn.

Oh, it's not just any old press, Jeff! He's gotta press it a certain way—with the ol' spider strength! At least, we *think* that's the answer!

Dear Stan and Steve,

Your Spider-Man Annual #1 was the greatest mag I've ever popped my peepers at! The Sinister Six were great! Those full page panels were magnificent. Steve Ditko must have worked himself to a frazzle. My favorite was the one on page 16 where Spidey K.O.'s Electro! Vulchy was his usual baldness, and Sandman just can't keep himself together. Mysterio has to cut down on that smoking, and Doc Ock seems to be getting more polite every day. Kraven needs a haircut, and Electro oughta quit sticking his fingers in plug fixtures. He seems to have an electrifying personality. Your article, "The Secrets of Spider-Man," relieved me of hundreds of questions. All in all, Spidey Annual #1 was your greatest achievement so far! One question I would like to ask, though. How long have Marvel Comics been in business and how long have you two worked there? Scott Betts, 333 Oak St. Glen Ellyn, Ill.

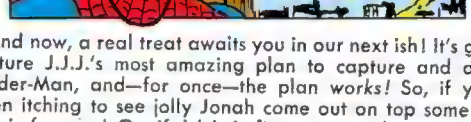
Mighty Marvel's been having its ups and downs for over 25 years now! Stan has been bullpen boss for almost all that time—but he's not as old as you think. He started in his teens! As for Steverino, he's a real Johnny-Come-Lately — hasn't been with Marvel for more than ten years! But we can hear him growling in the corner now—"It feels like a hundred!!"

Dear Stan and Steve,

I am writing in answer to a letter in SPIDER-MAN #13. One particular fan states that "The Torch can wipe up the floor with Spider-Man! Remember the F.F. ANNUAL!" I have that Annual and it doesn't look like Spider-Man is running away—that fan must be blind! But, look at STRANGE TALES ANNUAL #2—our hero (Spider-Man, of course) traps the Torch in an ice-silicone trap which puts out his flame and imprisons him. Spider-Man could have destroyed the Torch if he'd wanted to. I'm a loyal fan of Spidey and I think that other fans should know the truth. Sorry, Charlie!

John Honovich, 292 Warburton Ave. Hastings-on-Hudson, N. Y.

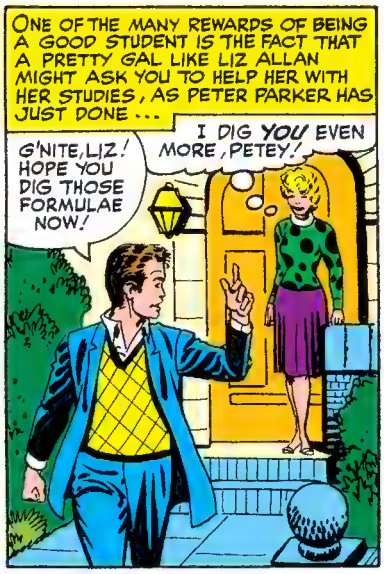
We're sure glad Spidey has such staunch defenders, Johnny! But wait'll you hear what the Torch fans have to say! We'll be expecting an extra-heavy mail for the next few weeks!

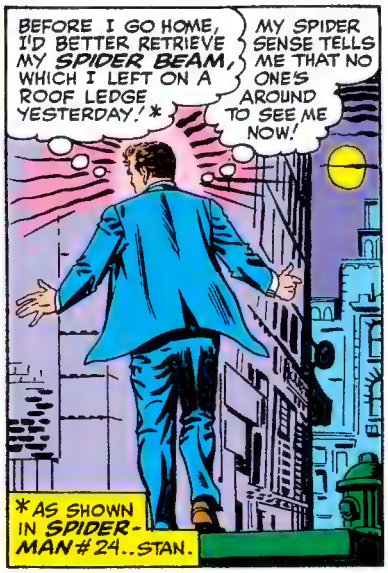


—And now, a real treat awaits you in our next ish! It's gonna feature J.J.J.'s most amazing plan to capture and defeat Spider-Man, and—for once—the plan *works!* So, if you've been itching to see jolly Jonah come out on top some time, this is for you! Or, if J.J.J. is first on your hate list, you'll enjoy it, too! How can that be? You'll find out—in SPIDER-MAN #22!—And wait'll you see the completely different and unexpected foe poor Spidey has to battle! So, get those webs of yours untangled and watch for it—we like you too much to bear the thought of you missing it!

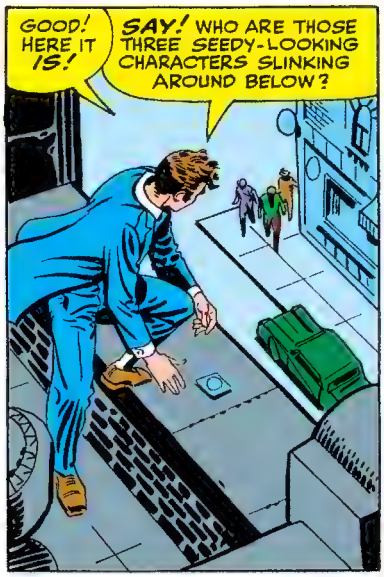
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
25 JUNE
IND.
"CAPTURED BY J. JONAH JAMESON!"

SPIDER-MAN
"CAPTURED BY J. JONAH JAMESON!"
DO YOU THINK SPIDEY'S HAD TROUBLE BEFORE? JUST WAIT'LL YOU READ THIS ONE!
WHAT HAPPENS TO A SUPER-HERO ON THE RUN, WHEN HE HAS NO PLACE TO GO?
SWINGIN' SCRIPT BY: STAN LEE
DAZZLIN' DRAWINGS BY: STEVE DITKO
LOQUACIOUS LETTERING BY: S. ROSEN
STURDY STEVEY DITKO DREAMED UP THE PLOT OF THIS TANTALIZING TALE, AND IT'S FULL OF UNEXPECTED SURPRISES! SO, TURN THE PAGE AND SEE IF YOU CAN GUESS WHAT'S COMING NEXT...!

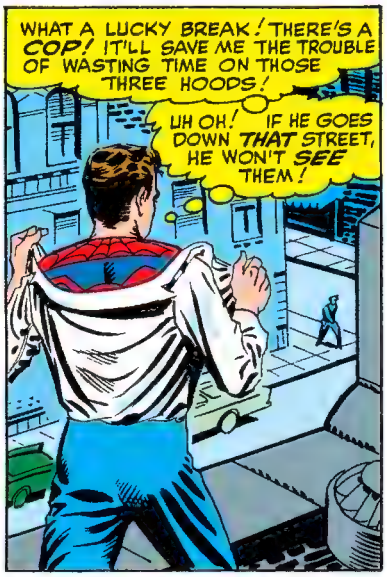

ONE OF THE MANY REWARDS OF BEING A GOOD STUDENT IS THE FACT THAT A PRETTY GAL LIKE LIZ ALLAN MIGHT ASK YOU TO HELP HER WITH HER STUDIES, AS PETER PARKER HAS JUST DONE ...
G'NITE, LIZ! HOPE YOU DIG THOSE FORMULAE NOW!
I DIG YOU EVEN MORE, PETEY!

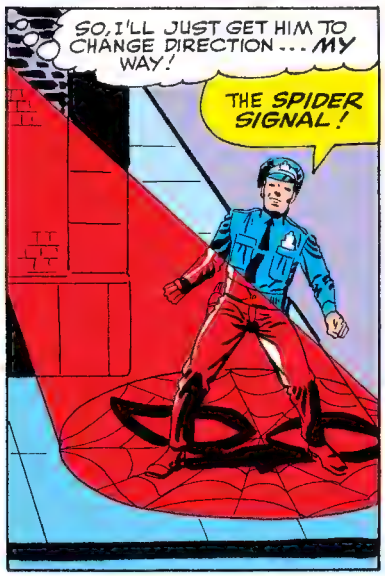

BEFORE I GO HOME, I'D BETTER RETRIEVE MY SPIDER BEAM, WHICH I LEFT ON A ROOF LEDGE YESTERDAY! *
MY SPIDER SENSE TELLS ME THAT NO ONE'S AROUND TO SEE ME NOW!
* AS SHOWN IN SPIDER-MAN # 24.. STAN.

AND, IF NO ONE'S WATCHING, THERE'S NO NEED FOR ME TO GO TO THE TROUBLE OF CHANGING INTO MY COSTUME!
IT SHOULD BE ON THE LEDGE RIGHT ABOVE ME!


GOOD! HERE IT IS!
SAY! WHO ARE THOSE THREE SEEDY-LOOKING CHARACTERS SLINKING AROUND BELOW?

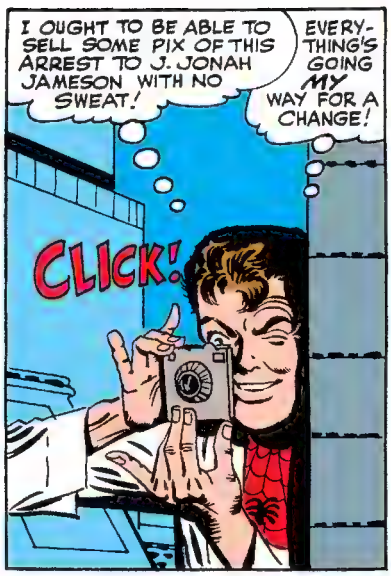
THE WAY THEY'RE GOING FROM CAR TO CAR, THEY'VE GOT AUTO THIEVES WRITTEN ALL OVER THEM!
HMM.. LOOKS LIKE THEY FOUND THE ONE THEY WANT!


WHAT A LUCKY BREAK! THERE'S A COP! IT'LL SAVE ME THE TROUBLE OF WASTING TIME ON THOSE THREE HOODS!
UH OH! IF HE GOES DOWN THAT STREET, HE WON'T SEE THEM!


SO, I'LL JUST GET HIM TO CHANGE DIRECTION... MY WAY!
THE SPIDER SIGNAL!

NOW, BY MOVING THE SIGNAL OVER TO THOSE PUNKS, HE'LL HAVE TO SEE THEM!
HEY! WHAT'S GOIN' ON HERE??
SOMEONE SPOTTED US!

YOU CAN SAY THAT AGAIN, MISTER! GRAB SOME SKY... I'VE GOT YOU COVERED!
WELL, WELL... WE'VE BEEN LOOKING FOR YOU THREE FOR SOME TIME NOW!
AND JUST OUR LUCK HE FOUND US IN THE MIDDLE OF A CAPER!


I OUGHT TO BE ABLE TO SELL SOME PIX OF THIS ARREST TO J. JONAH JAMESON WITH NO SWEAT!
EVERYTHING'S GOING MY WAY FOR A CHANGE!
CLICK!

A FEW MINUTES LATER...
HI, AUNT MAY! I THOUGHT YOU'D BE ASLEEP BY NOW!
I WANTED TO WAIT TILL I KNEW YOU WERE SAFELY HOME, PETER DEAR! AND BESIDES, THERE WAS THE LOVELIEST JOAN CRAWFORD MOVIE ON THE LATE SHOW!

AUNT MAY SURE IS THE GREATEST! IF ONLY SHE WOULDN'T WORRY ABOUT ME SO MUCH!
I'D BETTER WORK ON MY SPARE COSTUME WHILE I HAVE THE CHANCE BEFORE I GO TO BED!

I REMEMBER THE TIME MY SPIDEY-SUIT GOT DRIPPING WET AND I COULDN'T WEAR IT WHEN I NEEDED IT! I DON'T WANT THAT TO HAPPEN AGAIN!
YEESH! BOY, HOW I HATE TO SEW!

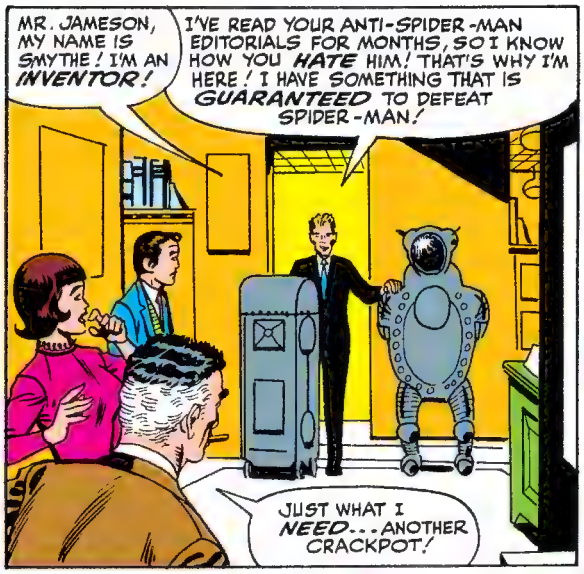
HOWEVER, AFTER ONLY A DOZEN OR SO TINY PIN-PRICKS, PETER MANAGES TO FINISH HIS COSTUME, AND THEN, THE NEXT MORNING...
I HOPE OL' SKINFLINT BUYS MY PHOTOS! OH, HE'S WITH SOMEONE!
DON'T WORRY ABOUT A THING! I'LL TAKE CARE OF YOUR AD PERSONALLY, AND I'LL SEE YOU AT THE CLUB TONIGHT!
MUST BE SOMEONE IMPORTANT.. J.J'S SMILING!

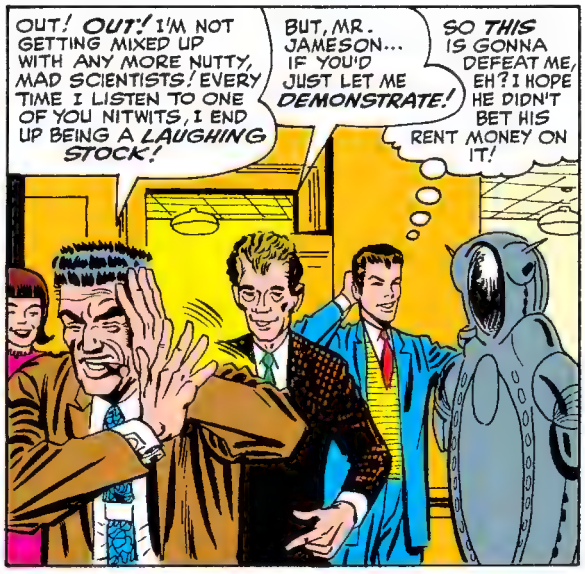
GOT SOME PICTURES FOR ME, PARKER? LET ME SEE THEM!
HMM! NOTHING SO GREAT! SPIDER-MAN'S SIGNAL BEAM SHINING ON THREE PUNKS, AND A POLICEMAN MAKING A PINCH! BIG DEAL!
I NEED THE MONEY! HE HAS TO BUY THEM!
BUT YOU DON'T GET THE IDEA, MR. JAMESON! THOSE PIX ARE DYNAMITE!

THINK HOW BAD THEY MAKE SPIDER-MAN LOOK! HE WAS BEATEN TO SOME CROOKS BY ONE LONE OFFICER!
SAY! THAT'S RIGHT, PARKER!
I NEVER HEARD PETER PARKER KNOCK SPIDER-MAN BEFORE!

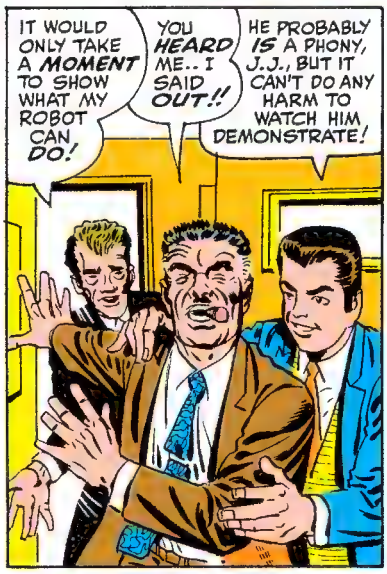
YES, SIR! IT'S A GOOD THING I THOUGHT OF THAT ANGLE! ANOTHER TYPICAL JAMESON BRAINSTORM!
I'LL SEND YOU YOUR CHECK IN THE MORNING, PARKER!
HI, BETTY! HEY, WHY THE COLD-SHOULDER LOOK?

YOU SHOULD KNOW WHY, PETER! YOU'VE BEEN SELLING TOO MANY PICTURES TO J. JONAH! YOU'RE BEGINNING TO SOUND LIKE HIM NOW!
AW, I WAS JUST...HEY, LOOK! WHAT'S THAT??


MR. JAMESON, MY NAME IS SMYTHE! I'M AN INVENTOR!
I'VE READ YOUR ANTI-SPIDER-MAN EDITORIALS FOR MONTHS, SO I KNOW HOW YOU HATE HIM! THAT'S WHY I'M HERE! I HAVE SOMETHING THAT IS GUARANTEED TO DEFEAT SPIDER-MAN!
JUST WHAT I NEED... ANOTHER CRACKPOT!


OUT! OUT! I'M NOT GETTING MIXED UP WITH ANY MORE NUTTY, MAD SCIENTISTS! EVERY TIME I LISTEN TO ONE OF YOU NITWITS, I END UP BEING A LAUGHING STOCK!
BUT, MR. JAMESON... IF YOU'D JUST LET ME DEMONSTRATE!
SO THIS IS GONNA DEFEAT ME, EH? I HOPE HE DIDN'T BET HIS RENT MONEY ON IT!

SAY! THIS WOULD BE A GREAT CHANCE TO GET EVEN WITH JONAH FOR ALL THE TROUBLE HE'S CAUSED ME IN THE PAST! I MIGHT EVEN MAKE SOME MORE DOUGH SELLING PHOTOS OF THE SPIDER-MAN "FIGHT"!

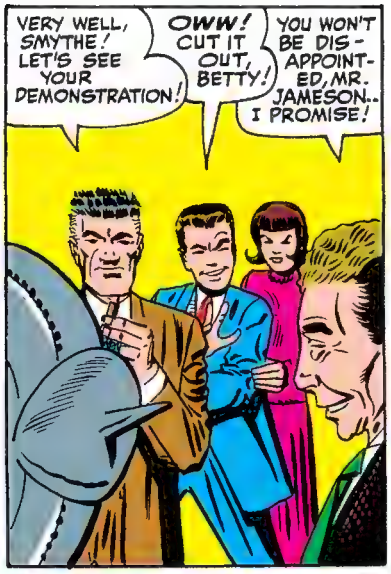

IT WOULD ONLY TAKE A MOMENT TO SHOW WHAT MY ROBOT CAN DO!
YOU HEARD ME.. I SAID OUT!!
HE PROBABLY IS A PHONY, J.J., BUT IT CAN'T DO ANY HARM TO WATCH HIM DEMONSTRATE!

IN FACT, THERE'S ALWAYS THE CHANCE THAT HE MAY REALLY HAVE SOMETHING! WHAT HAVE YOU GOT TO LOSE?
PETER PARKER!! YOU KEEP OUT OF THIS! WHAT'S GOTTEN INTO YOU??

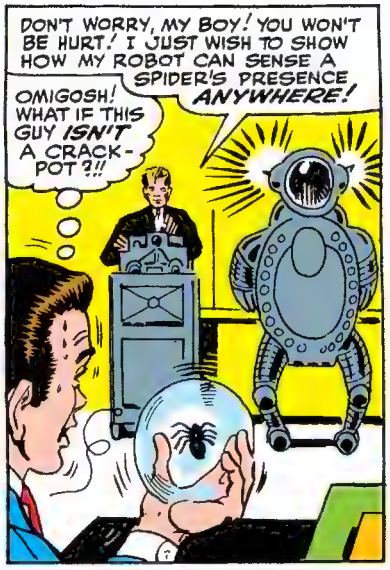
AFTER ALL, IT HAS TO TAKE SOMETHING SPECIAL TO BE ABLE TO FIGHT SPIDER-MAN! MAYBE THAT NUTTY-LOOKING ROBOT IS JUST WHAT THE DOCTOR ORDERED!
PETER! HOW CAN YOU TALK THAT WAY?? DO YOU WANT SPIDER-MAN DEFEATED?

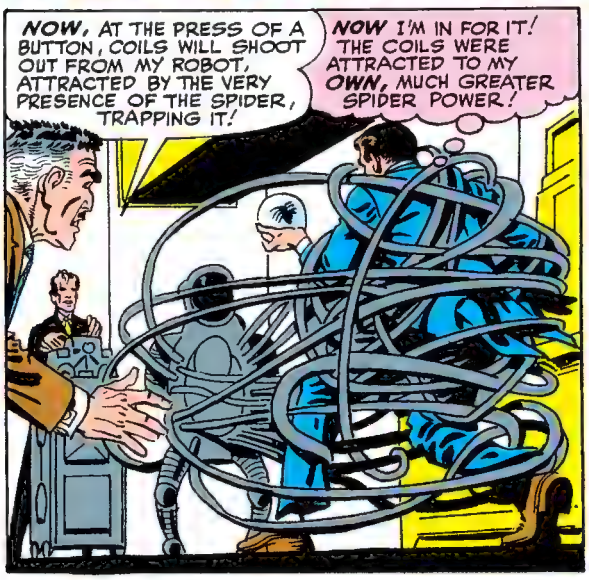
IXNAY, BETTY!
IF THE ROBOT SHOULD BE ABLE TO WALLOP SPIDER-MAN, YOU'LL GET ALL THE CREDIT! AND IF IT DOESN'T, WHO'S TO KNOW?
HMMM...
PETER...!!

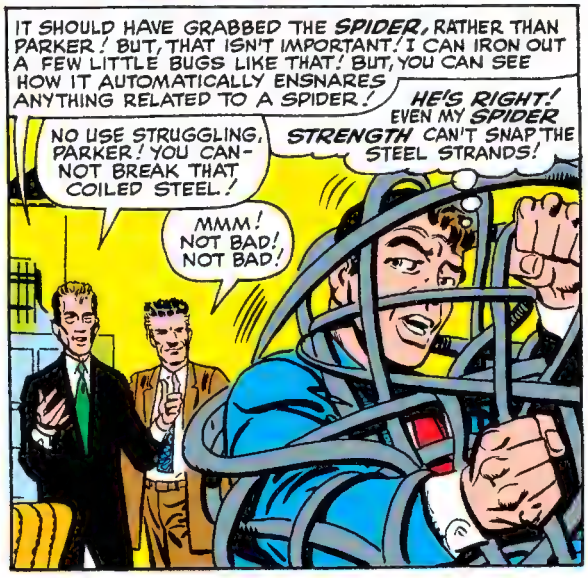
BESIDES, YOU KNOW YOU'RE LOTS SMARTER THAN SPIDER-MAN COULD EVER HOPE TO BE! HE'S ONLY BEATEN YOU BY DUMB LUCK BEFORE! SOONER OR LATER YOU'RE BOUND TO WIN!
AFTER ALL, LOOK HOW SUCCESSFUL YOU ARE! YOU'RE A BORN WINNER, J.J.!
PERHAPS I WAS TOO HASTY!

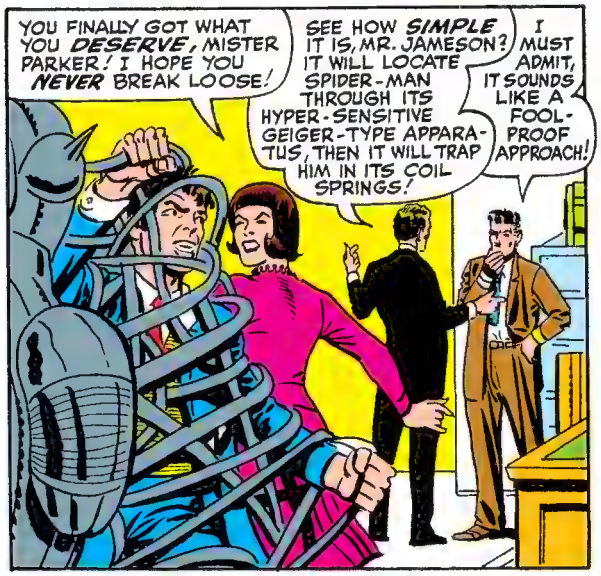

VERY WELL, SMYTHE! LET'S SEE YOUR DEMONSTRATION!
OWW! CUT IT OUT, BETTY!
YOU WON'T BE DISAPPOINTED, MR. JAMESON.. I PROMISE!

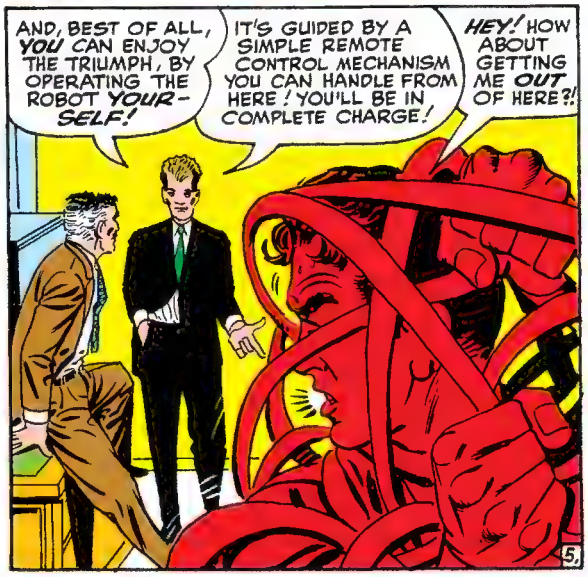
I JUST NEED SOMEONE TO HOLD THIS LIVE SPIDER IN ITS GLASS CAGE!
LET PARKER DO IT! IT WAS HIS IDEA!
WHO, ME?


DON'T WORRY, MY BOY! YOU WON'T BE HURT! I JUST WISH TO SHOW HOW MY ROBOT CAN SENSE A SPIDER'S PRESENCE ANYWHERE!
OMIGOSH! WHAT IF THIS GUY ISN'T A CRACKPOT?!!

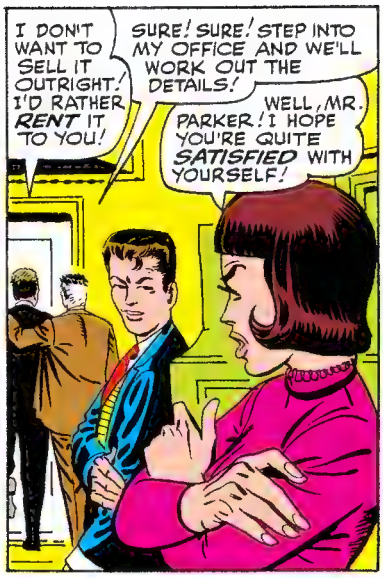

NOW, AT THE PRESS OF A BUTTON, COILS WILL SHOOT OUT FROM MY ROBOT, ATTRACTED BY THE VERY PRESENCE OF THE SPIDER, TRAPPING IT!
NOW I'M IN FOR IT! THE COILS WERE ATTRACTED TO MY OWN, MUCH GREATER SPIDER POWER!


IT SHOULD HAVE GRABBED THE SPIDER, RATHER THAN PARKER! BUT, THAT ISN'T IMPORTANT! I CAN IRON OUT A FEW LITTLE BUGS LIKE THAT! BUT, YOU CAN SEE HOW IT AUTOMATICALLY ENSNARES ANYTHING RELATED TO A SPIDER!
HE'S RIGHT! EVEN MY SPIDER STRENGTH CAN'T SNAP THE STEEL STRANDS!
NO USE STRUGGLING, PARKER! YOU CANNOT BREAK THAT COILED STEEL!
MMM! NOT BAD! NOT BAD!


YOU FINALLY GOT WHAT YOU DESERVE, MISTER PARKER! I HOPE YOU NEVER BREAK LOOSE!
SEE HOW SIMPLE IT IS, MR. JAMESON? IT WILL LOCATE SPIDER-MAN THROUGH ITS HYPER-SENSITIVE GEIGER-TYPE APPARATUS, THEN IT WILL TRAP HIM IN ITS COIL SPRINGS!
I MUST ADMIT, IT SOUNDS LIKE A FOOL-PROOF APPROACH!


AND, BEST OF ALL, YOU CAN ENJOY THE TRIUMPH, BY OPERATING THE ROBOT YOURSELF!
IT'S GUIDED BY A SIMPLE REMOTE CONTROL MECHANISM YOU CAN HANDLE FROM HERE! YOU'LL BE IN COMPLETE CHARGE!
HEY! HOW ABOUT GETTING ME OUT OF HERE?!

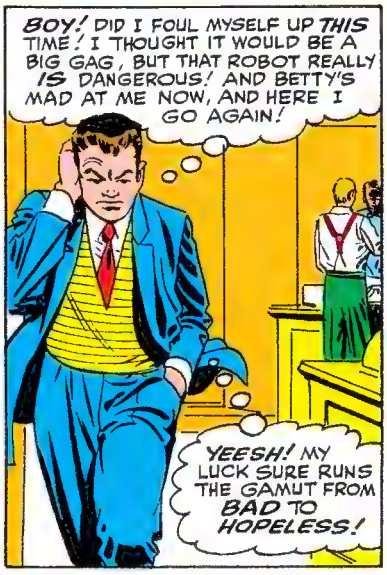
SEE HOW EASILY ITS DONE! THE PRESS OF A BUTTON RELEASES THE COILS INSTANTLY!
I'M SOLD! I'LL PAY WHATEVER YOU WANT FOR THE ROBOT! SOMETHING TELLS ME I'M GONNA GET SPIDER-MAN THIS TIME!

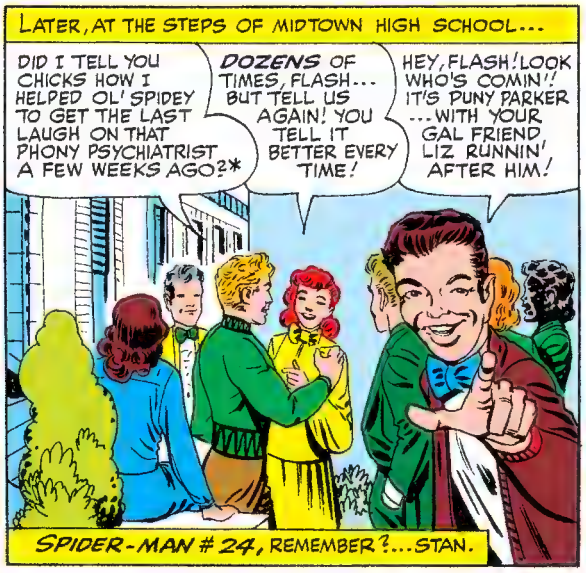

I DON'T WANT TO SELL IT OUTRIGHT! I'D RATHER RENT IT TO YOU!
SURE! SURE! STEP INTO MY OFFICE AND WE'LL WORK OUT THE DETAILS!
WELL, MR. PARKER! I HOPE YOU'RE QUITE SATISFIED WITH YOURSELF!

YOU'RE EVEN WORSE THAN MR. JAMESON! AT LEAST HE THINKS HE HAS A REASON TO HATE SPIDER-MAN! BUT YOU HAVEN'T!
GOSH, BETTY! I DIDN'T MEAN ANY HARM! I THOUGHT IT WOULD BE FUN!

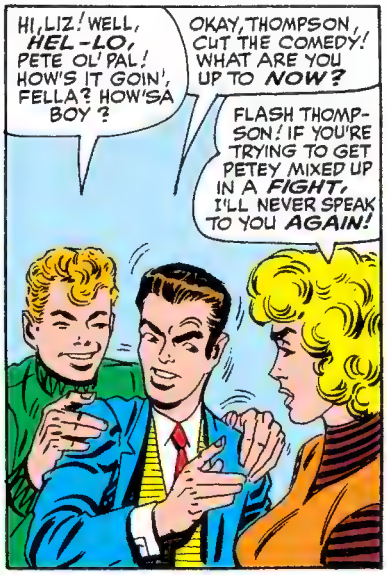
FUN?? FUN TO HELP GET SPIDER-MAN CAPTURED?! AND AFTER THE WAY HE SAVED YOUR AUNT MAY FROM DR. OCTOPUS!*
*AS SHOWN IN SPIDER-MAN ANNUAL #1... STAN.

HONESTLY!! IF I LIVE TO BE A HUNDRED, I'LL NEVER UNDERSTAND YOU, PETER! NOW GO JOIN YOUR LEADER, JOLLY JONAH JAMESON! GOOD-BYE!
BETTY... WAIT!


BOY! DID I FOUL MYSELF UP THIS TIME! I THOUGHT IT WOULD BE A BIG GAG, BUT THAT ROBOT REALLY IS DANGEROUS! AND BETTY'S MAD AT ME NOW, AND HERE I GO AGAIN!
YEESH! MY LUCK SURE RUNS THE GAMUT FROM BAD TO HOPELESS!


LATER, AT THE STEPS OF MIDTOWN HIGH SCHOOL...
DID I TELL YOU CHICKS HOW I HELPED OL' SPIDEY TO GET THE LAST LAUGH ON THAT PHONY PSYCHIATRIST A FEW WEEKS AGO?*
DOZENS OF TIMES, FLASH... BUT TELL US AGAIN! YOU TELL IT BETTER EVERY TIME!
HEY, FLASH! LOOK WHO'S COMIN'! IT'S PUNY PARKER ...WITH YOUR GAL FRIEND, LIZ RUNNIN' AFTER HIM!
SPIDER-MAN #24, REMEMBER?...STAN.

SEE, FLASH? I TOLD YOU THE TWO OF THEM HAD A DATE LAST NIGHT!
THAT'S OKAY! JUST RELAX AND WATCH ME HANDLE THIS! I KNOW JUST WHAT TO DO!
PETEY! OH, PETEY... WAIT FOR ME!

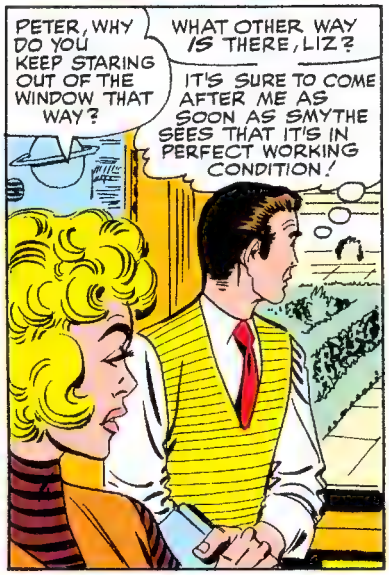

HI, LIZ! WELL, HEL-LO, PETE OL' PAL! HOW'S IT GOIN', FELLA? HOW'SA BOY?
OKAY, THOMPSON, CUT THE COMEDY! WHAT ARE YOU UP TO NOW?
FLASH THOMPSON! IF YOU'RE TRYING TO GET PETEY MIXED UP IN A FIGHT, I'LL NEVER SPEAK TO YOU AGAIN!

A FIGHT?? OH PERISH FORBID! I JUST WANT TO TALK TO MY OLD BUDDY, THAT'S ALL!
IN THAT CASE, I'LL LEAVE YOU TWO BOYS ALONE! SEE YOU LATER, PETEY!

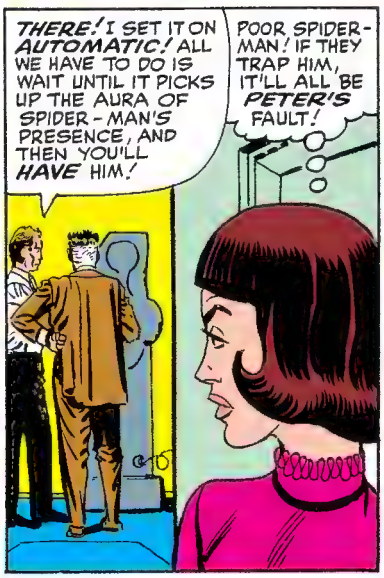
"SEE YOU LATER, PETEY!"
YOU CREEP! I WARNED YOU WHAT WOULD HAPPEN IF YOU TRIED TO TWO-TIME ME WITH MY GIRL! I'LL BE WAITIN' FOR YOU AFTER SCHOOL TODAY---AND YOU BETTER BE THERE!

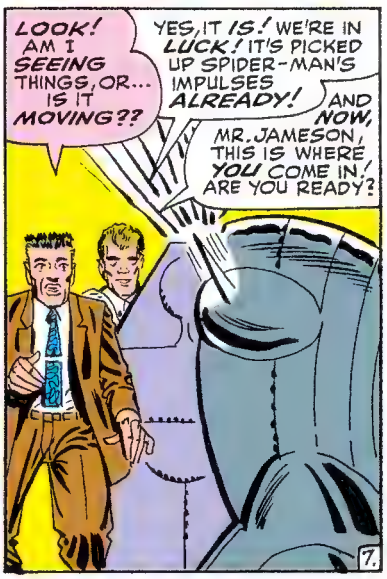
LOOK, MUSCLEBOUND! IF YOU THINK I'VE NOTHING BETTER TO DO THAN...
YOU HEARD ME! BE THERE! AND DON'T WORRY---IT'LL BE OVER SO FAST YOU'LL HARDLY FEEL A THING!

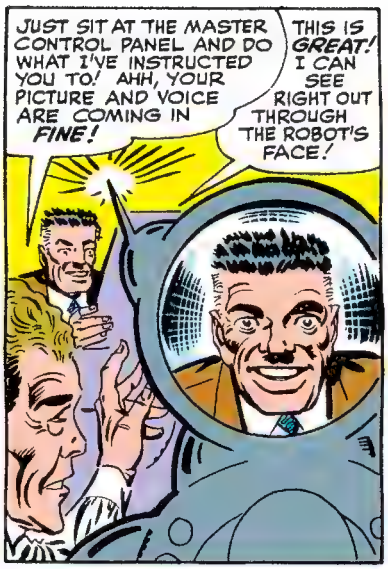
PARKER SURE LOOKS JUMPY TODAY!
SO WOULD YOU IF YOU KNEW FLASH THOMPSON WOULD BE WAITING FOR YOU OUTSIDE!
EVERY TIME I HEAR A NOISE, I THINK IT MIGHT BE THAT ROBOT COMING AFTER ME!

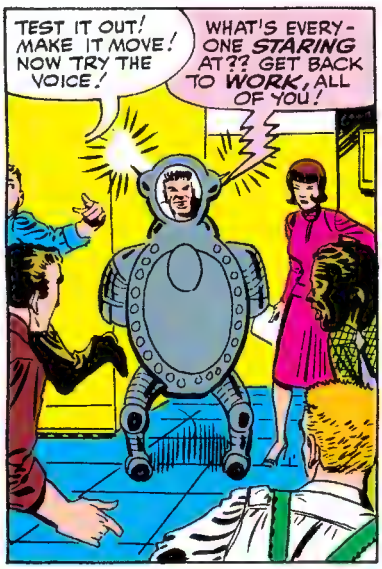

PETER, WHY DO YOU KEEP STARING OUT OF THE WINDOW THAT WAY?
WHAT OTHER WAY IS THERE, LIZ?
IT'S SURE TO COME AFTER ME AS SOON AS SMYTHE SEES THAT IT'S IN PERFECT WORKING CONDITION!

AND, AT THAT VERY MOMENT...
EVERYTHING CHECKS OUT PERFECTLY, MR. JAMESON! IT'LL WORK AS SMOOTH AS SILK! SPIDER-MAN WILL BE YOUR CAPTIVE BEFORE NIGHTFALL!
YOU BETTER BE RIGHT, SMYTHE, IF YOU WANT THAT BONUS I PROMISED YOU!

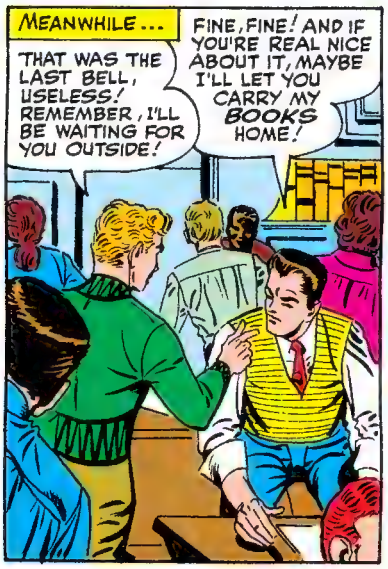

THERE! I SET IT ON AUTOMATIC! ALL WE HAVE TO DO IS WAIT UNTIL IT PICKS UP THE AURA OF SPIDER-MAN'S PRESENCE, AND THEN YOU'LL HAVE HIM!
POOR SPIDER-MAN! IF THEY TRAP HIM, IT'LL ALL BE PETER'S FAULT!

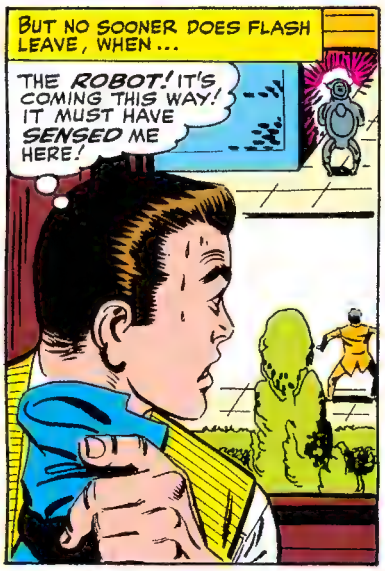

LOOK! AM I SEEING THINGS, OR... IS IT MOVING??
YES, IT IS! WE'RE IN LUCK! IT'S PICKED UP SPIDER-MAN'S IMPULSES ALREADY! AND NOW, MR. JAMESON, THIS IS WHERE YOU COME IN! ARE YOU READY?

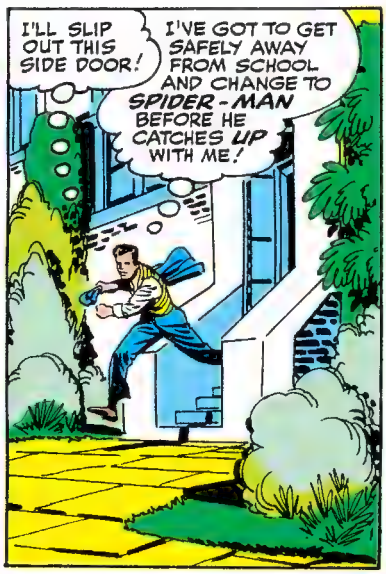

JUST SIT AT THE MASTER CONTROL PANEL AND DO WHAT I'VE INSTRUCTED YOU TO! AHH, YOUR PICTURE AND VOICE ARE COMING IN FINE!
THIS IS GREAT! I CAN SEE RIGHT OUT THROUGH THE ROBOT'S FACE!


TEST IT OUT! MAKE IT MOVE! NOW TRY THE VOICE!
WHAT'S EVERY-ONE STARING AT?? GET BACK TO WORK, ALL OF YOU!

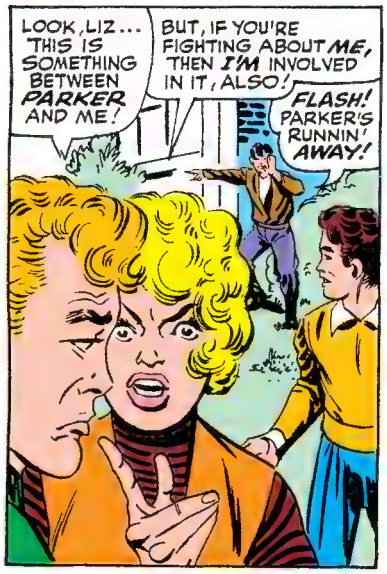
THAT WAS DELIGHTFUL! I SCARED THEM OUT OF A YEAR'S GROWTH! SAY... LOOK!! WHERE'S THE ROBOT GOING?
IT'S ON THE TRAIL OF SPIDER-MAN, ZEROING IN ON HIS SPIDER'S IMPULSE!
LOOK HOW EVERY-ONE'S STARING! THEY MUST BE LOOKING AT MY FACE IN THE ROBOT'S HEAD SCREEN!


MEANWHILE...
THAT WAS THE LAST BELL, USELESS! REMEMBER, I'LL BE WAITING FOR YOU OUTSIDE!
FINE, FINE! AND IF YOU'RE REAL NICE ABOUT IT, MAYBE I'LL LET YOU CARRY MY BOOKS HOME!


BUT NO SOONER DOES FLASH LEAVE, WHEN...
THE ROBOT! IT'S COMING THIS WAY! IT MUST HAVE SENSED ME HERE!

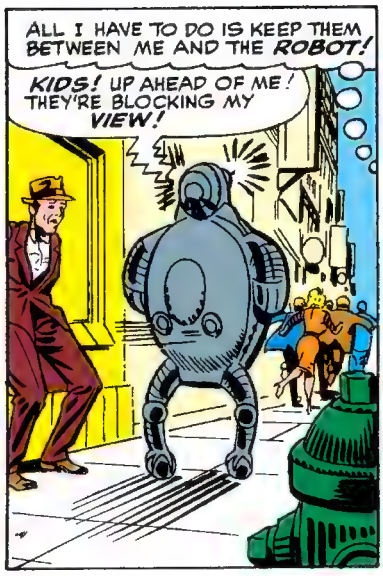

I'LL SLIP OUT THIS SIDE DOOR!
I'VE GOT TO GET SAFELY AWAY FROM SCHOOL AND CHANGE TO SPIDER-MAN BEFORE HE CATCHES UP WITH ME!

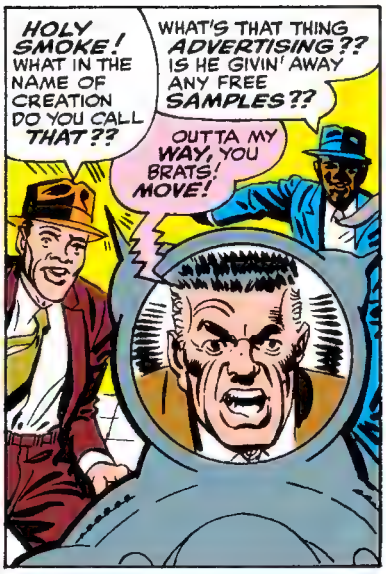
FLASH THOMPSON!! WHAT'S THIS I HEAR ABOUT YOU WAITING TO HAVE A FIGHT WITH PETEY PARKER ??!
OH NO!! NOT LIZ! NOT NOW!


LOOK, LIZ... THIS IS SOMETHING BETWEEN PARKER AND ME!
BUT, IF YOU'RE FIGHTING ABOUT ME, THEN I'M INVOLVED IN IT, ALSO!
FLASH! PARKER'S RUNNIN' AWAY!

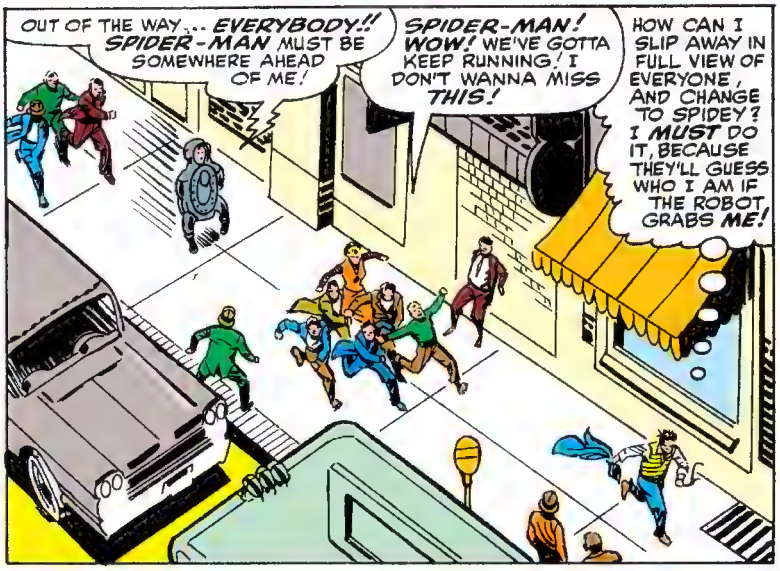
FLASH! WAIT... COME BACK!
I'LL TEACH 'IM TO TRY TO DUCK OUT ON FLASH THOMPSON! C'MON, LET'S GO AFTER HIM!
YIPPEE!

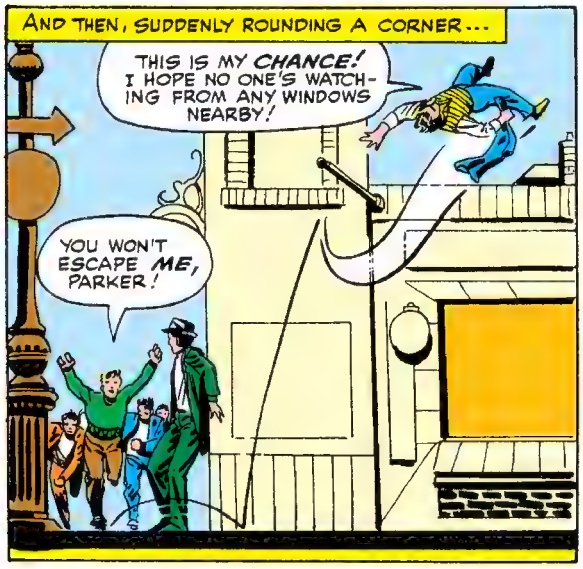
PARKER! COME BACK AN' FIGHT, YOU CHICKEN!
IT'S FLASH AND HIS STOOGES! I THINK I CAN USE THEM THIS TIME!

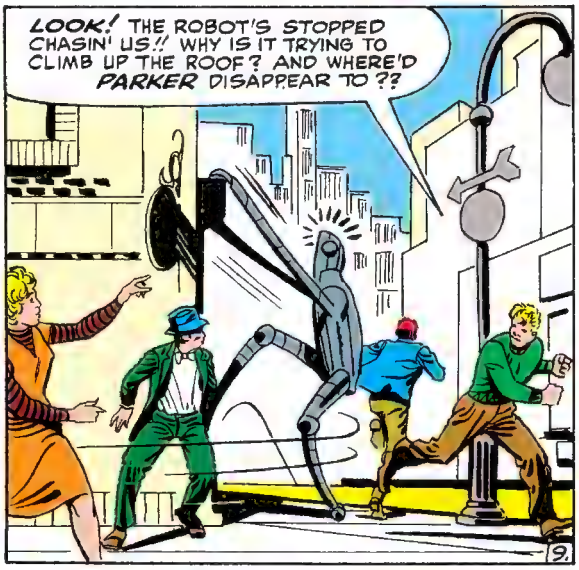

ALL I HAVE TO DO IS KEEP THEM BETWEEN ME AND THE ROBOT!
KIDS! UP AHEAD OF ME! THEY'RE BLOCKING MY VIEW!


HOLY SMOKE! WHAT IN THE NAME OF CREATION DO YOU CALL THAT??
WHAT'S THAT THING ADVERTISING?? IS HE GIVIN' AWAY ANY FREE SAMPLES??
OUTTA MY WAY, YOU BRATS! MOVE!

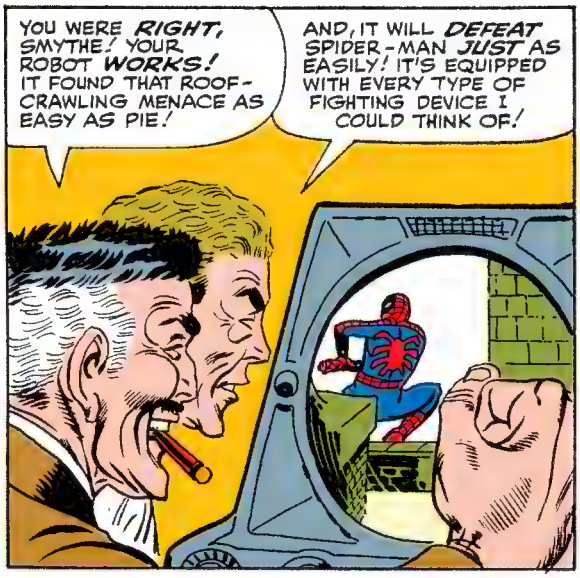
FLASH! L-LOOK BEHIND US!!
HOLY SMOKE! IT'S JAMESON... I'D KNOW HIS FACE ANYWHERE! B-BUT HE'S TURNED INTO A MONSTER!

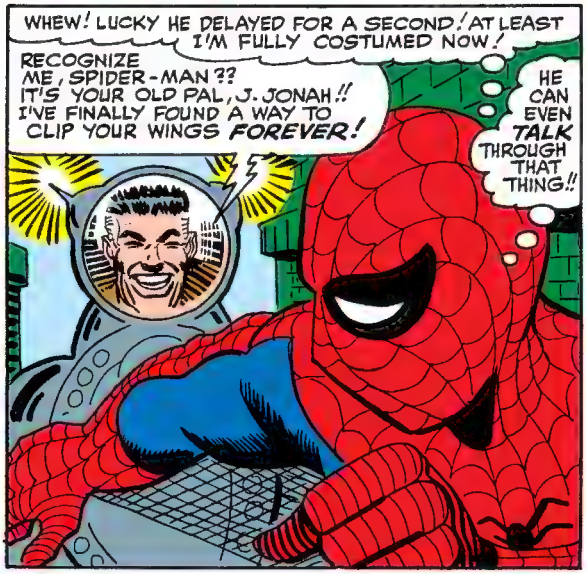

OUT OF THE WAY... EVERYBODY!! SPIDER-MAN MUST BE SOMEWHERE AHEAD OF ME!
SPIDER-MAN! WOW! WE'VE GOTTA KEEP RUNNING! I DON'T WANNA MISS THIS!
HOW CAN I SLIP AWAY IN FULL VIEW OF EVERYONE, AND CHANGE TO SPIDEY? I MUST DO IT, BECAUSE THEY'LL GUESS WHO I AM IF THE ROBOT GRABS ME!


AND THEN, SUDDENLY ROUNDING A CORNER...
THIS IS MY CHANCE! I HOPE NO ONE'S WATCHING FROM ANY WINDOWS NEARBY!
YOU WON'T ESCAPE ME, PARKER!

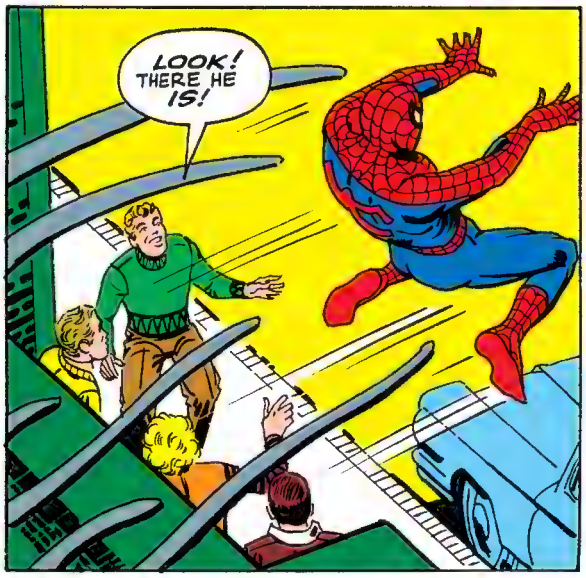

LOOK! THE ROBOT'S STOPPED CHASIN' US!! WHY IS IT TRYING TO CLIMB UP THE ROOF? AND WHERE'D PARKER DISAPPEAR TO??

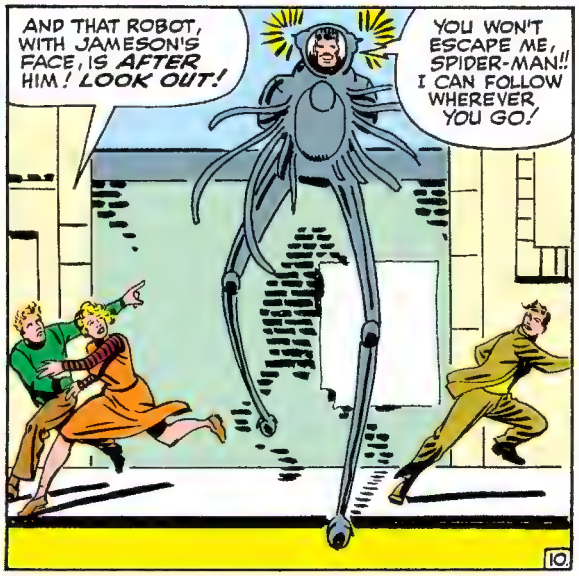
HOW'D IT GET HERE SO FAST? I DIDN'T EVEN HAVE TIME TO PUT MY SHOES OR GLOVES ON!!
SPIDER-MAN! I'VE FOUND YOU!!


YOU WERE RIGHT, SMYTHE! YOUR ROBOT WORKS! IT FOUND THAT ROOF-CRAWLING MENACE AS EASY AS PIE!
AND, IT WILL DEFEAT SPIDER-MAN JUST AS EASILY! IT'S EQUIPPED WITH EVERY TYPE OF FIGHTING DEVICE I COULD THINK OF!


WHEW! LUCKY HE DELAYED FOR A SECOND! AT LEAST I'M FULLY COSTUMED NOW!
RECOGNIZE ME, SPIDER-MAN?? IT'S YOUR OLD PAL, J. JONAH!! I'VE FINALLY FOUND A WAY TO CLIP YOUR WINGS FOREVER!
HE CAN EVEN TALK THROUGH THAT THING!!

WHILE, IN THE STREET BELOW...
THAT'S FUNNY... WE LOST PARKER! AND THE ROBOT'S GONE!
THE ROBOT SAID SPIDER-MAN WAS AROUND HERE! MAYBE PARKER FOUND HIM!
OH, DEAR! I HOPE HE DIDN'T!


LOOK! THERE HE IS!

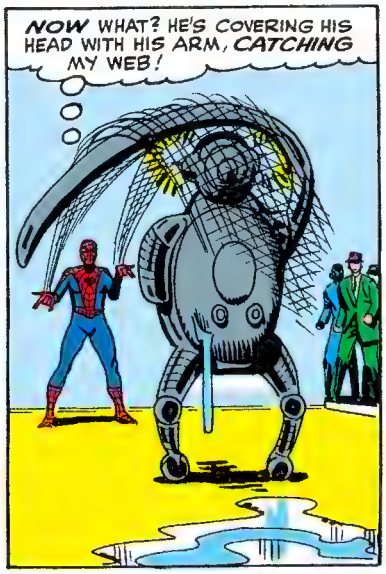

AND THAT ROBOT, WITH JAMESON'S FACE, IS AFTER HIM! LOOK OUT!
YOU WON'T ESCAPE ME, SPIDER-MAN!! I CAN FOLLOW WHEREVER YOU GO!

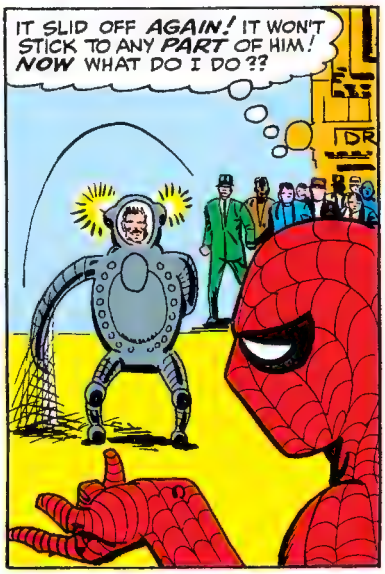
WHAT DO WE DO NOW? WHAT HAPPENED TO PARKER?
FORGET PUNY PARKER! THIS IS MORE IMPORTANT! I'VE GOTTA HELP OL' SPIDEY, LIKE I DID LAST TIME!
GOOD! NOW PETEY CAN GET AWAY!

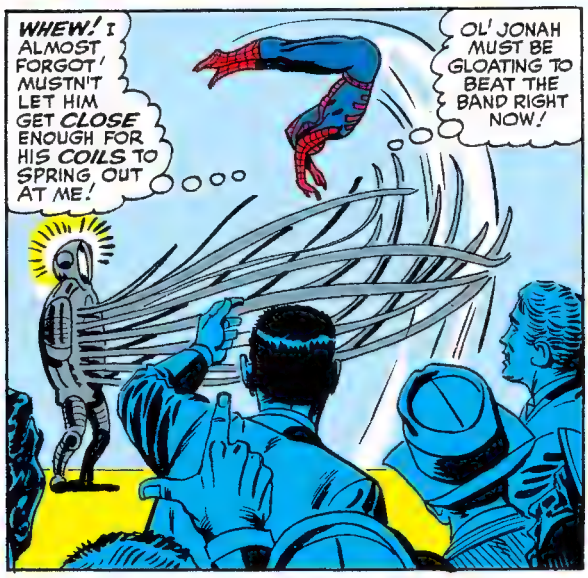
FOLLOW ME! WE'VE GOTTA CATCH UP TO THAT ROBOT!
PERHAPS IF I TAG ALONG WITH HIM, HE'LL STOP BEING SO JEALOUS OF POOR PETEY!

MEANWHILE...
THIS IS WHERE I'LL MAKE MY STAND... RIGHT IN THE MIDDLE OF THE STREET!
IF I BEAT JAMESON NOW, EVERYBODY WILL KNOW ABOUT IT! HE'LL NEVER LIVE IT DOWN!

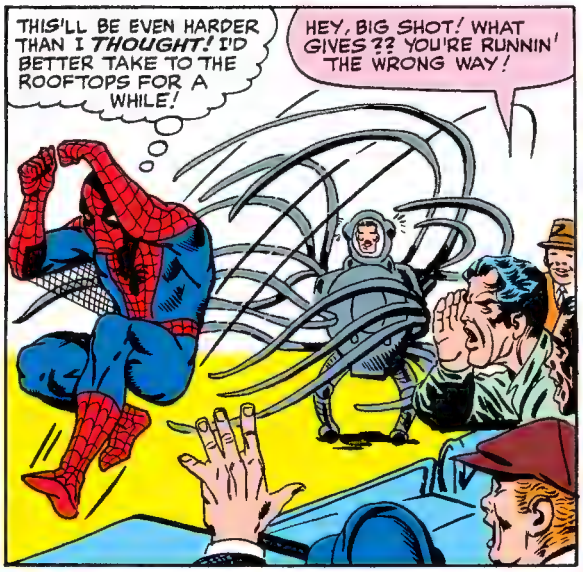
FIRST I'LL GIVE YOU A TASTE OF MY LIQUID WEBBING!
UH-OH! IT'S ROLLING OFF! HIS SURFACE IS SPECIALLY-PREPARED...IT'S TOO OILY!
WELL, THEN, I'LL SPRAY IT OVER HIM...!


NOW WHAT? HE'S COVERING HIS HEAD WITH HIS ARM, CATCHING MY WEB!


IT SLID OFF AGAIN! IT WON'T STICK TO ANY PART OF HIM! NOW WHAT DO I DO??


WHEW! I ALMOST FORGOT! MUSTN'T LET HIM GET CLOSE ENOUGH FOR HIS COILS TO SPRING OUT AT ME!
OL' JONAH MUST BE GLOATING TO BEAT THE BAND RIGHT NOW!

I'VE GOT TO GET OUT OF RANGE OF THOSE COIL-SPRING ARMS! THEY'RE TOO FAST!
THEY FOLLOW ME AUTOMATICALLY, ATTRACTED BY MY SPIDER IMPULSES!
DODGE ALL YOU WANT TO! YOU CAN'T AVOID ME FOREVER!


THIS'LL BE EVEN HARDER THAN I THOUGHT! I'D BETTER TAKE TO THE ROOFTOPS FOR A WHILE!
HEY, BIG SHOT! WHAT GIVES ?? YOU'RE RUNNIN' THE WRONG WAY!

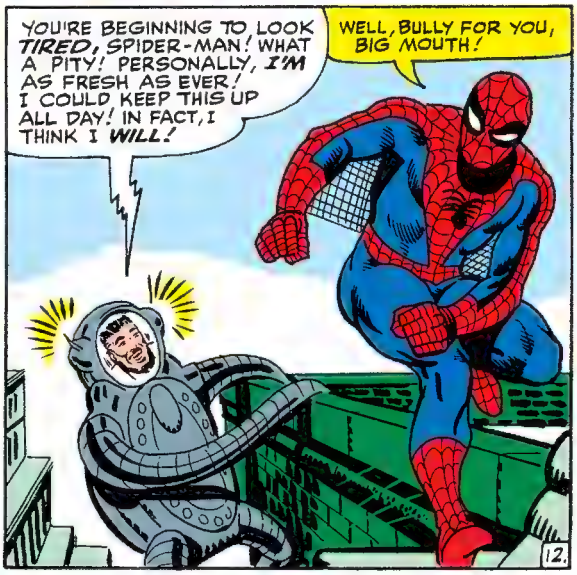
MY ADORING PUBLIC! THEY CAN'T WAIT TO TURN AGAINST ME AT THE FIRST OPPORTUNITY!
THERE HE IS, FLASH!
HECK! IF HE TAKES TO THE ROOF, WE'LL LOSE HIM!

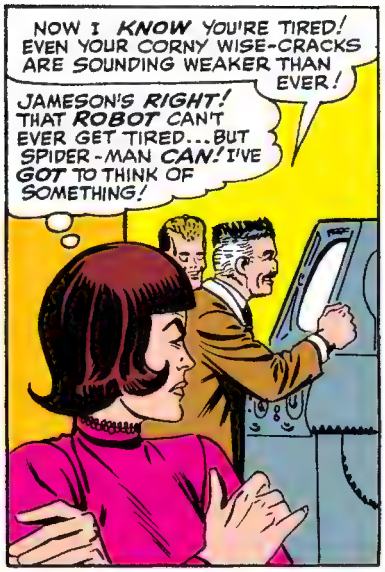
GOING FOR A LITTLE CLIMB, SPIDER-MAN?? THAT WON'T HELP YOU! I'M COMING RIGHT AFTER YOU! YOU'RE NOT GETTING AWAY FROM ME!

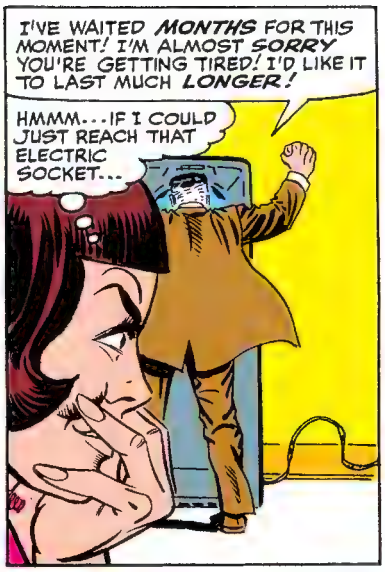
THIS IS TERRIBLE! I'VE GOT TO HELP POOR SPIDER-MAN SOMEHOW! I OWE HIM THAT MUCH!
SMYTHE, YOU'RE A GENIUS! I'VE NEVER HAD SUCH A WONDERFUL TIME!

THERE'S ONLY ONE THING TO DO...
CAREFUL, MR. JAMESON! THAT DIAL IS COMING LOOSE! HERE, LET ME TIGHTEN IT FOR YOU!
DON'T TOUCH IT!! I'LL LOSE CONTROL OVER THE ROBOT! STAY BACK!
I WAS TOO SLOW! I'LL HAVE TO THINK OF SOMETHING ELSE!

DIDN'T THINK I COULD COME AFTER YOU SO FAST, DID YOU? WHY DON'T YOU GIVE UP AND SAVE YOURSELF ALL THIS TROUBLE?
I DON'T KNOW WHICH IS WORSE... THAT ROBOT'S COILS, OR JAMESON'S RASPY, GLOATING VOICE!


YOU'RE BEGINNING TO LOOK TIRED, SPIDER-MAN! WHAT A PITY! PERSONALLY, I'M AS FRESH AS EVER! I COULD KEEP THIS UP ALL DAY! IN FACT, I THINK I WILL!
WELL, BULLY FOR YOU, BIG MOUTH!


NOW I KNOW YOU'RE TIRED! EVEN YOUR CORNY WISE-CRACKS ARE SOUNDING WEAKER THAN EVER!
JAMESON'S RIGHT! THAT ROBOT CAN'T EVER GET TIRED...BUT SPIDER-MAN CAN! I'VE GOT TO THINK OF SOMETHING!


I'VE WAITED MONTHS FOR THIS MOMENT! I'M ALMOST SORRY YOU'RE GETTING TIRED! I'D LIKE IT TO LAST MUCH LONGER!
HMMM...IF I COULD JUST REACH THAT ELECTRIC SOCKET...

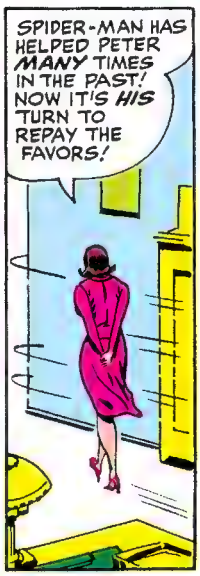
I'LL PRETEND I STUMBLED!..I'LL DROP THESE PAPERS!
OOPS! HOW CLUMSY OF ME!

HE'S PAYING NO ATTENTION, SO, I'LL JUST INCH CLOSER TO THE SOCKET...!
I FEEL LIKE THE HEROINE IN AN ADVENTURE THRILLER! IT'S REALLY EXCITING!

MISS BRANT! WHAT IN THUNDER ARE YOU DOING?? GET AWAY FROM THERE!
OH, NO!!
IF THIS WERE JUST A STORY, I'D HAVE MADE IT!

HOW DO YOU EXPECT ME TO CONCENTRATE WITH YOU GETTING UNDER-FOOT ALL THE TIME! GET OUT... TAKE THE REST OF THE DAY OFF... WITHOUT PAY, OF COURSE!
I FAILED!! BUT, PETER IS AS INDEBTED TO SPIDER-MAN AS I! I'VE GOT TO GET HIM TO HELP, SOMEHOW!

I'LL PHONE HIM... I HOPE HE'S HOME! AFTER ALL, THIS IS ALL HIS FAULT!
TSK! THE LINE'S BUSY!

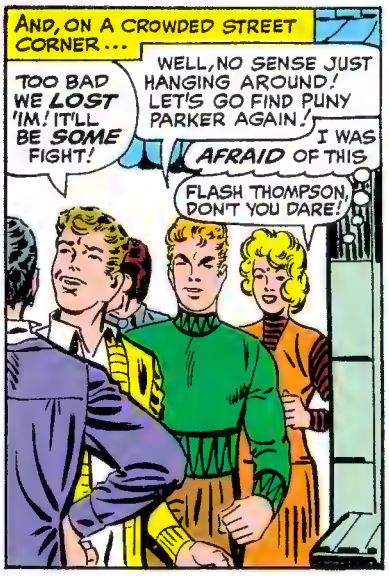

SPIDER-MAN HAS HELPED PETER MANY TIMES IN THE PAST! NOW IT'S HIS TURN TO REPAY THE FAVORS!

HE TALKED J.J. INTO THIS... SO, HE'S GOT TO FIND A WAY TO TALK HIM OUT OF IT! OH... THE LINE'S STILL BUSY!

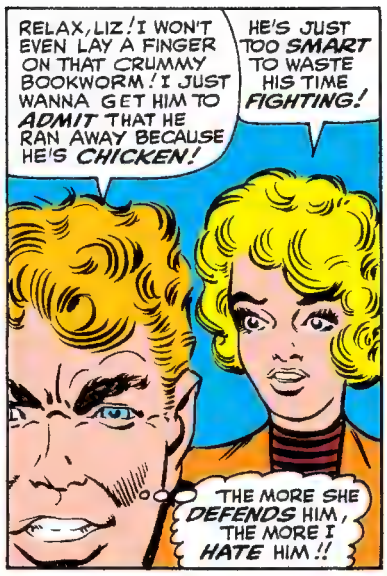
I NEVER EVEN LIKED SPIDER-MAN...OR ANY SILLY COSTUMED ADVENTURER! BUT I CAN'T HELP FEELING SORRY FOR HIM!

AFTER ALL, IT ISN'T FAIR FOR A MAN TO HAVE TO FIGHT A TIRELESS ROBOT! IF ONLY PETER CAN CONVINCE JAMESON TO...
DRAT! STILL BUSY!

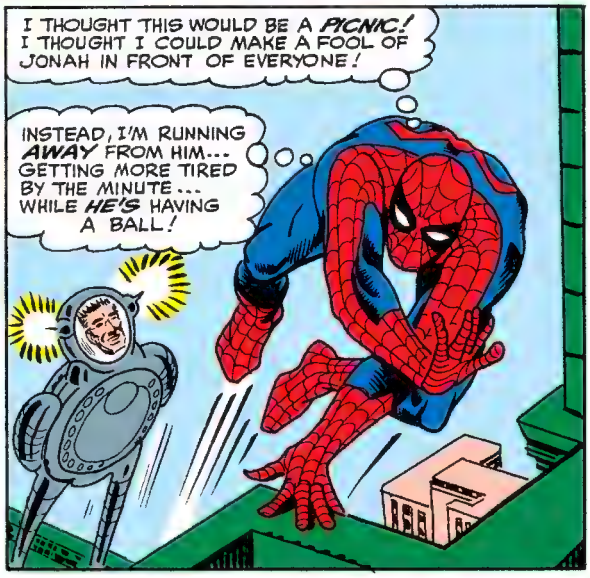
PERHAPS HIS AUNT IS ON THE PHONE! A WOMAN CAN TALK FOR HOURS! I'LL GO OVER AND GET HIM MYSELF!


AND, ON A CROWDED STREET CORNER...
TOO BAD WE LOST 'IM! IT'LL BE SOME FIGHT!
WELL, NO SENSE JUST HANGING AROUND! LET'S GO FIND PUNY PARKER AGAIN!
I WAS AFRAID OF THIS
FLASH THOMPSON, DON'T YOU DARE!

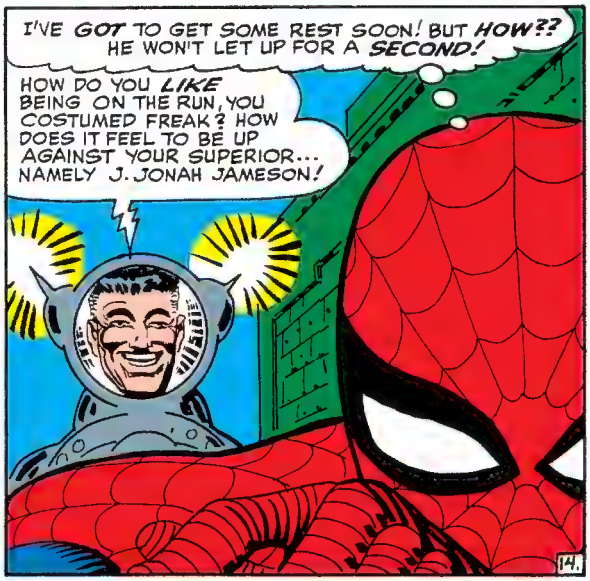
HE PROBABLY LIT OUT FOR HOME! I'LL BET YOU CAN FIND HIM THERE!
IT'S AS GOOD A PLACE AS ANY TO START LOOKING!
FLASH, I'M ASHAMED OF YOU! IF YOU HURT POOR PETEY, I'LL NEVER TALK TO YOU AGAIN!

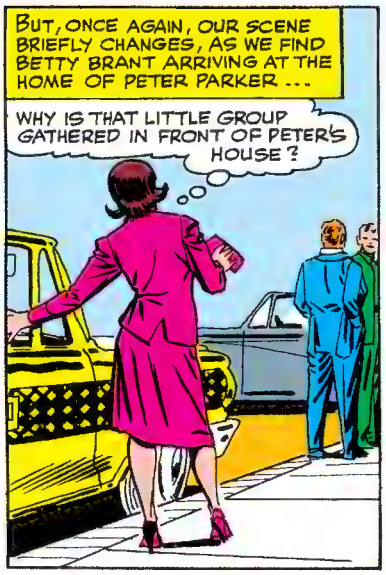

RELAX, LIZ! I WON'T EVEN LAY A FINGER ON THAT CRUMMY BOOKWORM! I JUST WANNA GET HIM TO ADMIT THAT HE RAN AWAY BECAUSE HE'S CHICKEN!
HE'S JUST TOO SMART TO WASTE HIS TIME FIGHTING!
THE MORE SHE DEFENDS HIM, THE MORE I HATE HIM!!

MEANWHILE, THE YOUNG STALWART WHO SEEMS TO BE ON EVERYONE'S LIPS IS HAVING TROUBLES ENOUGH AMONG THE ROOFTOPS...
I MUST HAVE BEEN OUT OF MY MIND! THIS IS ALL MY OWN FAULT... I TALKED JAMESON INTO USING THAT ROBOT!
I CAN PLAY TAG AS LONG AS YOU CAN!

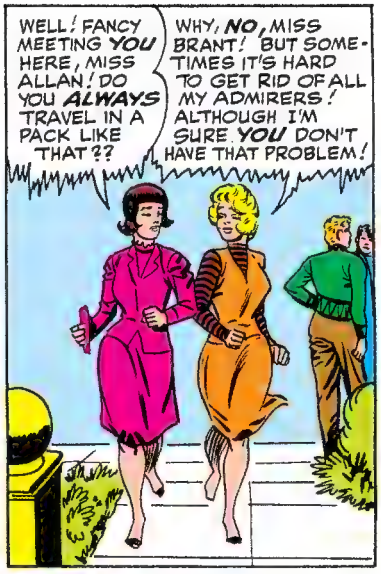

I THOUGHT THIS WOULD BE A PICNIC! I THOUGHT I COULD MAKE A FOOL OF JONAH IN FRONT OF EVERYONE!
INSTEAD, I'M RUNNING AWAY FROM HIM... GETTING MORE TIRED BY THE MINUTE... WHILE HE'S HAVING A BALL!

AND EVERY TIME I SLOW DOWN, THOSE COIL STEEL FEELERS OF HIS AUTOMATICALLY REACH OUT TO GRAB ME!
KEEP GOING, SPIDER-MAN! DON'T SPOIL MY FUN! SO QUICKLY! I WANT THIS DELIGHTFUL EPISODE TO LAST!


I'VE GOT TO GET SOME REST SOON! BUT HOW?? HE WON'T LET UP FOR A SECOND!
HOW DO YOU LIKE BEING ON THE RUN, YOU COSTUMED FREAK? HOW DOES IT FEEL TO BE UP AGAINST YOUR SUPERIOR... NAMELY J. JONAH JAMESON!

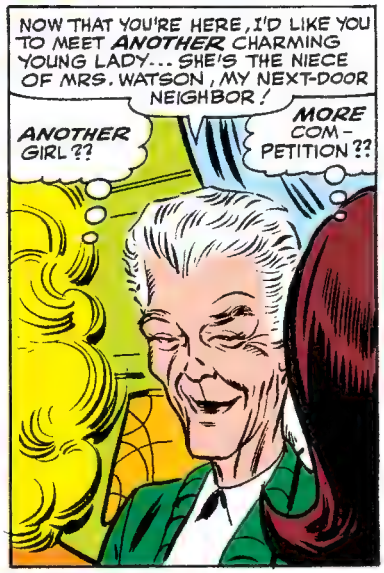

BUT, ONCE AGAIN, OUR SCENE BRIEFLY CHANGES, AS WE FIND BETTY BRANT ARRIVING AT THE HOME OF PETER PARKER ...
WHY IS THAT LITTLE GROUP GATHERED IN FRONT OF PETER'S HOUSE?

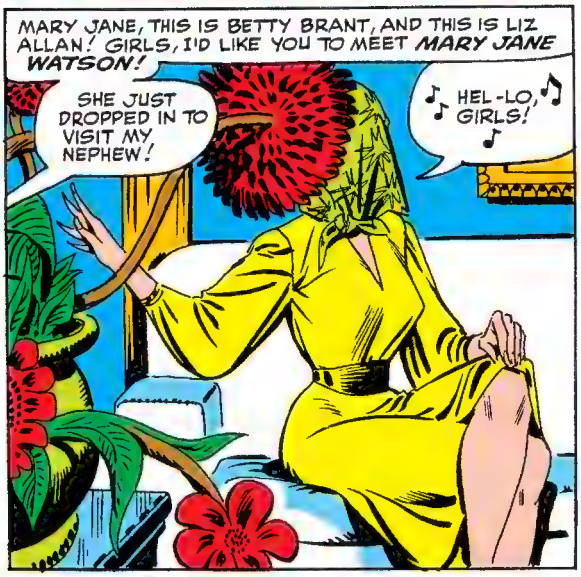
NOW YOU JUST WAIT HERE, FLASH! I'LL GO AND SEE IF HE'S IN!
IT'S THAT BLONDE LIZ ALLAN! SO! PETER STILL SEES HER!
AND IF HE IS, I'LL WARN HIM NOT TO COME OUT TILL FLASH HAS GONE!


WELL! FANCY MEETING YOU HERE, MISS ALLAN! DO YOU ALWAYS TRAVEL IN A PACK LIKE THAT??
WHY, NO, MISS BRANT! BUT SOMETIMES IT'S HARD TO GET RID OF ALL MY ADMIRERS! ALTHOUGH I'M SURE YOU DON'T HAVE THAT PROBLEM!

OH, WHAT A LOVELY SURPRISE! BETTY BRANT AND LIZ ALLAN! DO COME IN, MY DEARS! TODAY SEEMS TO BE MY DAY FOR SURPRISES!
WHAT DOES SHE MEAN BY THAT?
IS PETER IN, MRS. PARKER?

NO, DEAR... HE'S OUT, ALTHOUGH I EXPECT HIM BACK SHORTLY! WON'T YOU COME IN AND WAIT?
YES, I CERTAINLY WILL, THANK YOU!
AND SO WILL I!


NOW THAT YOU'RE HERE, I'D LIKE YOU TO MEET ANOTHER CHARMING YOUNG LADY... SHE'S THE NIECE OF MRS. WATSON, MY NEXT-DOOR NEIGHBOR!
ANOTHER GIRL??
MORE COMPETITION??


MARY JANE, THIS IS BETTY BRANT, AND THIS IS LIZ ALLAN! GIRLS, I'D LIKE YOU TO MEET MARY JANE WATSON!
SHE JUST DROPPED IN TO VISIT MY NEPHEW!
♪ HEL-LO, GIRLS! ♪

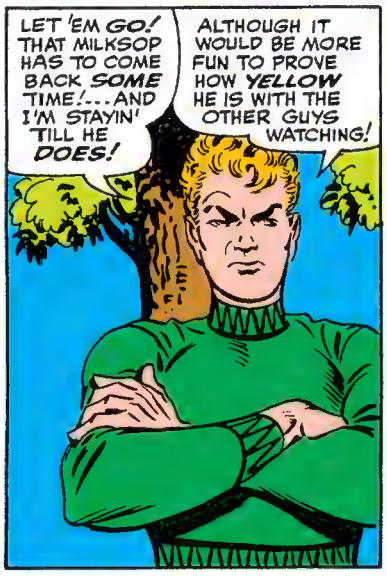
SHE'S A FRIEND OF PETER'S?? SHE LOOKS LIKE A SCREEN STAR!
HE'S BEEN HIDING HER FROM US?? OUR SHY, BASHFUL, STUDIOUS PETER??!

NOW, THEN, WOULD YOU GIRLS LIKE A NICE REFRESHING CUP OF TEA, OR...?
OH, EH, NO THANKS, MRS. PARKER! I REALLY HAVE TO BE GOING!
YES, SO DO I! WE'LL SEE PETER SOME OTHER TIME!

WELL, WAS HE IN? WHERE IS HE?
HE WASN'T IN, AND I DON'T KNOW WHERE HE IS! GOOD-BYE, MISS BRANT!
GOOD-BYE, MISS ALLAN!

WAIT, LIZ... DON'T GO! DON'T YOU WANNA SEE YOUR BOOKWORM BOY-FRIEND EAT CROW WHEN HE FINDS ME WAITING FOR HIM?
I DO NOT! I'M GOING HOME!
WE'D BETTER CUT OUT, TOO, FLASH! IT'S GETTING LATE!

C'MON, LET'S GET SOME-THING TO EAT!
SURE, TOMORROW'S ANOTHER DAY! YOU CAN FIND PARKER ANY TIME!
THAT'S RIGHT! WE CAN'T HANG AROUND HERE FOREVER!
HEY, WAIT...!

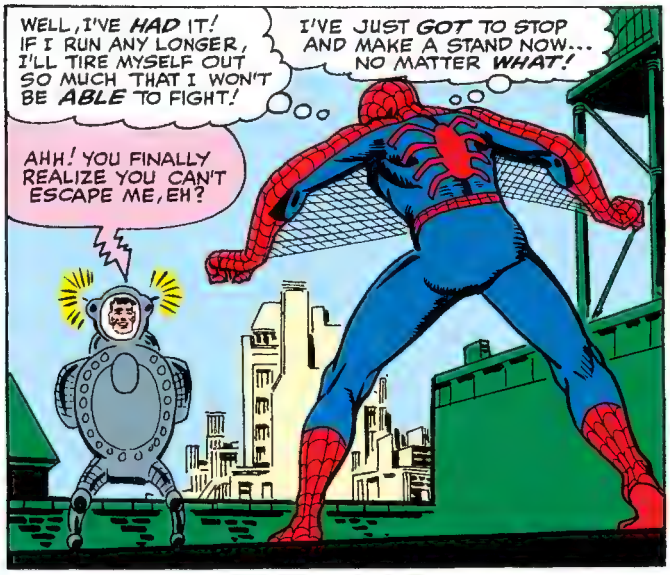

LET 'EM GO! THAT MILKSOP HAS TO COME BACK SOME TIME!... AND I'M STAYIN' TILL HE DOES!
ALTHOUGH IT WOULD BE MORE FUN TO PROVE HOW YELLOW HE IS WITH THE OTHER GUYS WATCHING!

AND SO WE AGAIN TAKE OUR LEAVE OF THE THOMPSON FAMILY'S PRIDE AND JOY, AS WE RETURN ONCE MORE TO OUR WEB-SPINNING WONDER...!
HE'S STILL COMING AFTER ME! BUT, I MANAGED TO INCREASE MY LEAD OVER HIM!

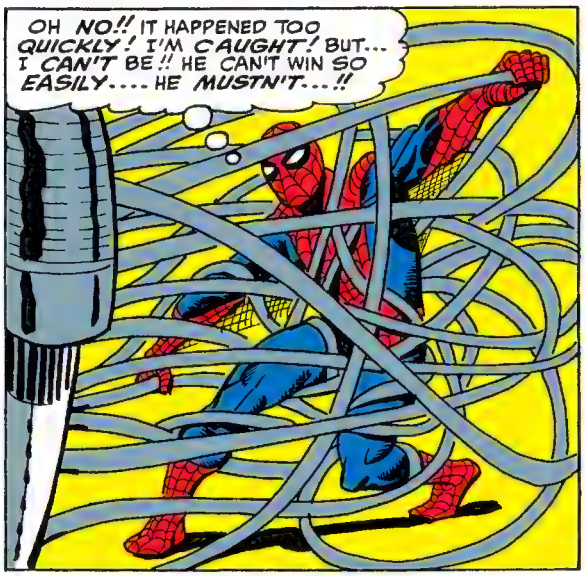
AT LEAST IT'LL GIVE ME TIME TO SLOW DOWN AND REST FOR A FEW SECONDS! WHEW! OL' SPIDER-STRENGTH, DON'T FAIL ME NOW!

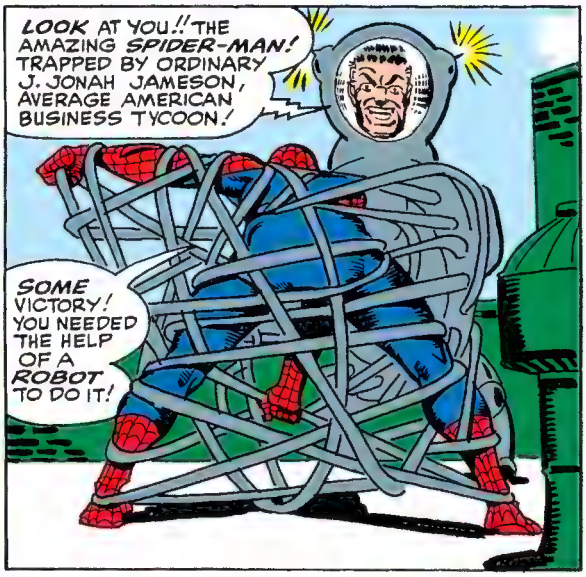
WELL, HEL-LO, DERE! YOU WOULDN'T BE TRYING TO HIDE FROM FUN-LOVING JONAH, WOULD YOU??
OH, BROTHER! NOW HE'S BECOMING A COMEDIAN!

HE FLOATS THROUGH THE AIR WITH THE GREATEST OF EASE...!!
YEESH! I WONDER IF I SOUNDED THAT CORNY WHEN THE SHOE WAS ON THE OTHER FOOT?!


WELL, I'VE HAD IT! IF I RUN ANY LONGER, I'LL TIRE MYSELF OUT SO MUCH THAT I WON'T BE ABLE TO FIGHT!
I'VE JUST GOT TO STOP AND MAKE A STAND NOW... NO MATTER WHAT!
AHH! YOU FINALLY REALIZE YOU CAN'T ESCAPE ME, EH?

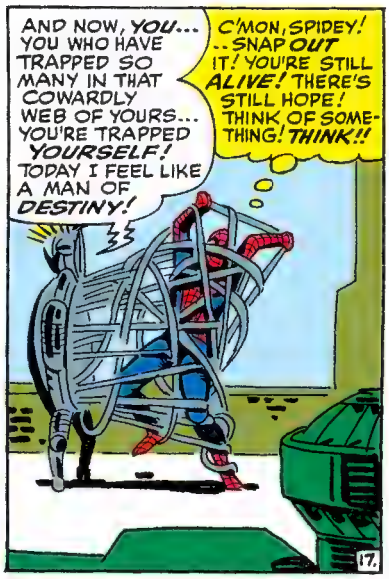
IF ONLY I COULD BOTTLE UP THIS GLORIOUS MOMENT, AND TAKE OUT THE CORK AND RE-LIVE IT WHENEVER I WANT TO!
THE COILS! THEY'RE SHOOTING OUT AT ME FASTER THAN I EXPECTED!

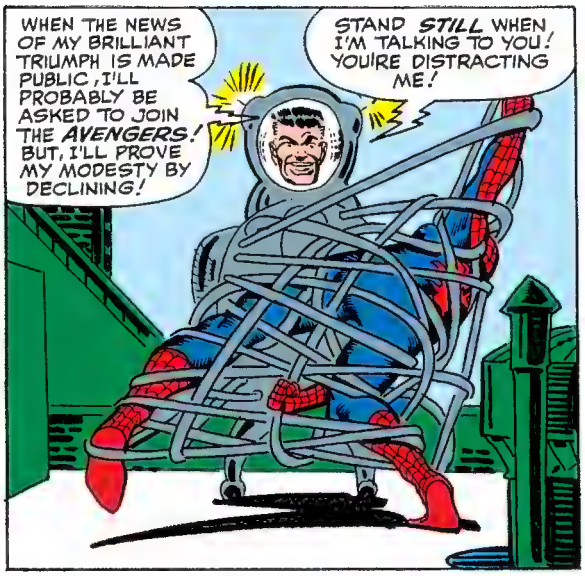

OH NO!! IT HAPPENED TOO QUICKLY! I'M CAUGHT! BUT... I CAN'T BE!! HE CAN'T WIN SO EASILY.... HE MUSTN'T...!!


LOOK AT YOU!! THE AMAZING SPIDER-MAN! TRAPPED BY ORDINARY J. JONAH JAMESON, AVERAGE AMERICAN BUSINESS TYCOON!
SOME VICTORY! YOU NEEDED THE HELP OF A ROBOT TO DO IT!

FIE! JUST A MINOR DETAIL!!
I MUST REWARD PETER PARKER FOR CONVINCING ME TO USE THE DEVICE WHICH HAS DEFEATED YOU!

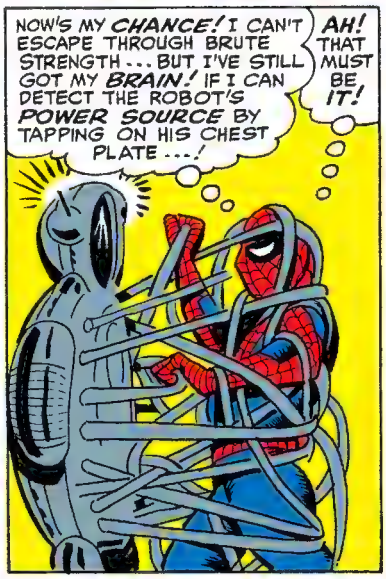
TO PROVE MY GRATITUDE, I'LL BE UNUSUALLY GENEROUS! I'LL ALLOW HIM TO CALL ME JONAH IF HE WISHES!
I'D LIKE TO REWARD PETER PARKER, ALSO!! WITH A BRICK! HOW COULD I HAVE BEEN SUCH A STUPID LUNK-HEAD?!!

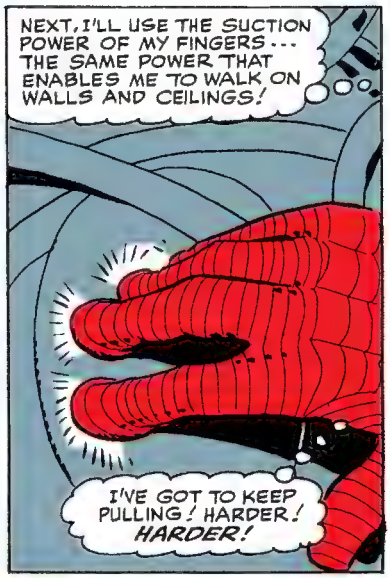

AND NOW, YOU... YOU WHO HAVE TRAPPED SO MANY IN THAT COWARDLY WEB OF YOURS... YOU'RE TRAPPED YOURSELF! TODAY I FEEL LIKE A MAN OF DESTINY!
C'MON, SPIDEY! ..SNAP OUT IT! YOU'RE STILL ALIVE! THERE'S STILL HOPE! THINK OF SOMETHING! THINK!!

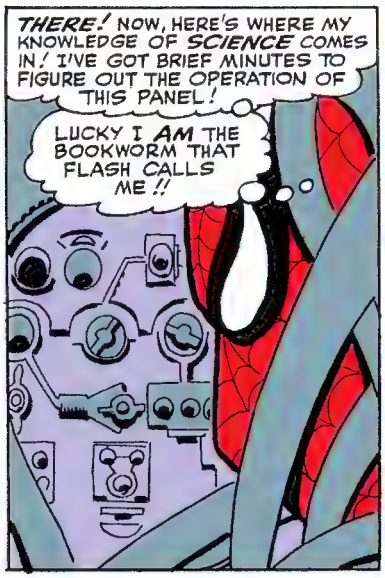

WHEN THE NEWS OF MY BRILLIANT TRIUMPH IS MADE PUBLIC, I'LL PROBABLY BE ASKED TO JOIN THE AVENGERS! BUT, I'LL PROVE MY MODESTY BY DECLINING!
STAND STILL WHEN I'M TALKING TO YOU! YOU'RE DISTRACTING ME!

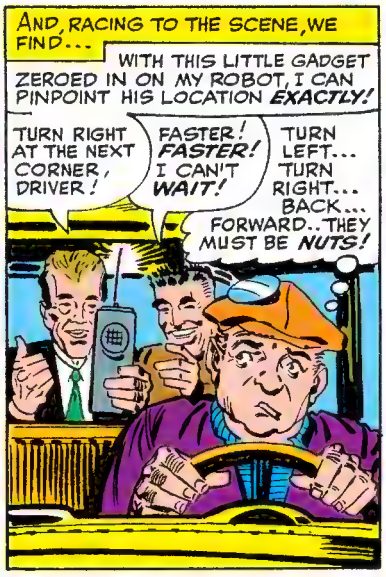
IT'S USELESS! THE MORE I STRUGGLE, THE TIGHTER THESE COILS WRAP THEMSELVES AROUND ME!
IF ONLY I COULD BURN MY WAY OUT!! RATS! YOU NEVER CAN FIND A HUMAN TORCH WHEN YOU NEED ONE!
SAY IT, SPIDER-MAN!..SAY IT! LET ME HEAR YOU SAY YOU SURRENDER!

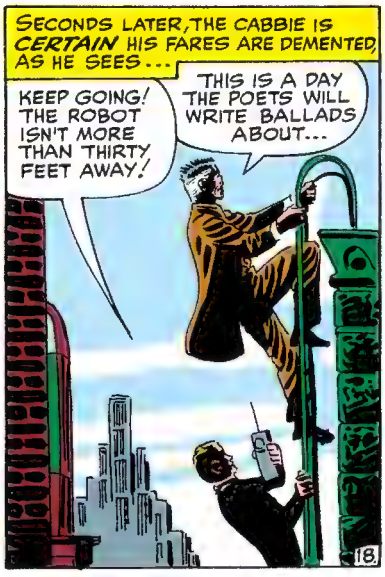
OKAY, SMYTHE! NOW THAT WE HAVE HIM TRAPPED AND HELPLESS, WHAT DO WE DO NEXT?
WELL, IF THE ROBOT TRIES TO BRING HIM BACK HERE, THE COILS MAY LOOSEN DURING THE TRIP, AND HE MIGHT ESCAPE!
DON'T GO 'WAY! WE'LL BE RIGHT THERE! CHORTLE!
SO WE'LL GO TO HIM INSTEAD! WE'LL LOCATE HIM WITH THIS PORTABLE FINDER!

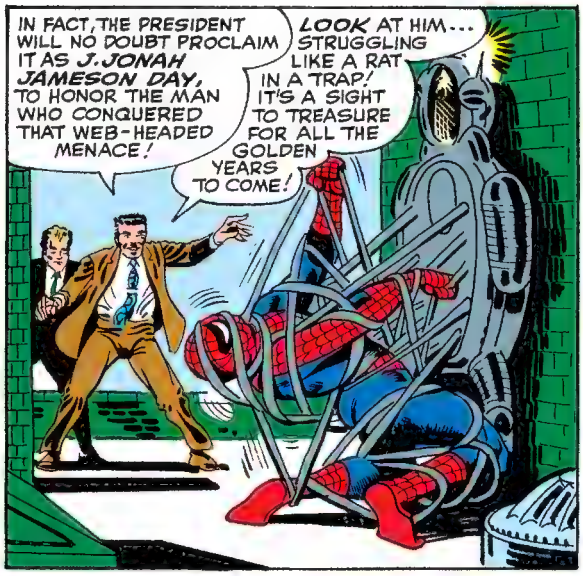

NOW'S MY CHANCE! I CAN'T ESCAPE THROUGH BRUTE STRENGTH... BUT I'VE STILL GOT MY BRAIN! IF I CAN DETECT THE ROBOT'S POWER SOURCE BY TAPPING ON HIS CHEST PLATE...!
AH! THAT MUST BE IT!


NEXT, I'LL USE THE SUCTION POWER OF MY FINGERS... THE SAME POWER THAT ENABLES ME TO WALK ON WALLS AND CEILINGS!
I'VE GOT TO KEEP PULLING! HARDER! HARDER!

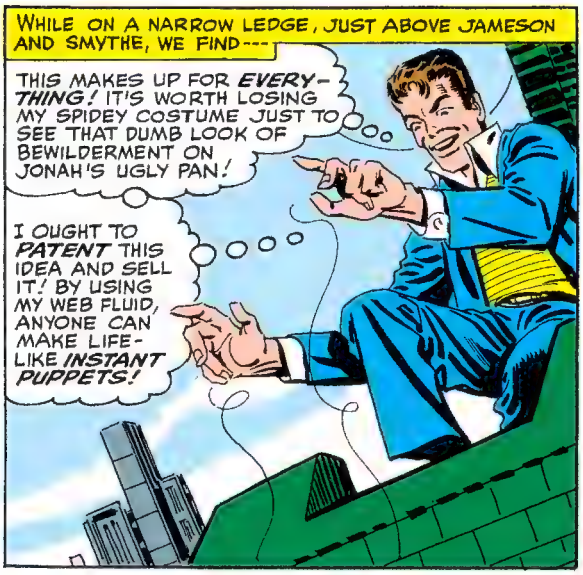

THERE! NOW, HERE'S WHERE MY KNOWLEDGE OF SCIENCE COMES IN! I'VE GOT BRIEF MINUTES TO FIGURE OUT THE OPERATION OF THIS PANEL!
LUCKY I AM THE BOOKWORM THAT FLASH CALLS ME!!

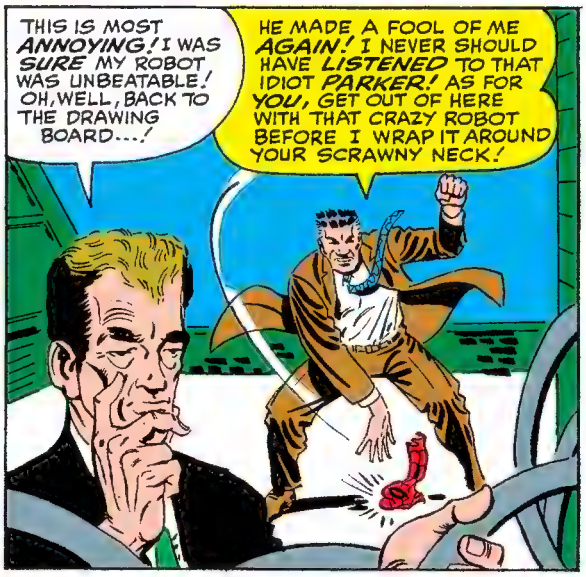

AND, RACING TO THE SCENE, WE FIND...
WITH THIS LITTLE GADGET ZEROED IN ON MY ROBOT, I CAN PINPOINT HIS LOCATION EXACTLY!
TURN RIGHT AT THE NEXT CORNER, DRIVER!
FASTER! FASTER! I CAN'T WAIT!
TURN LEFT... TURN RIGHT... BACK... FORWARD.. THEY MUST BE NUTS!

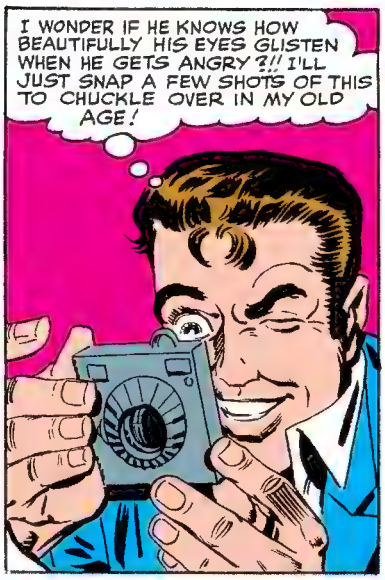

SECONDS LATER, THE CABBIE IS CERTAIN HIS FARES ARE DEMENTED, AS HE SEES...
KEEP GOING! THE ROBOT ISN'T MORE THAN THIRTY FEET AWAY!
THIS IS A DAY THE POETS WILL WRITE BALLADS ABOUT...

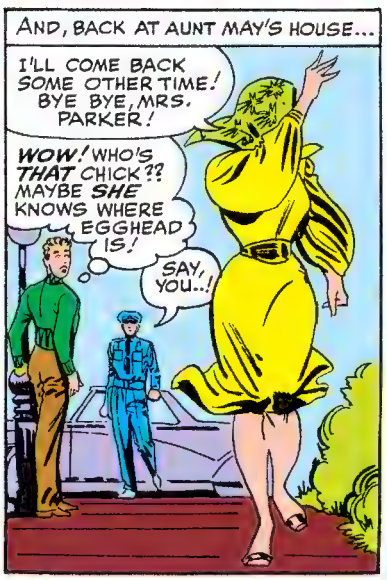

IN FACT, THE PRESIDENT WILL NO DOUBT PROCLAIM IT AS J. JONAH JAMESON DAY, TO HONOR THE MAN WHO CONQUERED THAT WEB-HEADED MENACE!
LOOK AT HIM... STRUGGLING LIKE A RAT IN A TRAP! IT'S A SIGHT TO TREASURE FOR ALL THE GOLDEN YEARS TO COME!

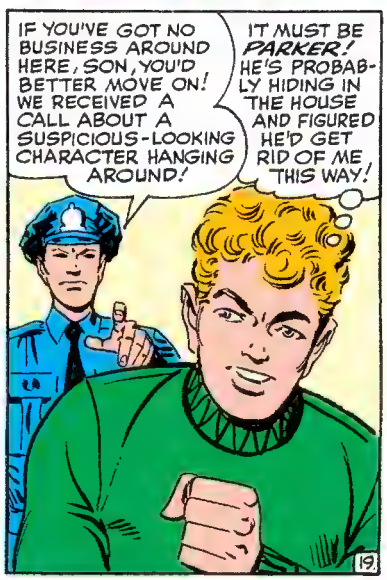
AND NOW, AT LAST, I'LL TEAR OFF YOUR MASK, AND FINALLY SEE... HEY!! WHA...? WHAT'S THIS???
MR. JAMESON! WHAT HAVE YOU DONE TO HIS HEAD??!
I DIDN'T DO ANYTHING! HE HASN'T GOT A HEAD! ULP! WHAT AM I SAYING?!

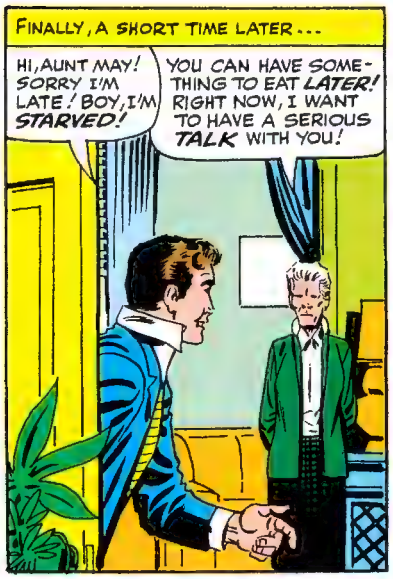

WHILE ON A NARROW LEDGE, JUST ABOVE JAMESON AND SMYTHE, WE FIND---
THIS MAKES UP FOR EVERYTHING! IT'S WORTH LOSING MY SPIDEY COSTUME JUST TO SEE THAT DUMB LOOK OF BEWILDERMENT ON JONAH'S UGLY PAN!
I OUGHT TO PATENT THIS IDEA AND SELL IT! BY USING MY WEB FLUID, ANYONE CAN MAKE LIFE-LIKE INSTANT PUPPETS!


THIS IS MOST ANNOYING! I WAS SURE MY ROBOT WAS UNBEATABLE! OH, WELL, BACK TO THE DRAWING BOARD...!
HE MADE A FOOL OF ME AGAIN! I NEVER SHOULD HAVE LISTENED TO THAT IDIOT PARKER! AS FOR YOU, GET OUT OF HERE WITH THAT CRAZY ROBOT BEFORE I WRAP IT AROUND YOUR SCRAWNY NECK!


I WONDER IF HE KNOWS HOW BEAUTIFULLY HIS EYES GLISTEN WHEN HE GETS ANGRY?!! I'LL JUST SNAP A FEW SHOTS OF THIS TO CHUCKLE OVER IN MY OLD AGE!

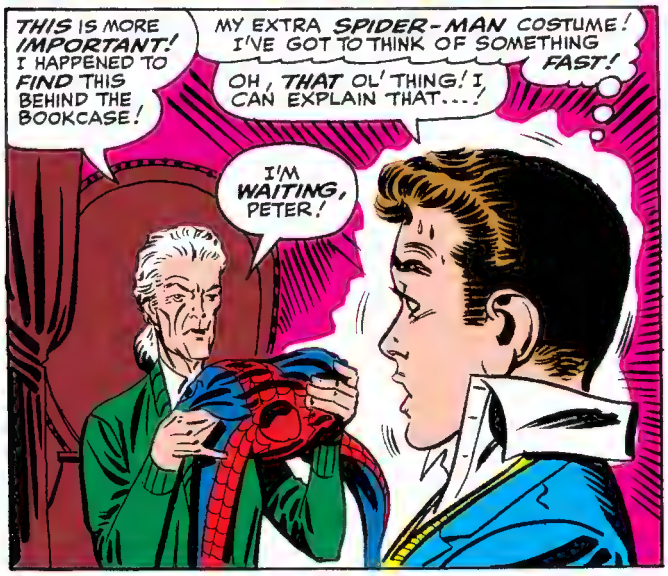

AND, BACK AT AUNT MAY'S HOUSE...
I'LL COME BACK SOME OTHER TIME! BYE BYE, MRS. PARKER!
WOW! WHO'S THAT CHICK?? MAYBE SHE KNOWS WHERE EGGHEAD IS!
SAY, YOU...!


IF YOU'VE GOT NO BUSINESS AROUND HERE, SON, YOU'D BETTER MOVE ON! WE RECEIVED A CALL ABOUT A SUSPICIOUS-LOOKING CHARACTER HANGING AROUND!
IT MUST BE PARKER! HE'S PROBABLY HIDING IN THE HOUSE AND FIGURED HE'D GET RID OF ME THIS WAY!

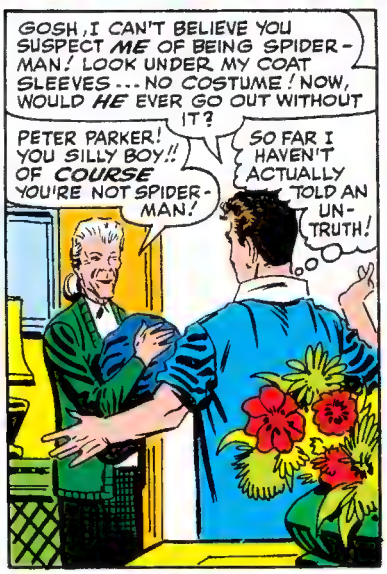

FINALLY, A SHORT TIME LATER...
HI, AUNT MAY! SORRY I'M LATE! BOY, I'M STARVED!
YOU CAN HAVE SOMETHING TO EAT LATER! RIGHT NOW, I WANT TO HAVE A SERIOUS TALK WITH YOU!

WOW! IT MUST BE SERIOUS! YOU'RE ALWAYS TRYING TO GET ME TO EAT MORE! WHAT'S WRONG?
THAT, YOUNG MAN, IS WHAT I WANT YOU TO TELL ME!
WHAT DO YOU MEAN?

I WENT UP TO TIDY YOUR ROOM AFTER MARY JANE WENT HOME, AND...
MARY JANE?! WHAT WAS SHE DOING HERE?
I WANTED YOU TO MEET HER.. BUT, THAT CAN WAIT!


THIS IS MORE IMPORTANT! I HAPPENED TO FIND THIS BEHIND THE BOOKCASE!
MY EXTRA SPIDER-MAN COSTUME! I'VE GOT TO THINK OF SOMETHING FAST!
OH, THAT OL' THING! I CAN EXPLAIN THAT...!
I'M WAITING, PETER!

I'VE GOT TO FIND A WAY TO CLEAR MYSELF WITHOUT LYING TO HER...!
IT'S JUST A DISGUISE, AUNT MAY... I WAS GOING TO USE IT TO FOOL SOME PEOPLE! LOOK... YOU CAN SEE IT HASN'T EVEN BEEN WORN! IT'S BRAND NEW! I'VE NEVER EVEN HAD IT ON!


GOSH, I CAN'T BELIEVE YOU SUSPECT ME OF BEING SPIDER-MAN! LOOK UNDER MY COAT SLEEVES... NO COSTUME! NOW, WOULD HE EVER GO OUT WITHOUT IT?
PETER PARKER! YOU SILLY BOY!! OF COURSE YOU'RE NOT SPIDER-MAN!
SO FAR I HAVEN'T ACTUALLY TOLD AN UNTRUTH!

BUT, I DON'T WANT YOU WEARING THAT SILLY COSTUME TO ANY PARTIES... IT MIGHT GET YOU IN TROUBLE! SO, I'LL JUST TAKE IT WITH ME! AND THERE'S A CAKE FOR YOU IN THE KITCHEN!
SHE'S GONE! BOY, WHAT A CLOSE SHAVE!
SHE MUST NEVER DISCOVER MY SECRET! AT HER AGE, THE SHOCK COULD BE FATAL!

BUT, I'M IN THE CLEAR AGAIN... FOR NOW! ALL IN ALL, THINGS DIDN'T WORK OUT TOO BADLY!.. EXCEPT THAT I'VE BECOME A SUPER-HERO WITHOUT A COSTUME!
WHAT IF I HAVE TO BECOME SPIDEY AGAIN, SOON?
OH, WELL, I'LL WORRY ABOUT THAT WHEN THE TIME COMES!
AND, UNLESS WE MISS OUR GUESS, THAT TIME IS COMING SOONER THAN PETER THINKS! BUT, YOU'LL LEARN ABOUT IT FOR YOURSELF WHEN YOU READ OUR SENSATIONAL NEXT ISSUE... DON'T MISS IT! IT'S YOUR KIND OF YARN!

THE SPIDER'S WEB

—Admit it now! This may not have been the greatest story ever written, but it sure had more sub-plots than you could shake a Daily Bugle at! And what did you think of Mary Jane Watson? (What you could see of her, at any rate!) Oh well, no sense asking you now—as soon as your letters start arriving, we'll have the official verdict!

Dear Everybody:

Is my face red! As Stan's "gal Friday," it's my job to send these Spider's Web pages to the printer each month. I still don't know how it happened, but I repeated Tip Daniel's letter, together with our answer, in both Spidey #22 and #23! Nobody here realized it until hundreds of you wrote in to mention my super-king-size-bonehead mistake! So, I thought this would be the best way to apologize—and, I'll bet it will be months before the bull-pen gang calls me Fabulous Flo again!—sob!—

Flo Steinberg
Room 203, 625 Mad. Ave., NYC, N Y

Aw, it's okay, Flo! It's such a relief to have someone *else* make a mistake for a change that we're not even mad! But, if it happens again, no more no-prizes for *you*.

Dear Steve and Stan,

You might wonder why I named stalwart Steve before smarty Stan. It's because "Shakespeare" Lee has been hogging all the credit. Just months ago I was a 120 pound bad quality comic book reader. I had dirt kicked in my face and was laughed at at comic book stores. Then I learned the error of my ways and made a U-turn in the road of life. I am now a 120 pound good quality reader. I am referring, of course, to the boon of civilization, the conscience of America, the thrillers of the Western Hemisphere—Marvel Comics! I don't think you should, as many suggest, give heroes who share comics their own books or make bi-monthlies monthly for three reasons: 1) The men in the white coats would haul you off in two months, 2) It would decrease the unbelievable quality of your classics, and 3) Your readers couldn't keep up with all the issues. Some people could manage but not everyone is a Wall Street wizard. So please keep everything the same.

James Murphy, 1750 Main
Osawatomie, Kansas

Steverino says "Will do," Jimmy—but Stan is still sulking in the corner because his name was last!

—By the way, be sure to read the M.M.M.S. announcement elsewhere in this issue! Our membership has become so enormous that we haven't room for all our club news on these letters pages any more! How *about* that!

Dear Stan and Steve,

This time you guys have pushed me pretty far. Before, you've done a lot of other things to Spidey and made me mad. But this time you guys have really done it! Issue #21 was good, but why add another group of people against him? Why can't he show his identity to the world?? The criminals would probably hold Aunt May as a hostage, but what would happen if he joined forces with the F.F.? He's got the brains and you guys know that—I mean, Reed wouldn't reject him because he thought Spidey was stupid. Spidey would give extra brains and strength to the F.F. and while he was on a mission they could take care of his Aunt May. Also, remember that Reed has his place rigged up with alarm gadgets and stuff so no one could enter and harm Aunt May if they were all on a mission. I'm really pleading with you guys to read this letter and think about it. I'm sorry for blowing my top but you guys have really gone too far in this issue about Spidey.

Mickey Trifkovich, 2453 So. Lawndale
Chicago, Ill. 60623

Now, now, Mickey boy—calm down! You don't think *we're* responsible for Spidey's problems, do you? We only report the facts! You wouldn't blame Huntley and Brinkley for the news that they report, would you? Can *we* help it if Spidey happens to be a loner? Tsk tsk!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #39: With their super powers gone, the F.F. must fight Dr. Doom, the most dangerous arch-villain of all! Guest-starring the fearless Daredevil, "A Blind Man Shall Lead Them!" is possibly one of the ten greatest thrillers you will ever read!

AVENGERS #16: The biggest surprise of the season! Only mighty Marvel would dare attempt such a startling change! You are about to see a brand new line-up of stars take shape! Definitely not to be missed!

X-MEN #11: Another shocker from the House of Ideas! This one was specially produced in answer to many of your earnest requests, and it finally presents the end of the evil mutants! Also, wait till you meet The Stranger!

THOR #116: If this were a movie, it could only have been produced by Cecil B. DeMille! Spectacle follows spectacle as you marvel at "The Trial Of The Gods!" Special Note: You'll find more sensational guest stars in this issue than ever before!

STRANGE TALES #155: Don't even try to guess the ending of this month's pulse-pounding Torch and Thing epic! Just sit back and enjoy Trumbo's Terrible Toys! As for Dr. Strange, only Steve Ditko could create the mystic mood of "A Nameless Land, A Timeless Time!" It's sheer Marvel magic!

SUSPENSE #66: You've seen King Kirby's rendition of Attuma! You've seen Dick Ayers' interpretation! But now—Don Heck makes the underwater terror more fearsome than ever as Iron Man fights him for his life! And Captain America begins one of the greatest cliff-hangers you've ever seen!

ASTONISH #68: At last! The King is back! See the Hulk, more incredible than ever under the enchanted pencil of Jack Kirby! And the New Giant-Man again faces his most sinister foe in "Peril From The Long-Dead Past!" This will show why all fandom is agog over Bob Powell's rendition of the titanic Avenger!

SGT. FURY #18: Once again tragedy strikes our little cast of characters in one of the most stirring battle sagas of all time! Be prepared for the year's most powerful climax as you learn, with shattering force, why readers everywhere have made Fury's Howlers the world's most famous battle squad!

SPECIAL NOTE: Many of you have written to say that the Marvel mags in your town sell out too rapidly and you have trouble finding them! Only you can solve that earth-shaking problem! If enough of you tell your magazine dealers how much you *want* Marvel's marvel-ous mags, and if enough of you tell your dealers to display the Marvel masterpieces right up front, and to order an extra-large supply so that there'll be plenty to go around, your dealer should start getting the message after a while! So it's up to *you*! In the immortal words of Irving Forbush, be sure to tell your dealer: *MAKE MINE MARVEL!*

Dear Stan and Steve,

I just got SPIDER-MAN #21 and I have to say that it isn't up to your regular par, but some of my pals who had never read SPIDER-MAN thought it was the greatest! I guess I'm just spoiled for your regularly terrific mags. This is the first time I have ever seen the Beetle so I was kind of curious as to how he got around until a fellow club member told me about him. I can't believe that Betty Brant really likes Peter Parker because she is always thinking that he is with another girl. By the way, on page 16 in the first picture of J.J.J., he has a watch on and in the next picture he does not have one on. Does he blame the loss or theft, whichever the case may be, on poor Spidey? I would not doubt it because every thing else has happened to Spidey in this issue.

Bill Neal
Keota, Iowa

As a matter of fact, Billy, Jonah blames the loss on a loose watch strap! (He doesn't know that it's really sleepy Stevey Ditko's fault!)

—Incidentally, Stan and Steve want to deny the rumor which is going around—the one that says J. Jonah Jameson is a composite picture of the two of them. Actually, Stan says J.J.J. is much more like Steve, while Steve insists that you can't tell Jonah and Stan apart! Personally, we hate to admit it, but the more we see of him, the cuter ol' Jameson is beginning to look to us! Oh well . . .

Dear Stan and Steve,

On behalf of our club I wish to express my admiration for the Marvel Comics Group. I personally think that the Marvel series is the best ever published. The art is magnificent and so are the scripts. It is difficult to compare the characters because every one of them is so good (Of course, they are only as good as their creators make them). Our favorite character is Spider-Man because he is so humorous and elusive. The Avengers are my favorite characters for action-packed enjoyment. I'd like to see more of Daredevil.

Glenville Abrahams, "Eastwood," De Waal Drive
Cape Town, South Africa

Glad to hear from you, Glen, and glad to know that our mags are read as far away as South Africa. As for DAREDEVIL, we hope that you *will* see more of him —but, only after you've bought every latest SPIDER-MAN issue, of course!

Dear Stan and Steve,

There is one thing I don't understand, and that is, in one issue, Spider-Man is a hero and is liked by everyone and in another, he is disliked and people fear him as though he were a villain. This happens about every other issue. An example of this is in issues #20 and 21. In #20 Spidey is liked and in #21 Spidey is disliked. I would like to know why.

Lowell C. Morris, III, 5101 No. Cypress
Kansas City, Mo. 64119

Okay, Lowell, maybe some of our frantic fans will write and tell you! (And, when they do, drop us a line and clue *us* in, huh?)

Dear Stan and Steve,

I have just finished reading your latest issue of SPIDER-MAN and would like to forward my sincere belief that SPIDER-MAN is by far the greatest comic book I have yet to read. While in college I have studied every character in the super-hero category that is now being published, and I now wholeheartedly believe that Spidey is the coolest! I have taken to comic book reading in order to relax from the strenuosity of college text books and find that reading about Spidey is quite gratifying. I think that the biggest factor which makes your comic book the best of super-heroes is that every reader knows that Spidey is a hero and yet it is never truly revealed to the characters within the story. This single factor alone puts Spidey ahead of all other super-heroes. It seems to me that all other heroes are becoming stereotyped while Spidey has one adventure after another, each one better than the last.

Jim Boucek, Ohio University
42 W. Washington, Athens, Ohio

And you don't catch *us* disagreeing with any guy who can toss around a word like "strenuosity"!

Dear Stan and Steve,

Many of us Marvel Madmen here in Warren have been arguing about the appearance of Steve Ditko's . . . uh . . . face. We have come to no definite conclusion as to what he may look like except that the majority of us believes that he looks exactly like J. Jonah Jameson. We'd appreciate your publishing a photo of Steve in a future issue of SPIDER-MAN or STRANGE TALES.

Roy Rantilla, 1099 Bane St. S.W.
Warren, Ohio

Only if we can use someone else's camera! He's already broken all of our lenses every time he poses for us!

Dear Stan and Steve,

Even though I know I will probably be criticized for my opinions, I also realize that the cover of a comic book is an important introduction to its contents. If the cover is a complete flop, then this is a sign that a poor comic story will follow. I was glad to see that you only had twenty extra words on the cover of #21. You've certainly reduced since issue #20—24 words—and a lot since issue #14—78 words. I didn't think that the 20 words on issue #21 had as much impact as the 21 words on issue #10. Certain words like "merciless" and "hates" are more compelling than "super-spectacular" and "says." The artwork was wonderful except for the right bulging kneecap on Spidey's leg. The outlines of Webhead's muscles were superb. Something that you have never done before on any of your covers was added. These were the tiny strands around the main rope of web on which Spidey was clinging. The dull background is something that I have always disliked, and the one on #21 was terrible compared to #18 where the different shades moved from gray (bottom) to dark blue (top). Now I'll sign off having the relief of knowing that you know that I know that Spidey's a great guy and has the best magazine in the world!

Tim Wise, 224 Arundel Rd.
Riviera Beach, Md. 21123

And that last sentence makes up for everything else, Timmy ol' pal!

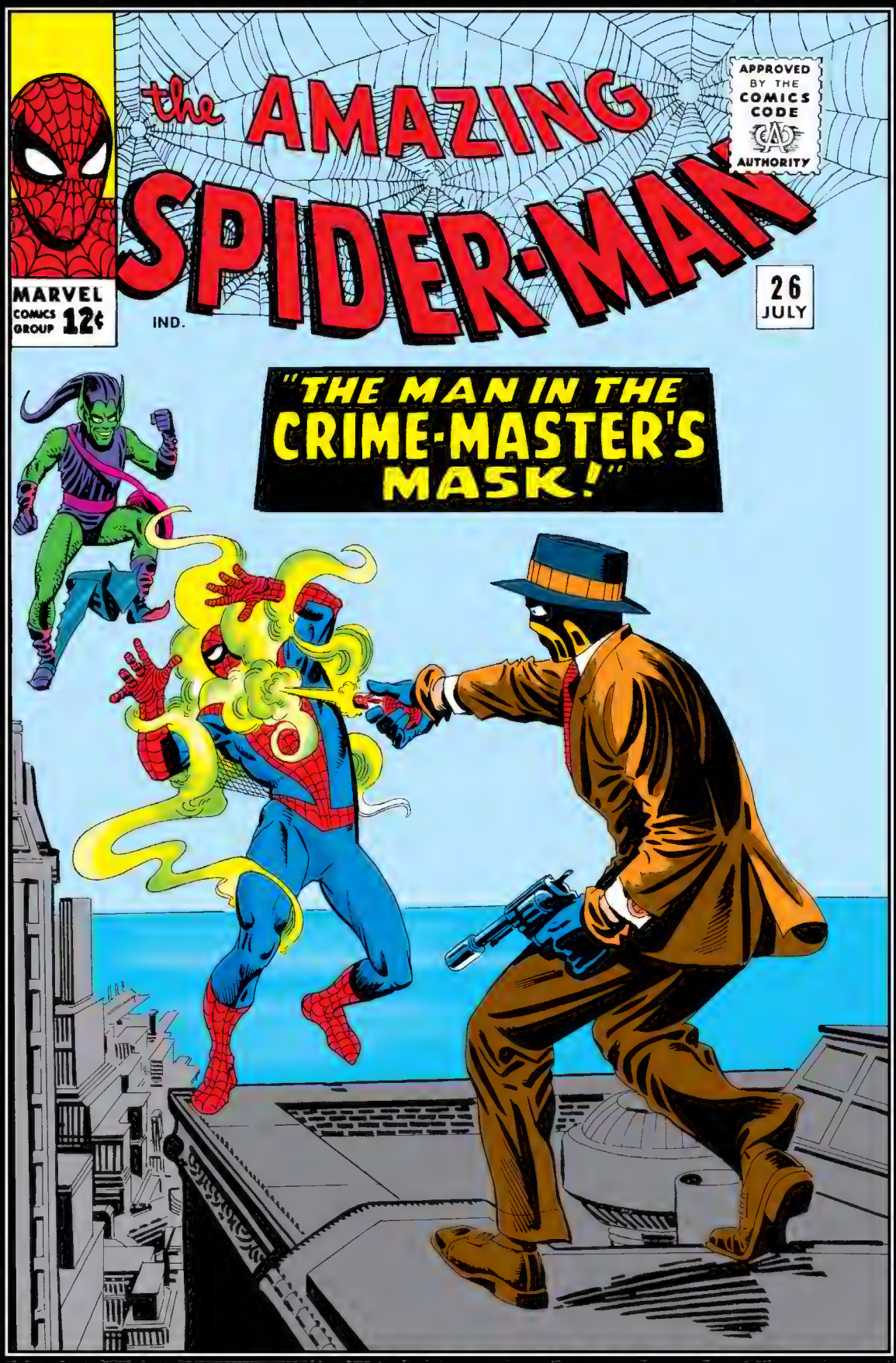
Dear Stan and Steve,

I think your mags are the greatest! Personally I think Spider-Man is the best comic you ever put out, especially Spider-Man #21. However, FF #35—"Calamity on the Campus" is one of the best mags of all time! SPIDER-MAN #8 was a smash with the Living Brain. I think the one thing that made this ish a must was the fight between Flash and Pete. I also like STRANGE TALES, but I don't like Dr. Strange. He's great as a guest star, but not as a hero in his own strip. One other thing, if you give the Watcher his own mag, it'll be a smash. Why don't you add some colors to the F.F.'s uniforms? Let's have a return of the Scorpion. Have Spider-Man save the Torch's life or something so that things are patched up between them. Also, have Spidey tell Betty his secret identity. 'Nuff said!

Larry Phelan, 12423 Spanish Pd. Rd.
St. Louis, Mo.

And that's that! There's nothing left for *us* to comment on, Larry! You said it all!

—Our next issue is so utterly stupendous that we won't even attempt to describe it now! Nothing we can say will do it justice! All we'll tell you is—no loyal web-spinner would want to miss it! Even Stan and Steve plan to buy a copy—and they've already *read* it! That's SPIDER-MAN #26—the ever-lovin' most! Till then, don't wrinkle your costume, and *face front!*


the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
IND.
26 JULY
"THE MAN IN THE CRIME-MASTER'S MASK!"

THE MYSTERY OF "THE MAN IN THE CRIME-MASTER'S MASK!"

BOTH THE *CRIME-MASTER* AND THE *GREEN GOBLIN* KNOW EACH OTHER'S TRUE IDENTITIES!!

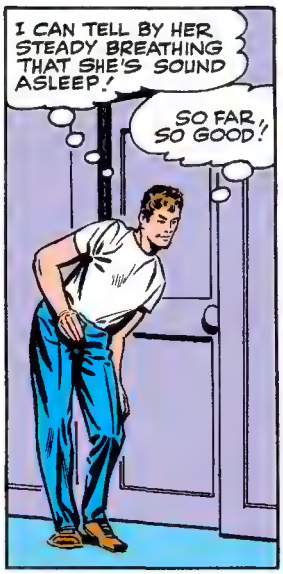
But...

WHAT STRANGE SECRET IS KNOWN *ONLY* TO *FREDERICK FOSWELL* ??

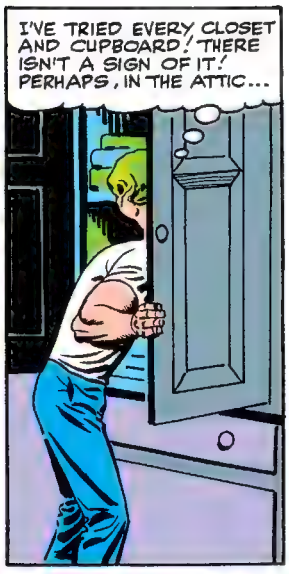
CAN *SPIDER-MAN* SOLVE THIS DARK RIDDLE, CLOAKED WITHIN A GRIM PUZZLE, HIDDEN BENEATH THE SHADOWS OF A *DEADLY ENIGMA*??

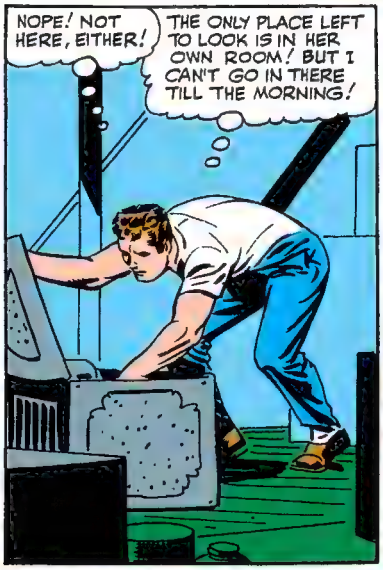
STEALTHILY SCRIPTED BY.... *STAN LEE*
PAINSTAKINGLY PLOTTED AND DRAWN BY... *STEVE DITKO*
LOVINGLY LETTERED BY... *S. ROSEN*

WITH THE COMING OF NIGHT, A SILENT TEEN-AGER FURTIVELY OPENS HIS BEDROOM DOOR...
NOW IS MY CHANCE TO FIND THE COSTUME AUNT MAY TOOK FROM ME.!*
*AS SHOWN IN SPIDER-MAN #25... STAN.


I CAN TELL BY HER STEADY BREATHING THAT SHE'S SOUND ASLEEP!
SO FAR, SO GOOD!

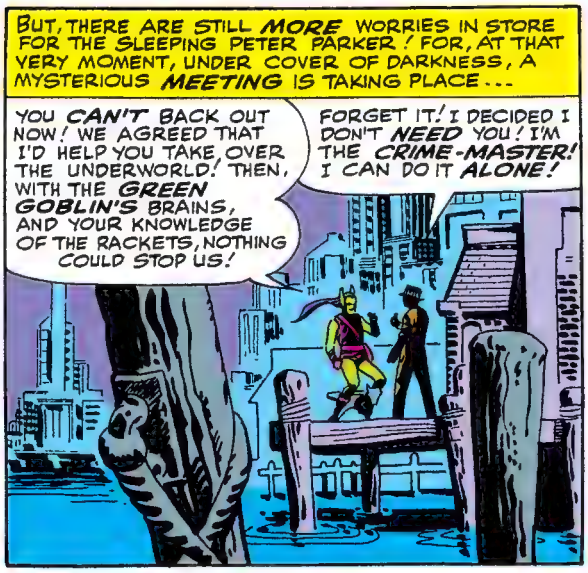
IT'S NOT HERE IN THE TRASH CAN, SO SHE COULDN'T HAVE THROWN IT AWAY YET!
IT MUST STILL BE SOMEWHERE IN THE HOUSE!

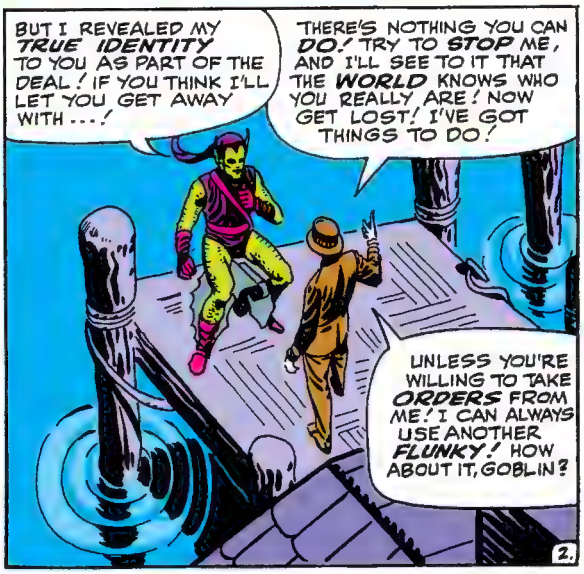

I'VE TRIED EVERY CLOSET AND CUPBOARD! THERE ISN'T A SIGN OF IT! PERHAPS, IN THE ATTIC...

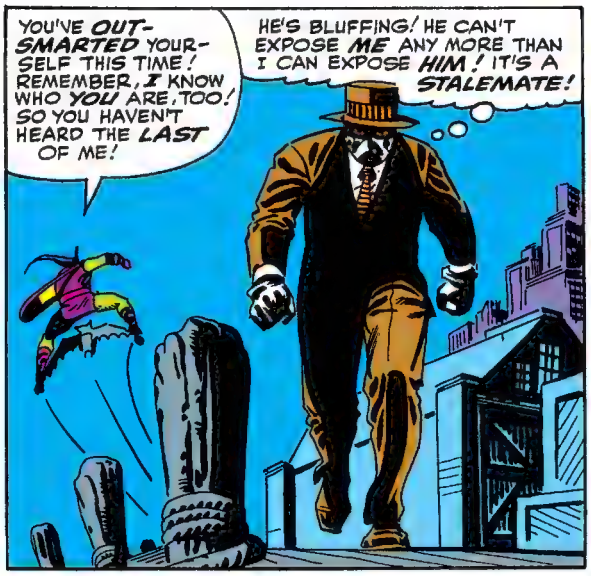

NOPE! NOT HERE, EITHER!
THE ONLY PLACE LEFT TO LOOK IS IN HER OWN ROOM! BUT I CAN'T GO IN THERE TILL THE MORNING!

WHAT A PICKLE TO BE IN! A SPIDER-MAN WITHOUT HIS COSTUME IS LIKE A BEATLE WITHOUT HIS HAIR! IT COULD ONLY HAPPEN TO ME!

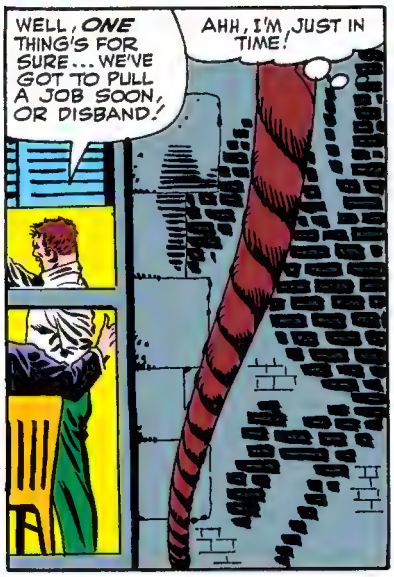
I WISH I KNEW WHAT JONAH JAMESON DID WITH MY OTHER COSTUME!? THE ONE I TRICKED HIM WITH ON THAT ROOFTOP! OH, WELL, I'LL WORRY ABOUT IT TOMORROW!


BUT, THERE ARE STILL MORE WORRIES IN STORE FOR THE SLEEPING PETER PARKER! FOR, AT THAT VERY MOMENT, UNDER COVER OF DARKNESS, A MYSTERIOUS MEETING IS TAKING PLACE...
YOU CAN'T BACK OUT NOW! WE AGREED THAT I'D HELP YOU TAKE OVER THE UNDERWORLD! THEN, WITH THE GREEN GOBLIN'S BRAINS, AND YOUR KNOWLEDGE OF THE RACKETS, NOTHING COULD STOP US!
FORGET IT! I DECIDED I DON'T NEED YOU! I'M THE CRIME-MASTER! I CAN DO IT ALONE!


BUT I REVEALED MY TRUE IDENTITY TO YOU AS PART OF THE DEAL! IF YOU THINK I'LL LET YOU GET AWAY WITH...!
THERE'S NOTHING YOU CAN DO! TRY TO STOP ME, AND I'LL SEE TO IT THAT THE WORLD KNOWS WHO YOU REALLY ARE! NOW GET LOST! I'VE GOT THINGS TO DO!
UNLESS YOU'RE WILLING TO TAKE ORDERS FROM ME! I CAN ALWAYS USE ANOTHER FLUNKY! HOW ABOUT IT, GOBLIN?

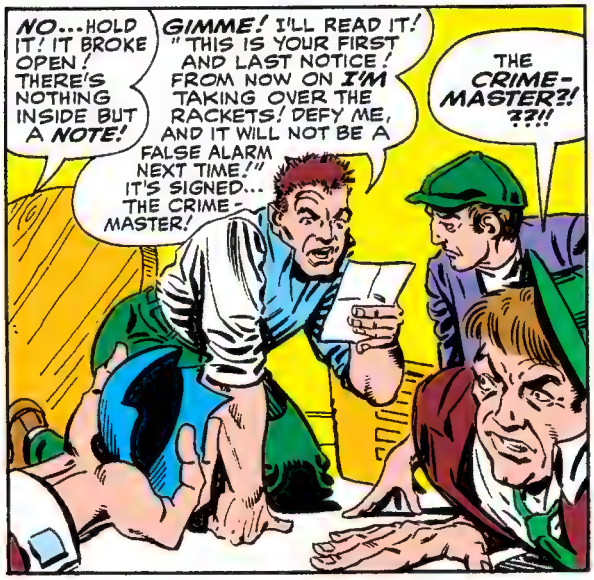

YOU'VE OUT-SMARTED YOUR-SELF THIS TIME! REMEMBER, I KNOW WHO YOU ARE, TOO! SO YOU HAVEN'T HEARD THE LAST OF ME!
HE'S BLUFFING! HE CAN'T EXPOSE ME ANY MORE THAN I CAN EXPOSE HIM! IT'S A STALEMATE!

LATER, AT THE HIDEOUT OF ONE OF THE CITY'S MANY UNDERWORLD MOBS...
SINCE THE POLICE HAVE HAD THE HEAT ON US, WE HAVEN'T BEEN ABLE TO PULL A CAPER FOR WEEKS!
AND AS IF THAT AIN'T BAD ENOUGH, WE NEVER KNOW WHEN SPIDER-MAN WILL SNARE US IN THAT BLASTED WEB OF HIS!

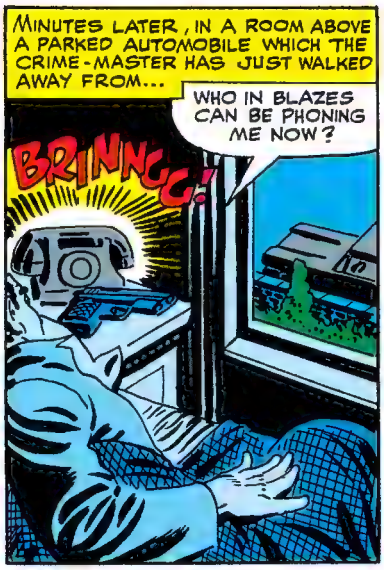

WELL, ONE THING'S FOR SURE... WE'VE GOT TO PULL A JOB SOON, OR DISBAND!
AHH, I'M JUST IN TIME!

THIS IS THE PERFECT TIME TO LEAVE MY CALLING CARD... NOW, WHILE THEY'RE CONFUSED AND DISSATISFIED!

HEY! LOOK OUT! THERE'S SOMEONE AT THE WINDOW!
HE'S THROWIN' SOMETHING!! DUCK!! IT'S A BOMB!!

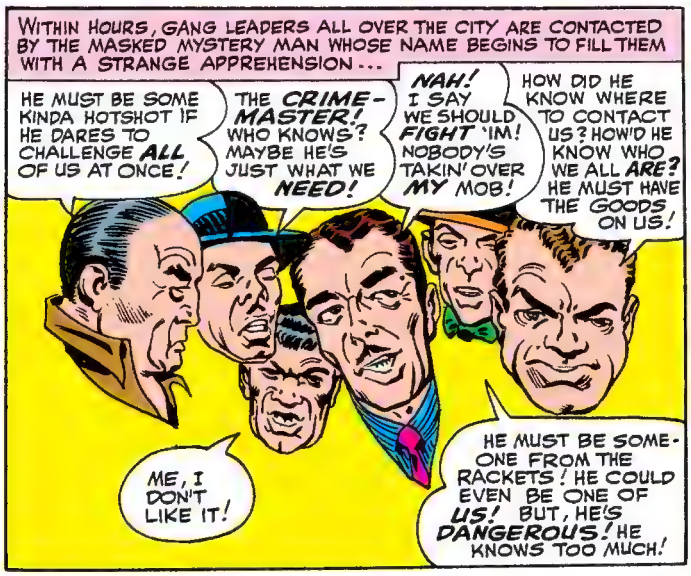

NO...HOLD IT! IT BROKE OPEN! THERE'S NOTHING INSIDE BUT A NOTE!
GIMME! I'LL READ IT! "THIS IS YOUR FIRST AND LAST NOTICE! FROM NOW ON I'M TAKING OVER THE RACKETS! DEFY ME, AND IT WILL NOT BE A FALSE ALARM NEXT TIME!" IT'S SIGNED... THE CRIME-MASTER!
THE CRIME-MASTER?! ??!!

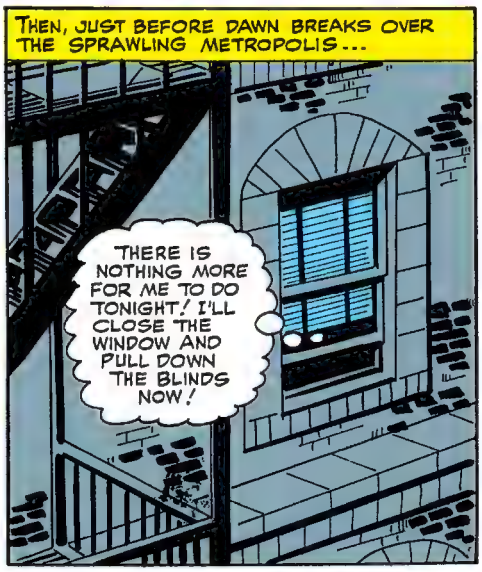
IT WENT AS SMOOTH AS CLOCKWORK! BUT, THAT WAS ONLY THE BEGINNING! BEFORE I'M DONE, THE ENTIRE UNDERWORLD WILL TREMBLE AT THE MERE MENTION OF THE NAME CRIME-MASTER!

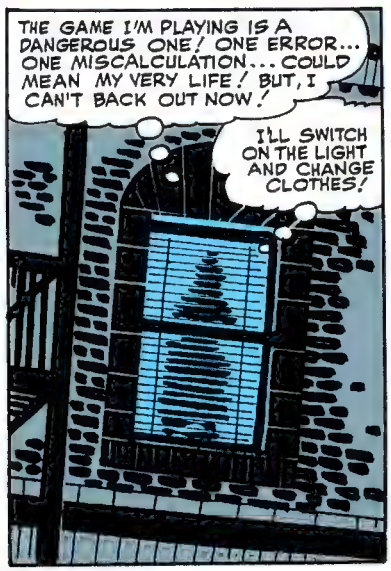

MINUTES LATER, IN A ROOM ABOVE A PARKED AUTOMOBILE WHICH THE CRIME-MASTER HAS JUST WALKED AWAY FROM...
WHO IN BLAZES CAN BE PHONING ME NOW?
BRINNGG!

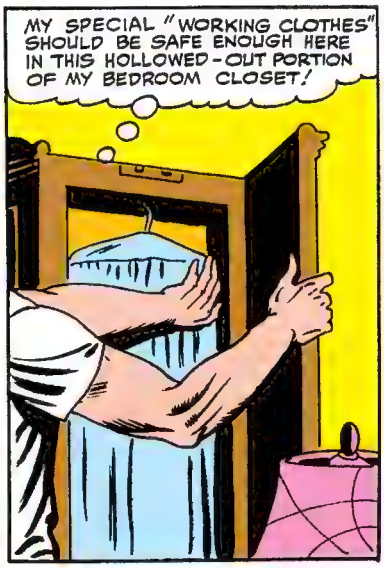
DON'T SAY A WORD! LOOK OUT YOUR WINDOW AT YOUR CAR WHICH IS DOWNSTAIRS! KEEP WATCHING IT!
HOOM!

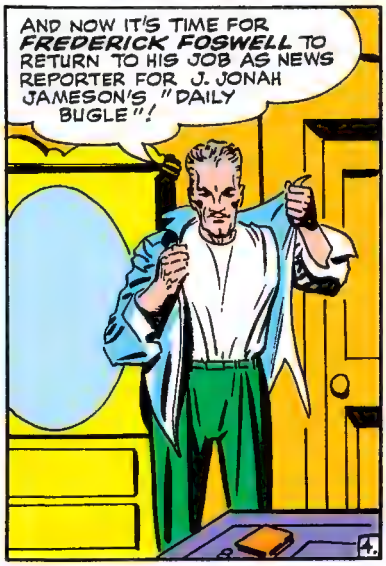
IT BLEW UP! SAY, WHO DO YA THINK...?!
QUIET! THIS IS THE CRIME-MASTER! I'M TAKING OVER FROM NOW ON!
THE CRIME-MASTER!!?


WITHIN HOURS, GANG LEADERS ALL OVER THE CITY ARE CONTACTED BY THE MASKED MYSTERY MAN WHOSE NAME BEGINS TO FILL THEM WITH A STRANGE APPREHENSION...
HE MUST BE SOME KINDA HOTSHOT IF HE DARES TO CHALLENGE ALL OF US AT ONCE!
THE CRIME-MASTER! WHO KNOWS? MAYBE HE'S JUST WHAT WE NEED!
NAH! I SAY WE SHOULD FIGHT 'IM! NOBODY'S TAKIN' OVER MY MOB!
HOW DID HE KNOW WHERE TO CONTACT US? HOW'D HE KNOW WHO WE ALL ARE? HE MUST HAVE THE GOODS ON US!
ME, I DON'T LIKE IT!
HE MUST BE SOMEONE FROM THE RACKETS! HE COULD EVEN BE ONE OF US! BUT, HE'S DANGEROUS! HE KNOWS TOO MUCH!


THEN, JUST BEFORE DAWN BREAKS OVER THE SPRAWLING METROPOLIS...
THERE IS NOTHING MORE FOR ME TO DO TONIGHT! I'LL CLOSE THE WINDOW AND PULL DOWN THE BLINDS NOW!

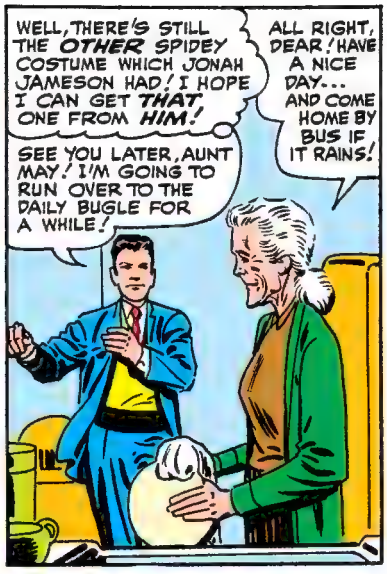

THE GAME I'M PLAYING IS A DANGEROUS ONE! ONE ERROR... ONE MISCALCULATION... COULD MEAN MY VERY LIFE! BUT, I CAN'T BACK OUT NOW!
I'LL SWITCH ON THE LIGHT AND CHANGE CLOTHES!


MY SPECIAL "WORKING CLOTHES" SHOULD BE SAFE ENOUGH HERE IN THIS HOLLOWED-OUT PORTION OF MY BEDROOM CLOSET!


AND NOW IT'S TIME FOR FREDERICK FOSWELL TO RETURN TO HIS JOB AS NEWS REPORTER FOR J. JONAH JAMESON'S "DAILY BUGLE"!

OKAY, NOW THAT EVERYTHING'S THOROUGHLY CONFUSED, LET'S RETURN TO PETER PARKER'S HOUSE AND START PICKING UP THE PIECES...
MAYBE IF I BRING THE CONVERSATION AROUND TO MY COSTUME, AUNT MAY WILL MENTION WHAT SHE DID WITH IT...!
I GUESS IT WAS SILLY OF ME TO TRY TO WEAR A SPIDER-MAN COSTUME TO THAT PARTY, AUNT MAY! OH, BY THE WAY, WHERE DID YOU...?
LET'S NOT DISCUSS IT ANY MORE, PETER DEAR! WE'LL CONSIDER THE MATTER FINISHED!

JUST MY LUCK! SHE THINKS SHE'S BEING NICE TO ME, BUT NOW I'LL NEVER BE ABLE TO GET MY HANDS ON THAT OUTFIT AGAIN!

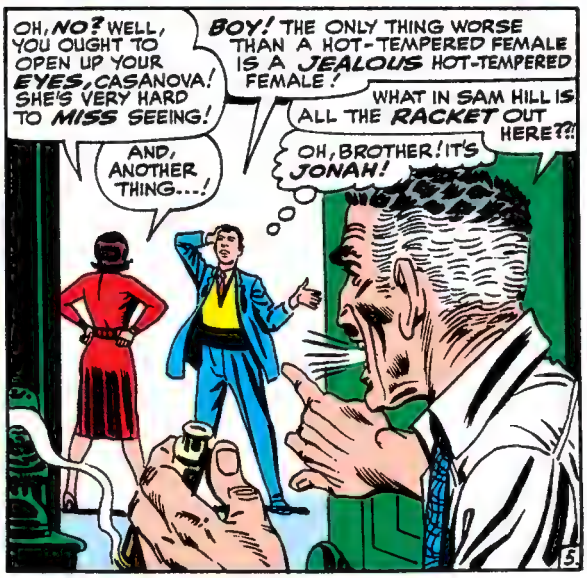

WELL, THERE'S STILL THE OTHER SPIDEY COSTUME WHICH JONAH JAMESON HAD! I HOPE I CAN GET THAT ONE FROM HIM!
ALL RIGHT, DEAR! HAVE A NICE DAY... AND COME HOME BY BUS IF IT RAINS!
SEE YOU LATER, AUNT MAY! I'M GOING TO RUN OVER TO THE DAILY BUGLE FOR A WHILE!

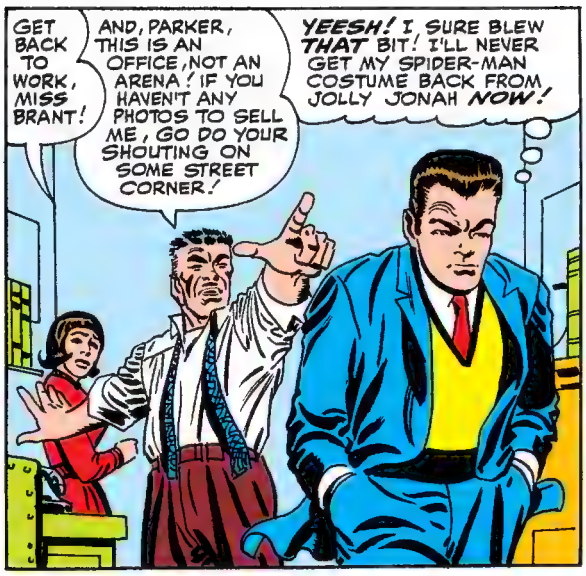
NOT LONG AFTERWARDS, WE FIND...
WELL, WELL! HELLO, PETER! HAVE YOU ANY NEW PLANS TO CATCH SPIDER-MAN TODAY??
UH-OH! SHE'S STILL ANGRY BECAUSE SHE THINKS I HELPED JONAH IN HIS FIGHT WITH SPIDEY!*
AW, C'MON, BETTY! HOW LONG ARE YOU GONNA HOLD A GRUDGE?
*SPIDER-MAN #25.. STAN.

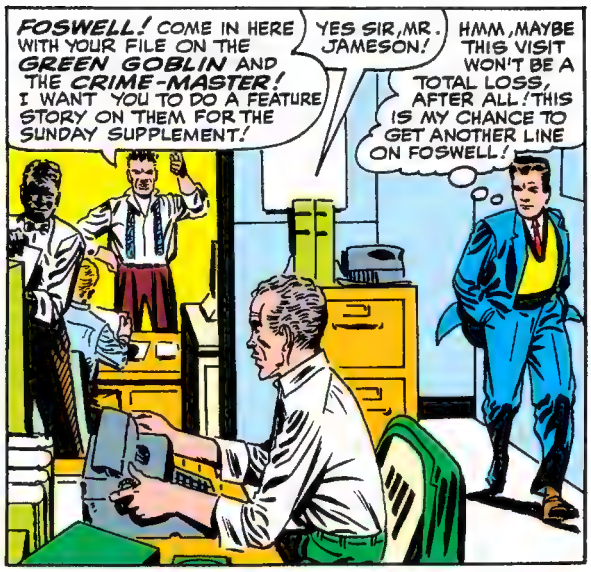
I AM NOT HOLDING A GRUDGE! AFTER ALL, IF YOU WANT TO BE PALSY-WALSY WITH JONAH JAMESON, THAT'S YOUR BUSINESS!
AW, RATS! FIRST YOU WRITE LETTERS TO NED LEEDS BECAUSE YOU FEEL SORRY FOR HIM! THEN, YOU WORRY ABOUT SPIDER-MAN! HOW ABOUT HAVING A GOOD WORD FOR PETER PARKER!?

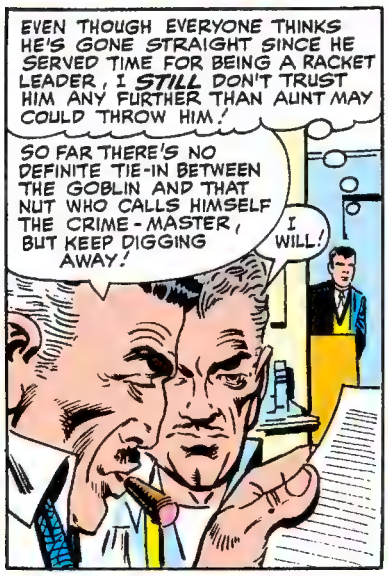
YOU MEAN THE PETER PARKER WHO'S BEEN DATING LIZ ALLAN?? AND WHO HAS ANOTHER GIRL FRIEND WHOM HE'S NEVER EVEN MENTIONED TO ME? NAMELY MARY JANE WATSON!!
BUT, I DON'T EVEN KNOW MARY JANE WATSON!

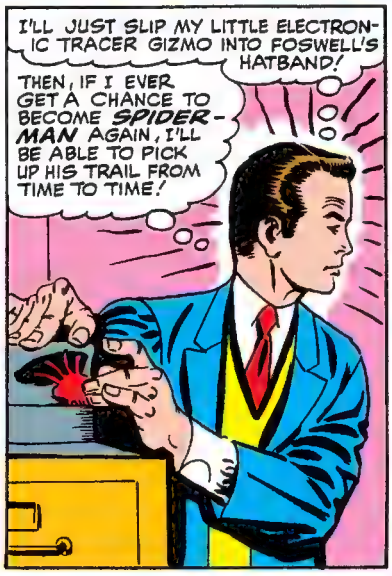
REALLY? THEN HOW COME YOUR AUNT MAY INTRODUCED ME TO HER WHEN I WAS AT YOUR HOUSE LAST TIME? IT WASN'T BAD ENOUGH TO FIND LIZ ALLAN COMING TO SEE YOU, ALSO! HOW MANY MORE GIRL FRIENDS DO YOU HAVE ??
LOOK! I CAN'T HELP IT IF MY AUNT HAS BEEN TRYING TO GET ME TO DATE MARY JANE! I NEVER EVEN SAW HER!


OH, NO? WELL, YOU OUGHT TO OPEN UP YOUR EYES, CASANOVA! SHE'S VERY HARD TO MISS SEEING!
BOY! THE ONLY THING WORSE THAN A HOT-TEMPERED FEMALE IS A JEALOUS HOT-TEMPERED FEMALE!
AND, ANOTHER THING...!
WHAT IN SAM HILL IS ALL THE RACKET OUT HERE??!
OH, BROTHER! IT'S JONAH!


GET BACK TO WORK, MISS BRANT!
AND, PARKER, THIS IS AN OFFICE, NOT AN ARENA! IF YOU HAVEN'T ANY PHOTOS TO SELL ME, GO DO YOUR SHOUTING ON SOME STREET CORNER!
YEESH! I SURE BLEW THAT BIT! I'LL NEVER GET MY SPIDER-MAN COSTUME BACK FROM JOLLY JONAH NOW!

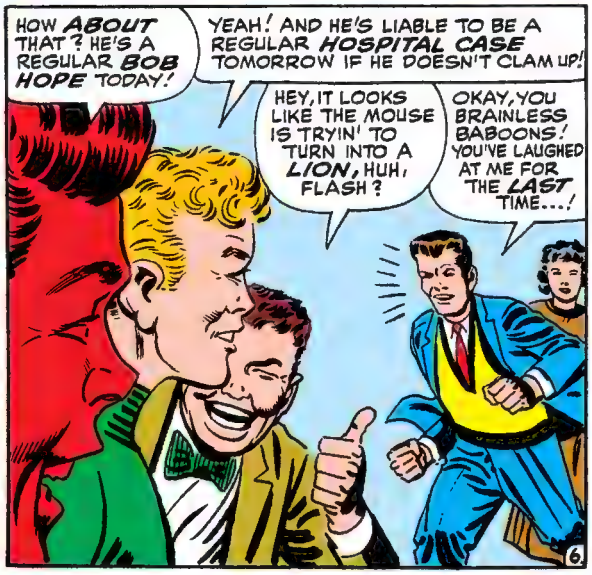

FOSWELL! COME IN HERE WITH YOUR FILE ON THE GREEN GOBLIN AND THE CRIME-MASTER! I WANT YOU TO DO A FEATURE STORY ON THEM FOR THE SUNDAY SUPPLEMENT!
YES SIR, MR. JAMESON!
HMM, MAYBE THIS VISIT WON'T BE A TOTAL LOSS, AFTER ALL! THIS IS MY CHANCE TO GET ANOTHER LINE ON FOSWELL!

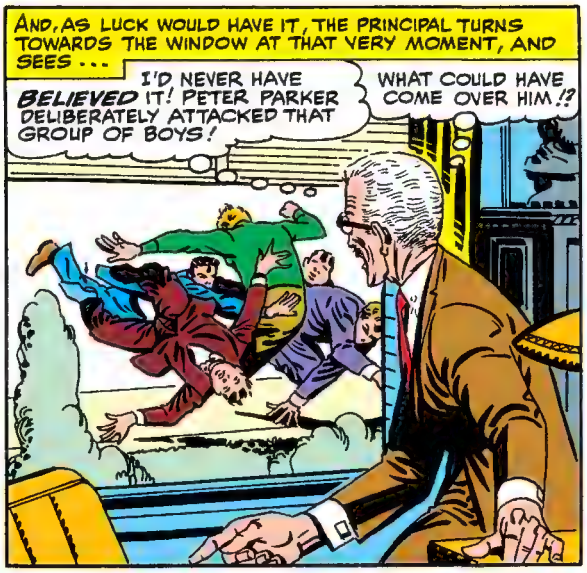

EVEN THOUGH EVERYONE THINKS HE'S GONE STRAIGHT SINCE HE SERVED TIME FOR BEING A RACKET LEADER, I STILL DON'T TRUST HIM ANY FURTHER THAN AUNT MAY COULD THROW HIM!
SO FAR THERE'S NO DEFINITE TIE-IN BETWEEN THE GOBLIN AND THAT NUT WHO CALLS HIMSELF THE CRIME-MASTER, BUT KEEP DIGGING AWAY!
I WILL!

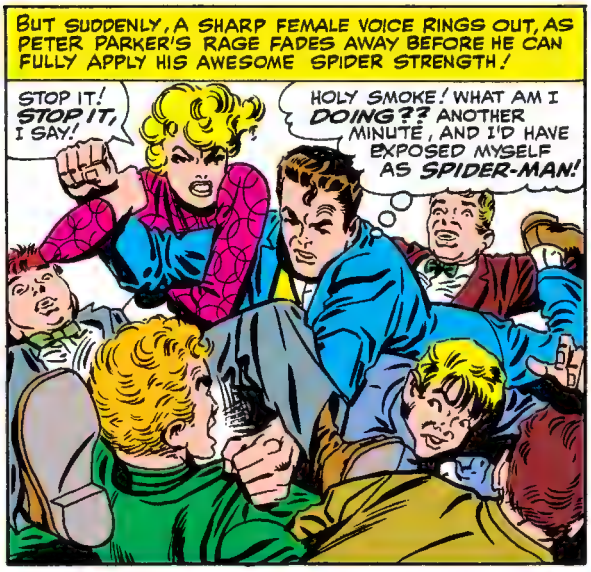

I'LL JUST SLIP MY LITTLE ELECTRONIC TRACER GIZMO INTO FOSWELL'S HATBAND!
THEN, IF I EVER GET A CHANCE TO BECOME SPIDER-MAN AGAIN, I'LL BE ABLE TO PICK UP HIS TRAIL FROM TIME TO TIME!

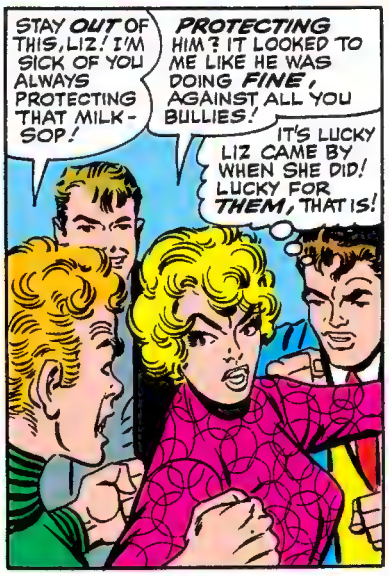
BUT, UNTIL I MANAGE TO GET MYSELF ANOTHER SPIDEY COSTUME, THERE'S NOT MUCH OF ANYTHING I CAN DO... EXCEPT WORRY!

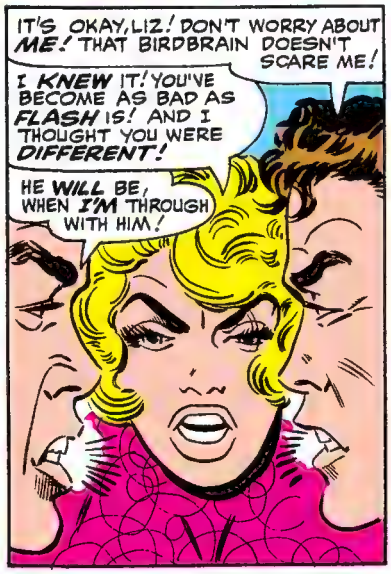
AND SPEAKING OF WORRIES, A FEW MINUTES LATER...
WELL, WELL! LOOK WHO'S HERE! OL' PUNY PARKER FINALLY GOT TIRED OF TRYING TO HIDE FROM ME!
GET OFF MY BACK, LOUDMOUTH! I'M IN NO MOOD FOR YOUR MUSCLEBOUND MIRTH TODAY! AND THE SAME GOES FOR YOUR GANG OF GRINNING HYENAS!
HEY! WHO ARE YOU CALLIN' HYENAS?
LOOK IN THE MIRROR AND YOU'LL FIND OUT!

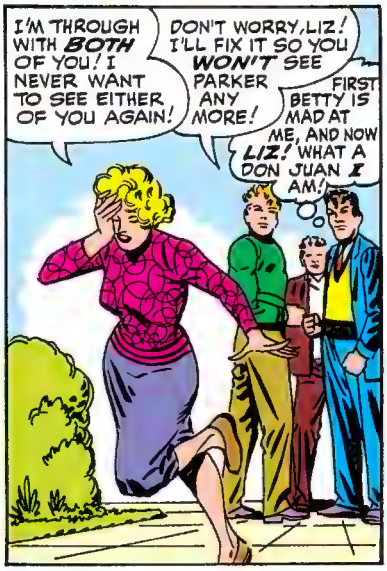

HOW ABOUT THAT? HE'S A REGULAR BOB HOPE TODAY!
YEAH! AND HE'S LIABLE TO BE A REGULAR HOSPITAL CASE TOMORROW IF HE DOESN'T CLAM UP!
HEY, IT LOOKS LIKE THE MOUSE IS TRYIN' TO TURN INTO A LION, HUH, FLASH?
OKAY, YOU BRAINLESS BABOONS! YOU'VE LAUGHED AT ME FOR THE LAST TIME...!


AND, AS LUCK WOULD HAVE IT, THE PRINCIPAL TURNS TOWARDS THE WINDOW AT THAT VERY MOMENT, AND SEES ...
I'D NEVER HAVE BELIEVED IT! PETER PARKER DELIBERATELY ATTACKED THAT GROUP OF BOYS!
WHAT COULD HAVE COME OVER HIM!?

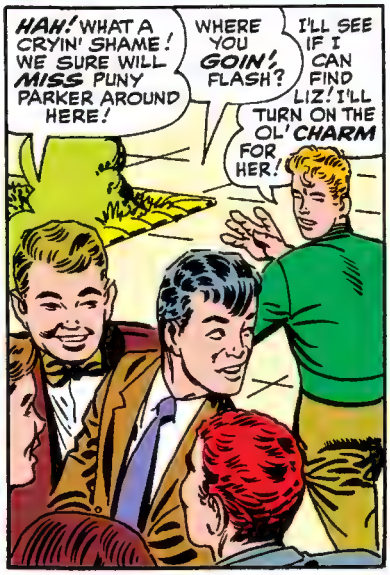

BUT SUDDENLY, A SHARP FEMALE VOICE RINGS OUT, AS PETER PARKER'S RAGE FADES AWAY BEFORE HE CAN FULLY APPLY HIS AWESOME SPIDER STRENGTH!
STOP IT! STOP IT, I SAY!
HOLY SMOKE! WHAT AM I DOING?? ANOTHER MINUTE, AND I'D HAVE EXPOSED MYSELF AS SPIDER-MAN!


STAY OUT OF THIS, LIZ! I'M SICK OF YOU ALWAYS PROTECTING THAT MILK-SOP!
PROTECTING HIM? IT LOOKED TO ME LIKE HE WAS DOING FINE, AGAINST ALL YOU BULLIES!
IT'S LUCKY LIZ CAME BY WHEN SHE DID! LUCKY FOR THEM, THAT IS!

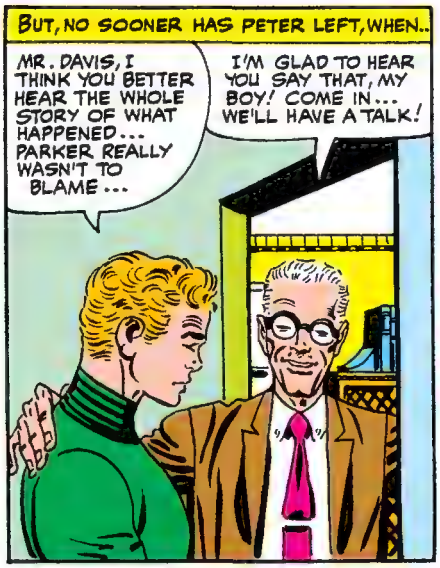

IT'S OKAY, LIZ! DON'T WORRY ABOUT ME! THAT BIRDBRAIN DOESN'T SCARE ME!
I KNEW IT! YOU'VE BECOME AS BAD AS FLASH IS! AND I THOUGHT YOU WERE DIFFERENT!
HE WILL BE, WHEN I'M THROUGH WITH HIM!

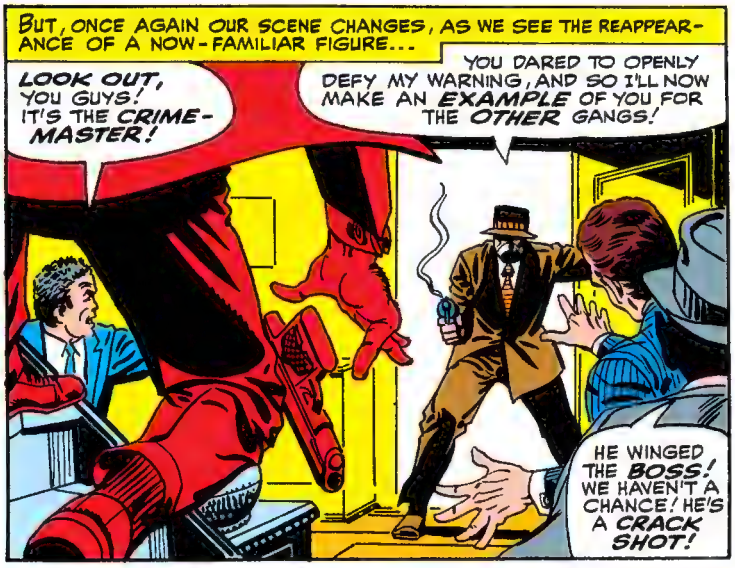

I'M THROUGH WITH BOTH OF YOU! I NEVER WANT TO SEE EITHER OF YOU AGAIN!
DON'T WORRY, LIZ! I'LL FIX IT SO YOU WON'T SEE PARKER ANY MORE!
FIRST BETTY IS MAD AT ME, AND NOW LIZ! WHAT A DON JUAN I AM!

HEY, PARKER! THE PRINCIPAL WANTS TO SEE YOU ... ON THE DOUBLE! YOU'RE IN FOR IT NOW!
BOY! MR. DAVIS MUST HAVE SEEN PARKER SWINGING AT US! HE THINKS HE STARTED IT!
THAT MEANS WE'RE IN THE CLEAR! DAVIS MAY EVEN EXPEL HIM!

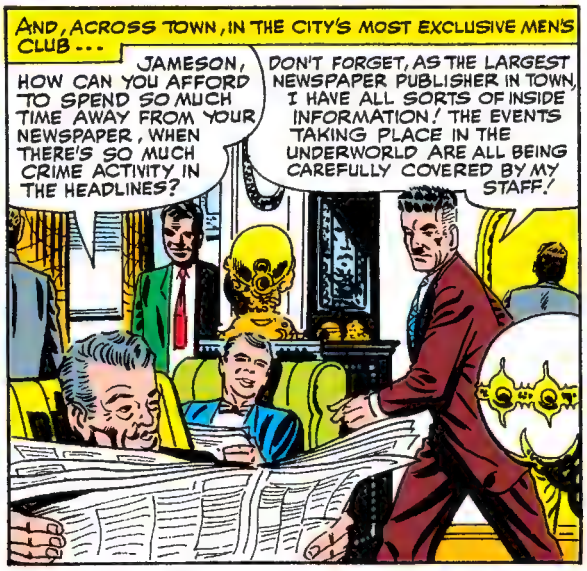

HAH! WHAT A CRYIN' SHAME! WE SURE WILL MISS PUNY PARKER AROUND HERE!
WHERE YOU GOIN', FLASH?
I'LL SEE IF I CAN FIND LIZ! I'LL TURN ON THE OL' CHARM FOR HER!

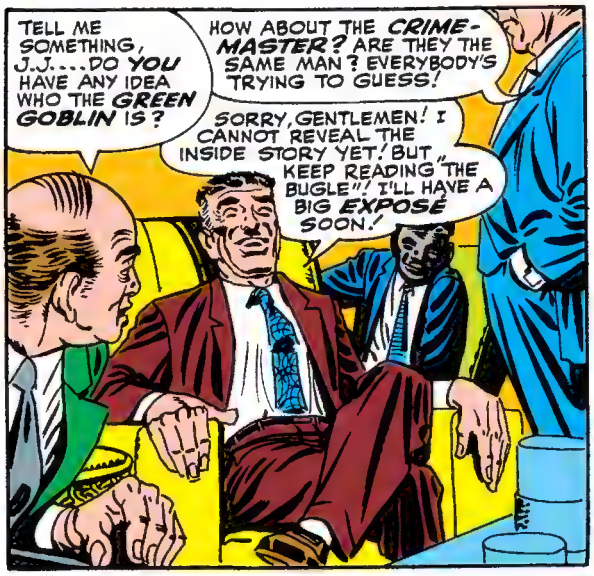
A FEW MINUTES LATER...
I COULDN'T HELP OVERHEARING OUTSIDE THE DOOR! PARKER TOOK THE WHOLE RESPONSIBILITY FOR HIMSELF! HE DIDN'T EVEN TRY TO BLAME ANY OF US!
I'LL LET YOU KNOW MY DECISION LATER, PARKER!
IT WAS MY FAULT! I SHOULD HAVE KNOWN BETTER!


BUT, NO SOONER HAS PETER LEFT, WHEN..
MR. DAVIS, I THINK YOU BETTER HEAR THE WHOLE STORY OF WHAT HAPPENED... PARKER REALLY WASN'T TO BLAME...
I'M GLAD TO HEAR YOU SAY THAT, MY BOY! COME IN... WE'LL HAVE A TALK!

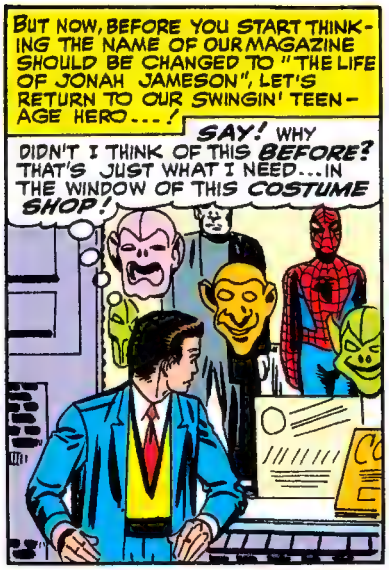

BUT, ONCE AGAIN OUR SCENE CHANGES, AS WE SEE THE REAPPEARANCE OF A NOW-FAMILIAR FIGURE...
LOOK OUT, YOU GUYS! IT'S THE CRIME-MASTER!
YOU DARED TO OPENLY DEFY MY WARNING, AND SO I'LL NOW MAKE AN EXAMPLE OF YOU FOR THE OTHER GANGS!
HE WINGED THE BOSS! WE HAVEN'T A CHANCE! HE'S A CRACK SHOT!

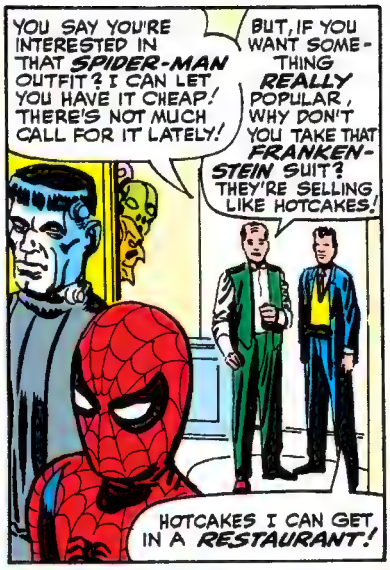
NONE OF YOU HAVE THE BRAINS, OR THE SKILL, OR THE NERVE TO STOP ME! AND NOW, I'LL GIVE YOU ONE LAST CHANCE! WILL YOU ACCEPT ME AS THE KINGPIN OF THE CITY'S GANGS, OR...?
YEAH... SURE! SURE! ANYTHING YOU SAY, CRIME-MASTER!
THAT'S MORE LIKE IT!
NOW, WITH YOU UNDER MY THUMB, THE OTHERS WILL ALL FALL INTO LINE!

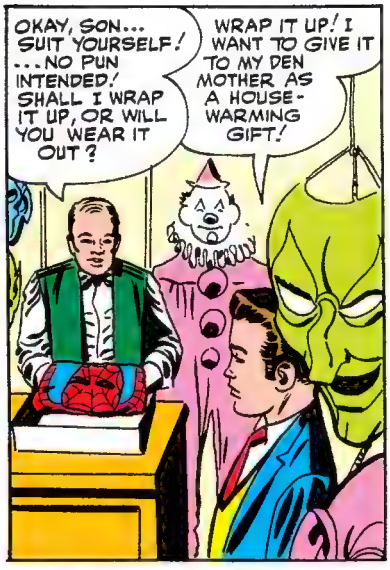

AND, ACROSS TOWN, IN THE CITY'S MOST EXCLUSIVE MEN'S CLUB...
JAMESON, HOW CAN YOU AFFORD TO SPEND SO MUCH TIME AWAY FROM YOUR NEWSPAPER, WHEN THERE'S SO MUCH CRIME ACTIVITY IN THE HEADLINES?
DON'T FORGET, AS THE LARGEST NEWSPAPER PUBLISHER IN TOWN, I HAVE ALL SORTS OF INSIDE INFORMATION! THE EVENTS TAKING PLACE IN THE UNDERWORLD ARE ALL BEING CAREFULLY COVERED BY MY STAFF!

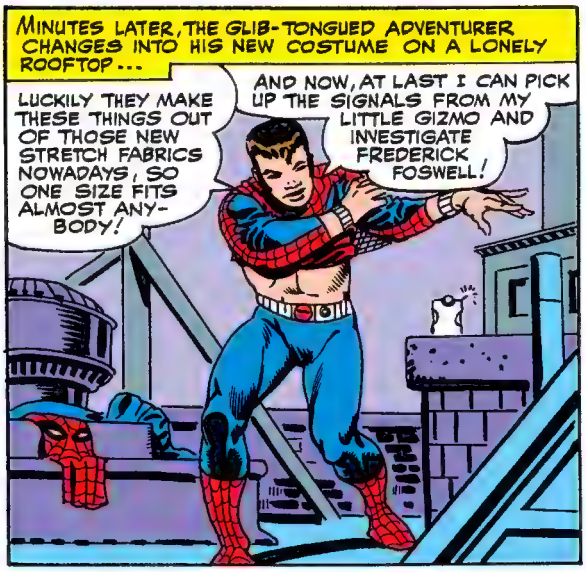

TELL ME SOMETHING, J.J.... DO YOU HAVE ANY IDEA WHO THE GREEN GOBLIN IS?
HOW ABOUT THE CRIME-MASTER? ARE THEY THE SAME MAN? EVERYBODY'S TRYING TO GUESS!
SORRY, GENTLEMEN! I CANNOT REVEAL THE INSIDE STORY YET! BUT KEEP READING "THE BUGLE"! I'LL HAVE A BIG EXPOSÉ SOON!

ONE OF YOUR REPORTERS IS THIS FELLOW FOSWELL, WHO USED TO BE A BIG TIME CRIMINAL HIMSELF! IS IT WISE FOR YOU TO EMPLOY SUCH A NOTORIOUS CHARACTER?
I THINK YOU DESERVE CREDIT FOR GIVING AN EX-CONVICT A SECOND CHANCE!
YOU KNOW WHAT THEY SAY ABOUT ME, GENTLEMEN... I'M ALL HEART! AND BESIDES, FOSWELL WORKS LIKE A DOG!

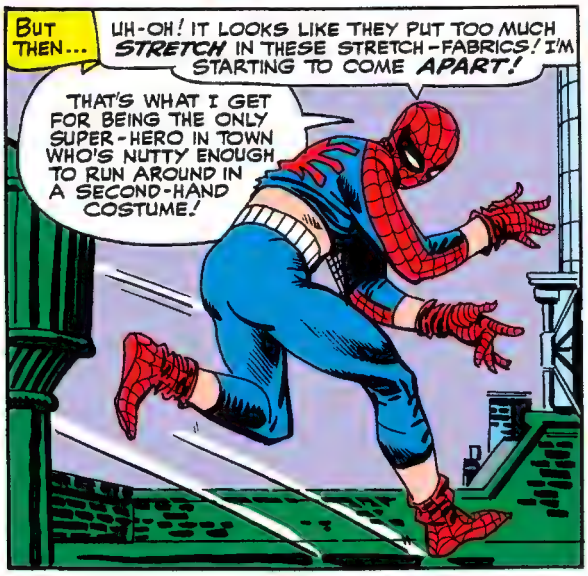

BUT NOW, BEFORE YOU START THINKING THE NAME OF OUR MAGAZINE SHOULD BE CHANGED TO "THE LIFE OF JONAH JAMESON", LET'S RETURN TO OUR SWINGIN' TEEN-AGE HERO...!
SAY! WHY DIDN'T I THINK OF THIS BEFORE? THAT'S JUST WHAT I NEED...IN THE WINDOW OF THIS COSTUME SHOP!

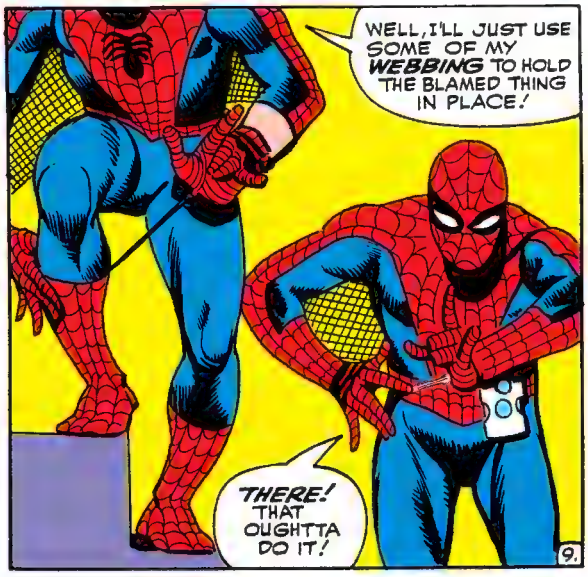

YOU SAY YOU'RE INTERESTED IN THAT SPIDER-MAN OUTFIT? I CAN LET YOU HAVE IT CHEAP! THERE'S NOT MUCH CALL FOR IT LATELY!
BUT, IF YOU WANT SOMETHING REALLY POPULAR, WHY DON'T YOU TAKE THAT FRANKENSTEIN SUIT? THEY'RE SELLING LIKE HOTCAKES!
HOTCAKES I CAN GET IN A RESTAURANT!

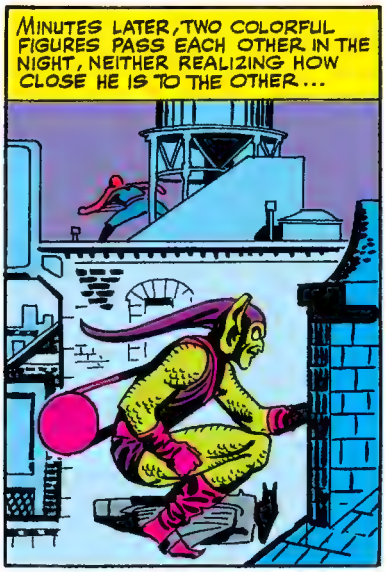

OKAY, SON... SUIT YOURSELF! ...NO PUN INTENDED! SHALL I WRAP IT UP, OR WILL YOU WEAR IT OUT?
WRAP IT UP! I WANT TO GIVE IT TO MY DEN MOTHER AS A HOUSE-WARMING GIFT!

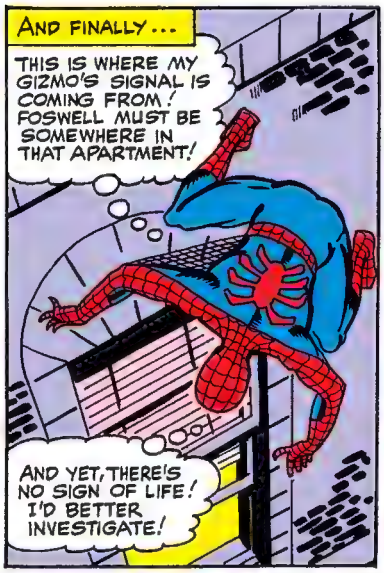

MINUTES LATER, THE GLIB-TONGUED ADVENTURER CHANGES INTO HIS NEW COSTUME ON A LONELY ROOFTOP...
LUCKILY THEY MAKE THESE THINGS OUT OF THOSE NEW STRETCH FABRICS NOWADAYS, SO ONE SIZE FITS ALMOST ANYBODY!
AND NOW, AT LAST I CAN PICK UP THE SIGNALS FROM MY LITTLE GIZMO AND INVESTIGATE FREDERICK FOSWELL!

WOW-EEE! IT SURE FEELS GOOD TO BE BACK IN ACTION AGAIN! I FEEL LIKE AN EAGLE WHO'S BEEN LET OUT OF A CAGE!
I MIGHT AS WELL FACE IT... BEING SPIDER-MAN IS JUST PLAIN HABIT-FORMING! IT'S LIKE GOING OUT WITH GIRLS!..I CAN'T GIVE IT UP!

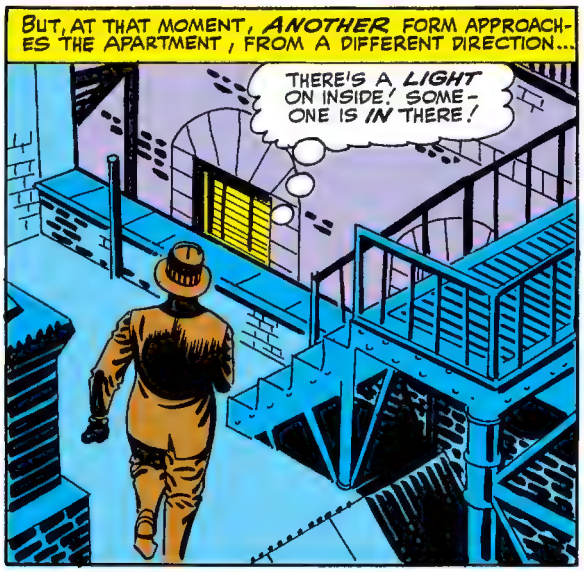

BUT THEN...
UH-OH! IT LOOKS LIKE THEY PUT TOO MUCH STRETCH IN THESE STRETCH-FABRICS! I'M STARTING TO COME APART!
THAT'S WHAT I GET FOR BEING THE ONLY SUPER-HERO IN TOWN WHO'S NUTTY ENOUGH TO RUN AROUND IN A SECOND-HAND COSTUME!


WELL, I'LL JUST USE SOME OF MY WEBBING TO HOLD THE BLAMED THING IN PLACE!
THERE! THAT OUGHTTA DO IT!


MINUTES LATER, TWO COLORFUL FIGURES PASS EACH OTHER IN THE NIGHT, NEITHER REALIZING HOW CLOSE HE IS TO THE OTHER...


AND FINALLY...
THIS IS WHERE MY GIZMO'S SIGNAL IS COMING FROM! FOSWELL MUST BE SOMEWHERE IN THAT APARTMENT!
AND YET, THERE'S NO SIGN OF LIFE! I'D BETTER INVESTIGATE!

THERE'S HIS HAT... AND THE REST OF HIS CLOTHES, BUT NO FOSWELL! THE PLACE IS EMPTY! I'D BETTER LOOK AROUND WHILE I HAVE THE CHANCE!

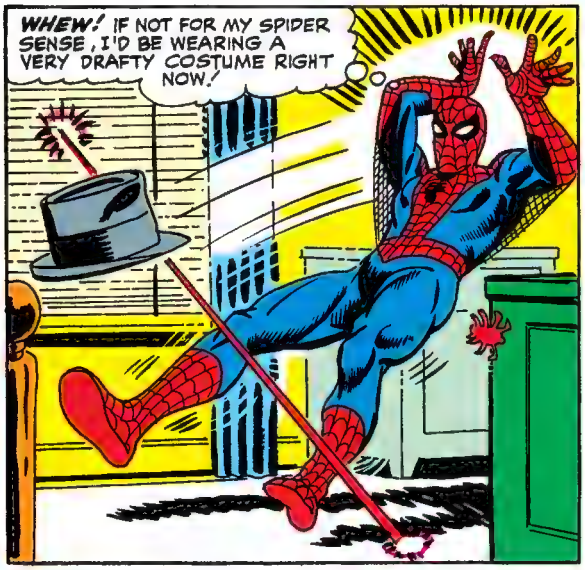

BUT, AT THAT MOMENT, ANOTHER FORM APPROACHES THE APARTMENT, FROM A DIFFERENT DIRECTION...
THERE'S A LIGHT ON INSIDE! SOMEONE IS IN THERE!

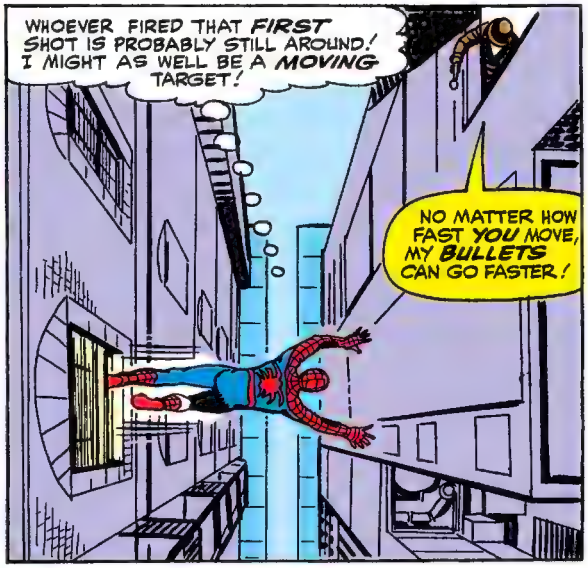
SO LONG AS HE LIVES, HE'LL BE A CONSTANT THREAT TO ME! UNLESS...
UNLESS I ELIMINATE HIM!

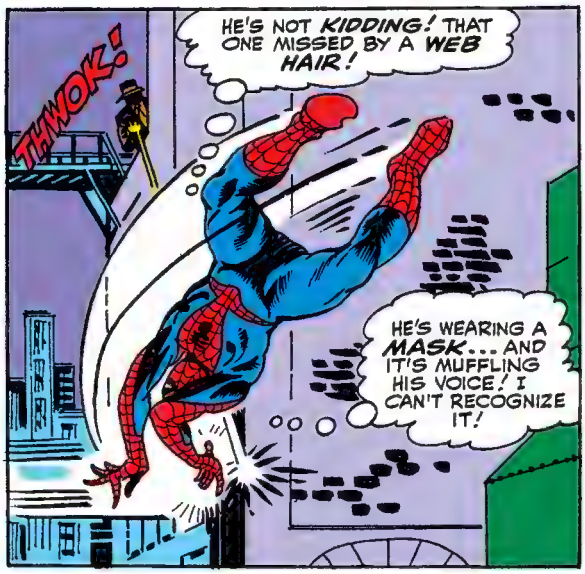
HMM, I WONDER... DID FOSWELL CHANGE HIS CLOTHES BECAUSE HE KNEW MY ELECTRONIC TRACER GIZMO WAS HIDDEN IN HIS HAT? OR, WAS THERE ANOTHER REASON??

WAIT A MINUTE! MY SPIDER-SENSE IS TINGLING! DANGER IS NEAR... VERY NEAR!!

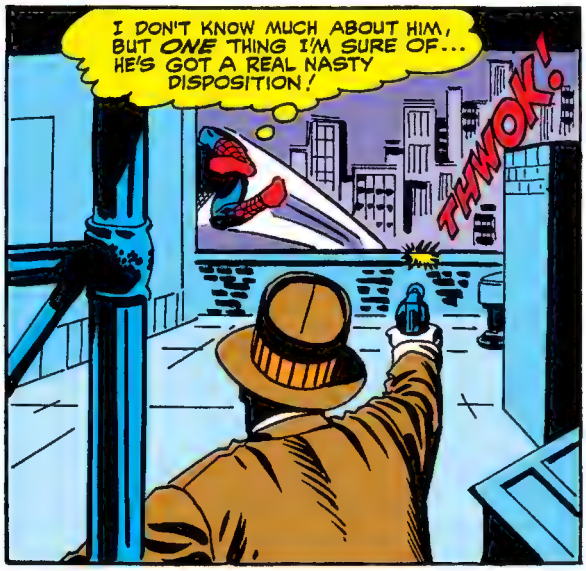
THWOK!

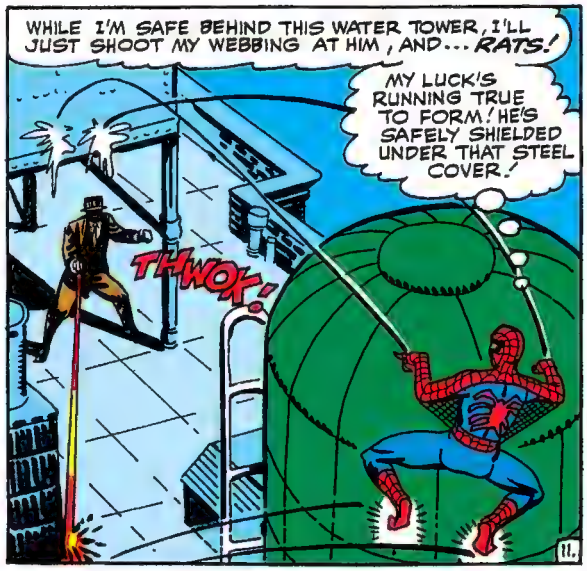

WHEW! IF NOT FOR MY SPIDER SENSE, I'D BE WEARING A VERY DRAFTY COSTUME RIGHT NOW!

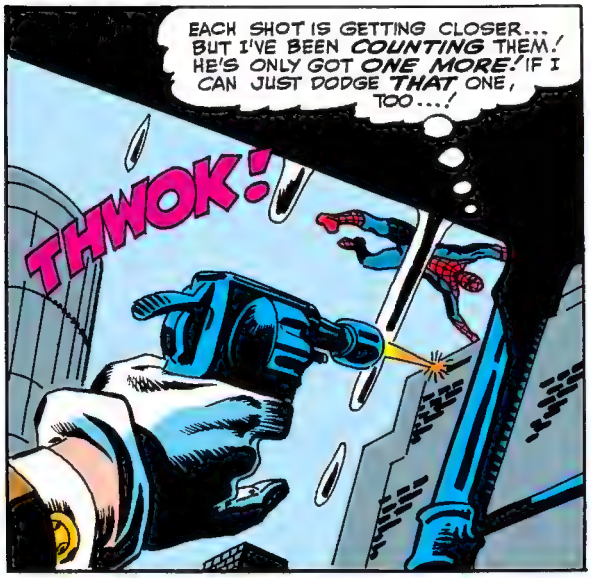

WHOEVER FIRED THAT FIRST SHOT IS PROBABLY STILL AROUND! I MIGHT AS WELL BE A MOVING TARGET!
NO MATTER HOW FAST YOU MOVE, MY BULLETS CAN GO FASTER!

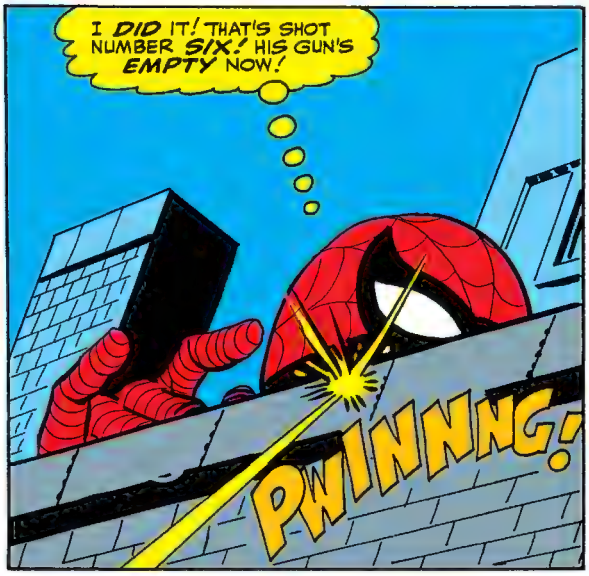

THWOK!
HE'S NOT KIDDING! THAT ONE MISSED BY A WEB HAIR!
HE'S WEARING A MASK... AND IT'S MUFFLING HIS VOICE! I CAN'T RECOGNIZE IT!

LET'S SEE NOW... HE'S NOT THE GREEN GOBLIN, AND HE'S NOT ANYONE I KNOW... SO THAT LEAVES THE CRIME-MASTER! IT MUST BE HIM!


I DON'T KNOW MUCH ABOUT HIM, BUT ONE THING I'M SURE OF... HE'S GOT A REAL NASTY DISPOSITION!
THWOK!

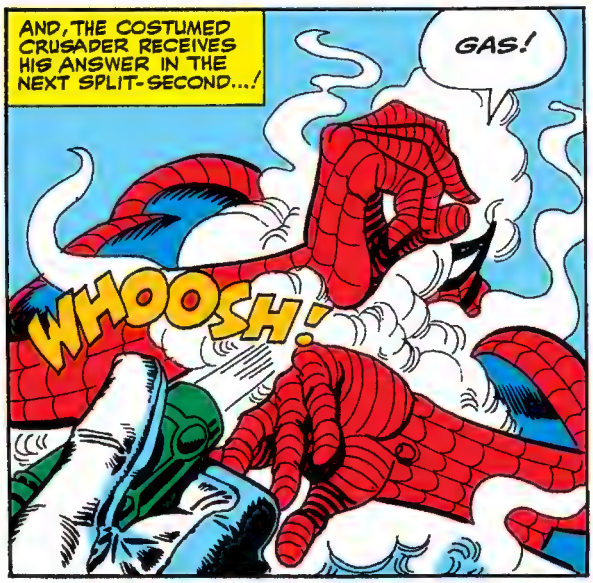

WHILE I'M SAFE BEHIND THIS WATER TOWER, I'LL JUST SHOOT MY WEBBING AT HIM, AND... RATS!
MY LUCK'S RUNNING TRUE TO FORM! HE'S SAFELY SHIELDED UNDER THAT STEEL COVER!
THWOK!

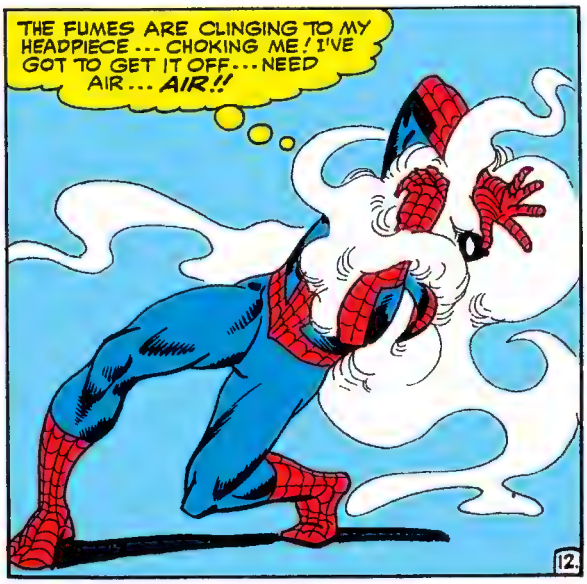

EACH SHOT IS GETTING CLOSER... BUT I'VE BEEN COUNTING THEM! HE'S ONLY GOT ONE MORE! IF I CAN JUST DODGE THAT ONE, TOO...!
THWOK!

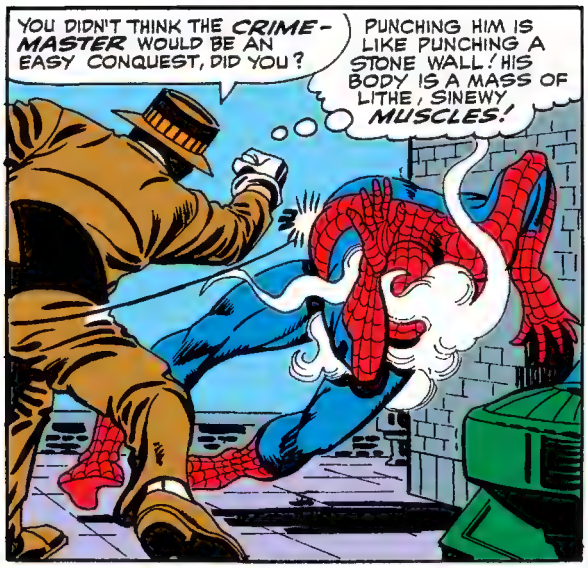

I DID IT! THAT'S SHOT NUMBER SIX! HIS GUN'S EMPTY NOW!
PWINNNG!

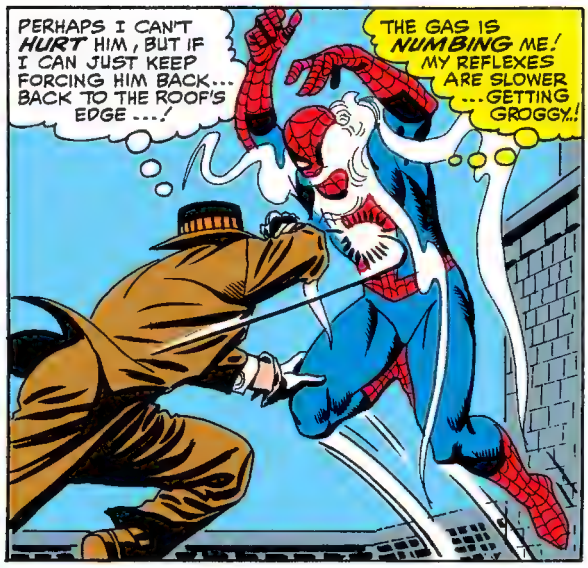
WHY SO SURPRISED, SWEETIE? YOU DIDN'T EXPECT ME TO LET YOU RELOAD, DID YOU?

THE SIGHT OF SPIDER-MAN CHARGING IN RAGE MAY TERRIFY OTHERS, BUT NOT THE CRIME-MASTER!
I'LL BE DARNED IF HE DOESN'T SOUND AS THOUGH HE MEANS THAT! I WONDER WHAT HE'S GOT UP HIS SLEEVE!?

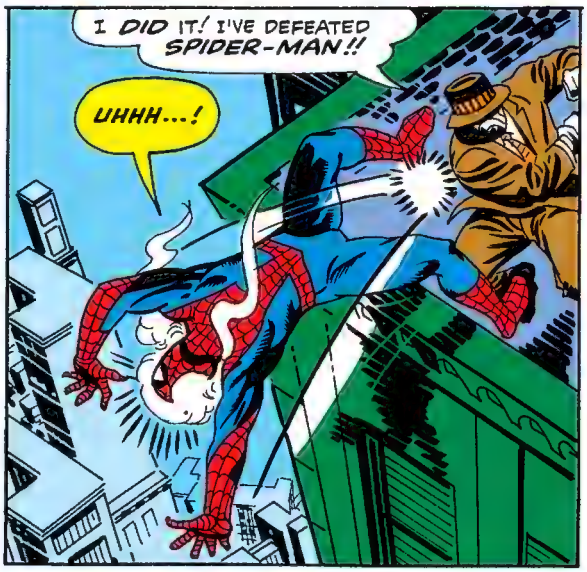

AND, THE COSTUMED CRUSADER RECEIVES HIS ANSWER IN THE NEXT SPLIT-SECOND...!
GAS!
WHOOOSH!

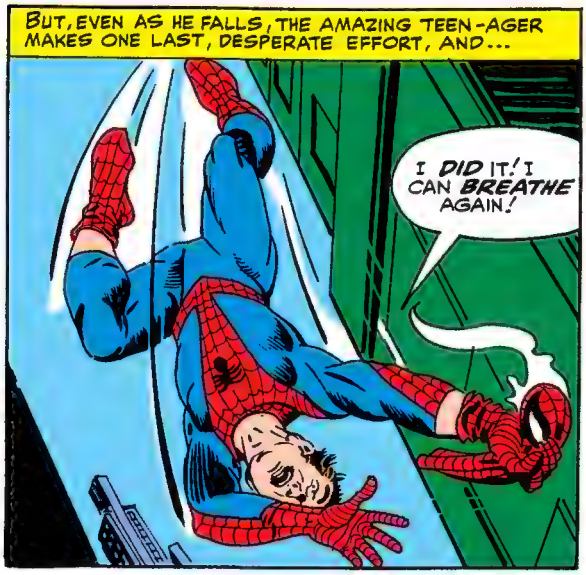

THE FUMES ARE CLINGING TO MY HEADPIECE... CHOKING ME! I'VE GOT TO GET IT OFF... NEED AIR... AIR!!


YOU DIDN'T THINK THE CRIME-MASTER WOULD BE AN EASY CONQUEST, DID YOU?
PUNCHING HIM IS LIKE PUNCHING A STONE WALL! HIS BODY IS A MASS OF LITHE, SINEWY MUSCLES!

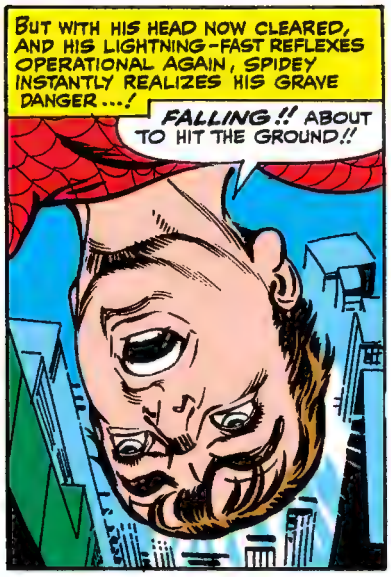

PERHAPS I CAN'T HURT HIM, BUT IF I CAN JUST KEEP FORCING HIM BACK... BACK TO THE ROOF'S EDGE...!
THE GAS IS NUMBING ME! MY REFLEXES ARE SLOWER ...GETTING GROGGY...!

I'VE GOT HIM WHERE I WANT HIM! ONE MORE PUNCH WILL DO THE TRICK!
HIS BLOWS AREN'T HURTING ME... BUT IF I DON'T GET THIS HEADPIECE OFF SOON...I..I'LL SUFFOCATE!


I DID IT! I'VE DEFEATED SPIDER-MAN!!
UHHH...!


BUT, EVEN AS HE FALLS, THE AMAZING TEEN-AGER MAKES ONE LAST, DESPERATE EFFORT, AND...
I DID IT! I CAN BREATHE AGAIN!

WHILE, ON THE ROOFTOP, THE CRIME-MASTER TRIUMPHANTLY TURNS AWAY...!
SPIDER-MAN WILL NEVER BOTHER ME...OR ANYONE... EVER AGAIN! AND NOW, I HAVE OTHER MATTERS TO ATTEND TO...!


BUT WITH HIS HEAD NOW CLEARED, AND HIS LIGHTNING-FAST REFLEXES OPERATIONAL AGAIN, SPIDEY INSTANTLY REALIZES HIS GRAVE DANGER ...!
FALLING!! ABOUT TO HIT THE GROUND!!

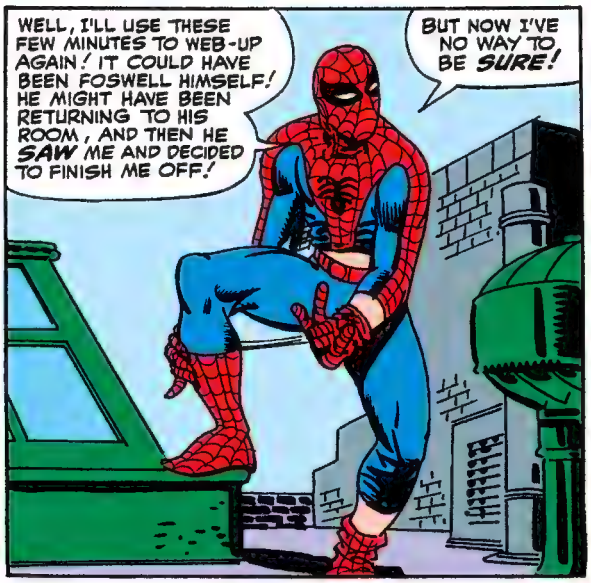
MY WEBBING! I'LL SHOOT IT OUT... FAST!

IT'S GOT TO HOLD! IT'S GOT TO!

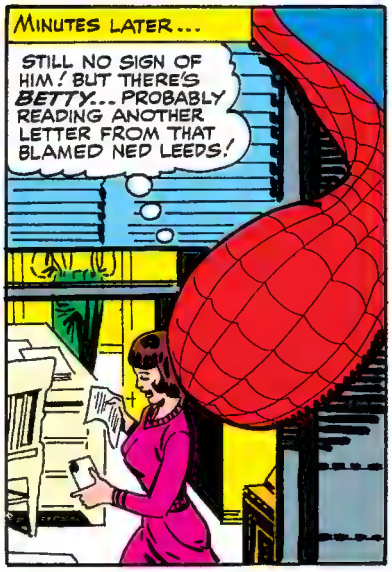
IT DID IT!! I'M SAFE!!

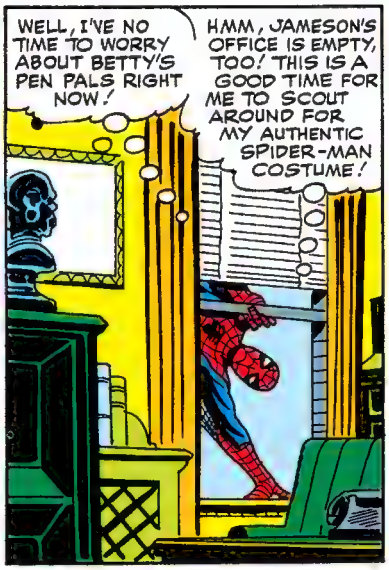
MAN! THAT WAS A CLOSE ONE! I'LL JUST STAY HERE FOR A MINUTE WHILE I CLEAR ALL THE GAS OUT OF MY LUNGS!

BUT THEN, WHEN THE FIGHTING-MAD SPIDER-MAN RETURNS TO THE ROOFTOP AGAIN ...
HE'S GONE! I'VE LOST HIM!


WELL, I'LL USE THESE FEW MINUTES TO WEB-UP AGAIN! IT COULD HAVE BEEN FOSWELL HIMSELF! HE MIGHT HAVE BEEN RETURNING TO HIS ROOM, AND THEN HE SAW ME AND DECIDED TO FINISH ME OFF!
BUT NOW I'VE NO WAY TO BE SURE!

NO TRACE OF HIM ANYWHERE AROUND HERE! I'D BETTER PAY A VISIT TO THE "DAILY BUGLE" AGAIN!... HE MIGHT HAVE RETURNED TO HIS JOB THERE!


MINUTES LATER...
STILL NO SIGN OF HIM! BUT THERE'S BETTY... PROBABLY READING ANOTHER LETTER FROM THAT BLAMED NED LEEDS!

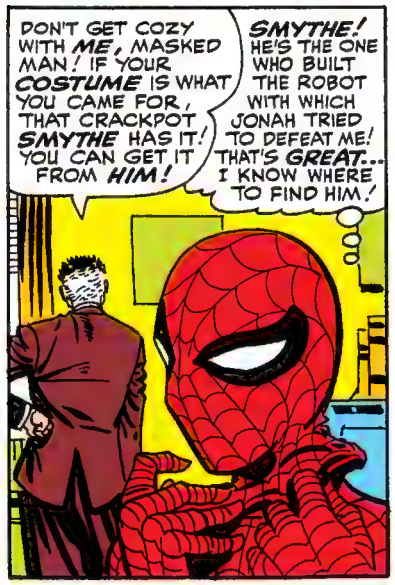

WELL, I'VE NO TIME TO WORRY ABOUT BETTY'S PEN PALS RIGHT NOW!
HMM, JAMESON'S OFFICE IS EMPTY, TOO! THIS IS A GOOD TIME FOR ME TO SCOUT AROUND FOR MY AUTHENTIC SPIDER-MAN COSTUME!

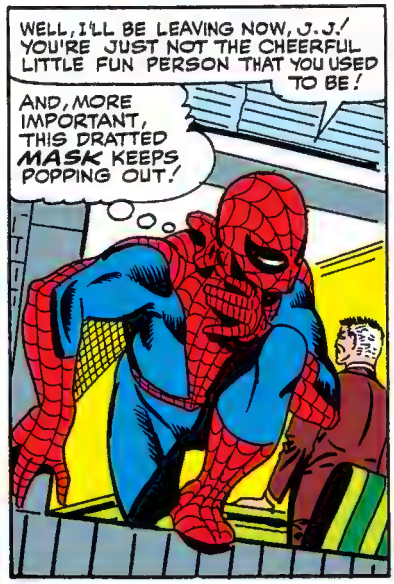
BUT, AFTER A BRIEF THOUGH PAINS-TAKING SEARCH...
IT'S NOT HERE! NOTHING BUT A MILLION CLIPPINGS ABOUT THE GREEN GOBLIN, THE CRIME-MASTER, AND THAT LITTLE OL' SPIDER-MAN... ME!
OH, WELL, IT'S NICE TO KNOW I STILL RATE AMONG THE BIG THREE!

I WONDER WHAT JAMESON DID WITH MY COSTUME? HE MIGHT HAVE... UH-OH! SPEAK OF THE DEVIL...!
RESERVE A TABLE FOR ME AT MY CLUB FOR DINNER, MISS BRANT!

HI, CHEERFUL CHARLIE! YOU WENT TO SO MUCH TROUBLE TO FIND ME LAST TIME WE MET, THAT I THOUGHT I'D RETURN THE FAVOR NOW!
SPIDER-MAN!
THE NAME SOUNDS LIKE MUSIC WHEN YOU SAY IT!

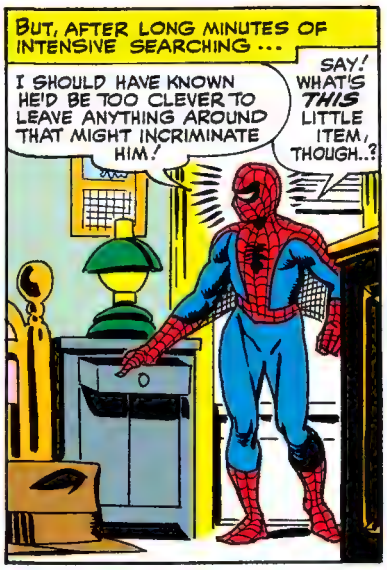
OKAY, IF YOU CAME IN TO GLOAT OVER BEATING ME LAST TIME, HAVE YOUR FUN AND THEN GET LOST! I'VE GOT WORK TO DO!
AWWW! DON'T GO 'WAY MAD! ARE YOU STILL SULKING BECAUSE YOU TRIED TO CAPTURE ME, AND ONLY WOUND UP WITH MY COSTUME!?

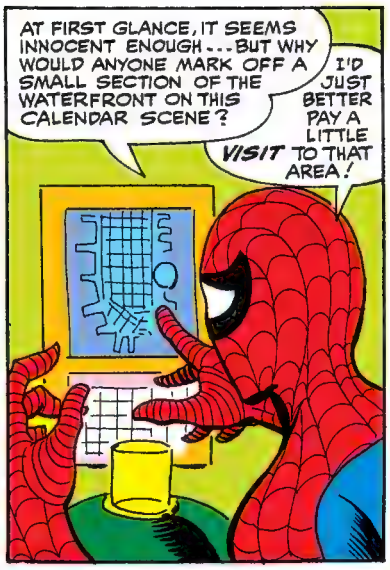

DON'T GET COZY WITH ME, MASKED MAN! IF YOUR COSTUME IS WHAT YOU CAME FOR, THAT CRACKPOT SMYTHE HAS IT! YOU CAN GET IT FROM HIM!
SMYTHE! HE'S THE ONE WHO BUILT THE ROBOT WITH WHICH JONAH TRIED TO DEFEAT ME! THAT'S GREAT... I KNOW WHERE TO FIND HIM!


WELL, I'LL BE LEAVING NOW, J. J.! YOU'RE JUST NOT THE CHEERFUL LITTLE FUN PERSON THAT YOU USED TO BE!
AND, MORE IMPORTANT, THIS DRATTED MASK KEEPS POPPING OUT!

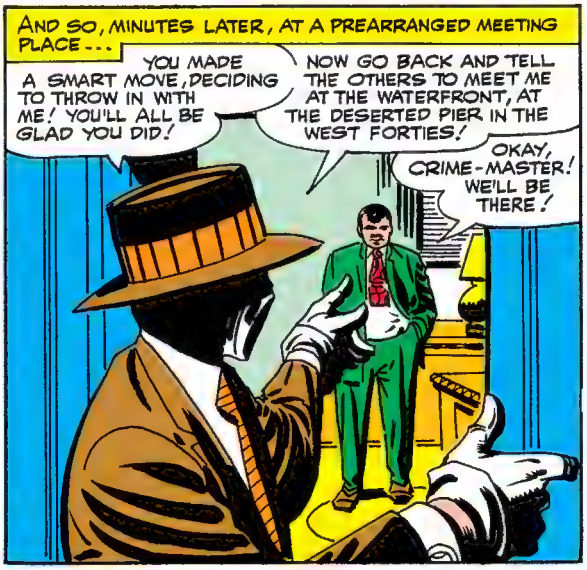
POOR JONAH! I THINK HE'S JUST ABOUT GIVEN UP ON ME! I DON'T KNOW WHETHER TO BE HAPPY OR SAD!
MMM, I'D BETTER SEAL THE MASK WITH SOME STICKY WEBBING FLUID!
AT LEAST I KNOW IT'LL STAY ON UNTIL THE WEB EVAPORATES!

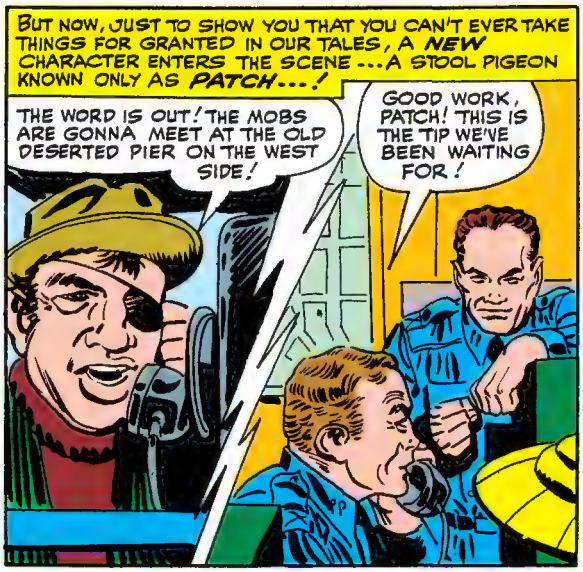
IT'S STILL EARLY, SO I MIGHT AS WELL RETURN TO FOSWELL'S PLACE! I'LL GIVE IT ANOTHER THOROUGH GOING OVER!


BUT, AFTER LONG MINUTES OF INTENSIVE SEARCHING ...
I SHOULD HAVE KNOWN HE'D BE TOO CLEVER TO LEAVE ANYTHING AROUND THAT MIGHT INCRIMINATE HIM!
SAY! WHAT'S THIS LITTLE ITEM, THOUGH..?

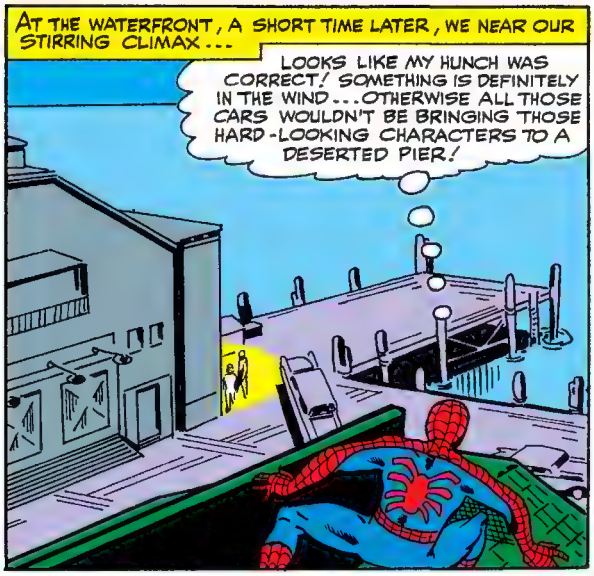

AT FIRST GLANCE, IT SEEMS INNOCENT ENOUGH ... BUT WHY WOULD ANYONE MARK OFF A SMALL SECTION OF THE WATERFRONT ON THIS CALENDAR SCENE?
I'D JUST BETTER PAY A LITTLE VISIT TO THAT AREA!

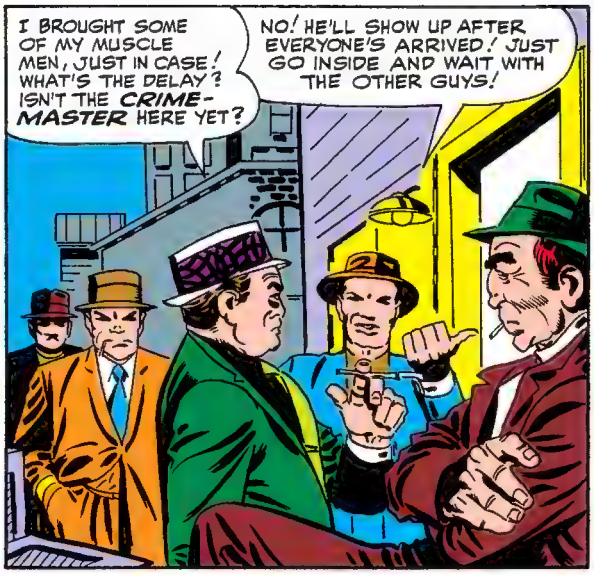
BUT, AT THAT VERY SAME TIME, LONG BEFORE SPIDEY CAN REACH THE SPOT, A SECRET MEETING OF THE UNDERWORLD'S LEADERS IS IN SESSION ...
OKAY THEN, WE'RE ALL AGREED ON WHAT TO DO!
YEAH! WE'LL SEND ONE OF US TO MEET WITH THE CRIME-MASTER AND HEAR HIS PROPOSITION!
I'LL GO! I GOT A HUNCH WE'LL BE BETTER OFF IF WE DO LET HIM LEAD US!


AND SO, MINUTES LATER, AT A PREARRANGED MEETING PLACE ...
YOU MADE A SMART MOVE, DECIDING TO THROW IN WITH ME! YOU'LL ALL BE GLAD YOU DID!
NOW GO BACK AND TELL THE OTHERS TO MEET ME AT THE WATERFRONT, AT THE DESERTED PIER IN THE WEST FORTIES!
OKAY, CRIME-MASTER! WE'LL BE THERE!


BUT NOW, JUST TO SHOW YOU THAT YOU CAN'T EVER TAKE THINGS FOR GRANTED IN OUR TALES, A NEW CHARACTER ENTERS THE SCENE ... A STOOL PIGEON KNOWN ONLY AS PATCH ...!
THE WORD IS OUT! THE MOBS ARE GONNA MEET AT THE OLD DESERTED PIER ON THE WEST SIDE!
GOOD WORK, PATCH! THIS IS THE TIP WE'VE BEEN WAITING FOR!

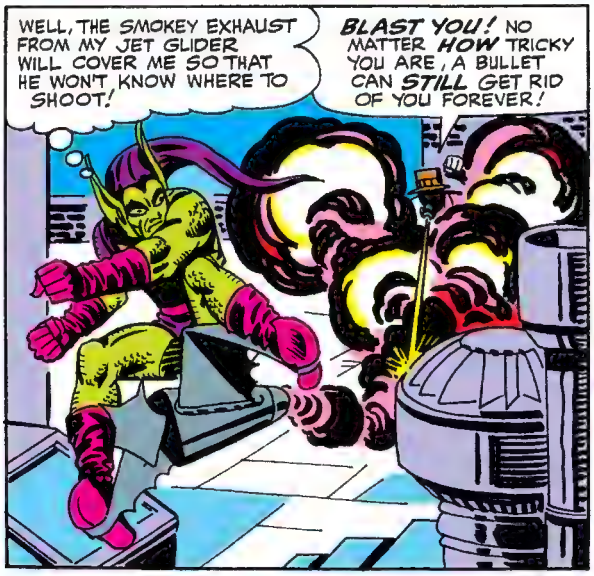
WE'VE GOT TO MOVE CAREFULLY! THERE'S NO LAW AGAINST MEN HAVING A MEETING ... NOT EVEN IF WE KNOW THEY'RE UNDERWORLD BIG SHOTS!
BUT, IF WE KEEP THEM UNDER SURVEILLANCE, AND PLAY OUR CARDS RIGHT, WE MIGHT GET ENOUGH EVIDENCE ON THEM TO PUT THEM AWAY FOR GOOD!
OKAY, YOU HAVE YOUR ORDERS! NOW TAKE OFF!

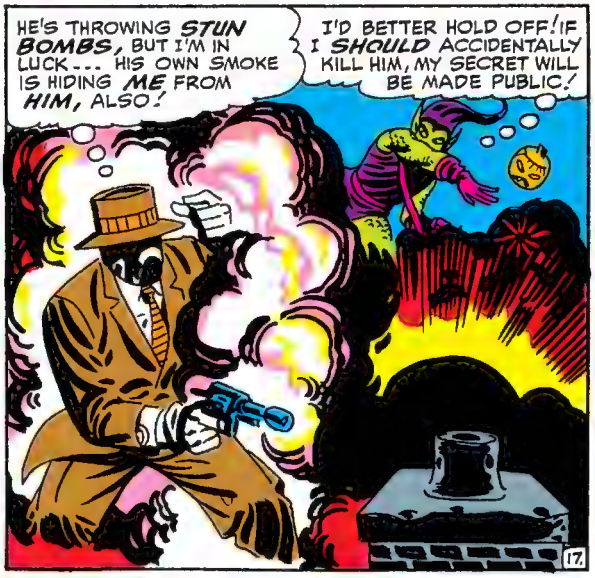

AT THE WATERFRONT, A SHORT TIME LATER, WE NEAR OUR STIRRING CLIMAX...
LOOKS LIKE MY HUNCH WAS CORRECT! SOMETHING IS DEFINITELY IN THE WIND...OTHERWISE ALL THOSE CARS WOULDN'T BE BRINGING THOSE HARD-LOOKING CHARACTERS TO A DESERTED PIER!

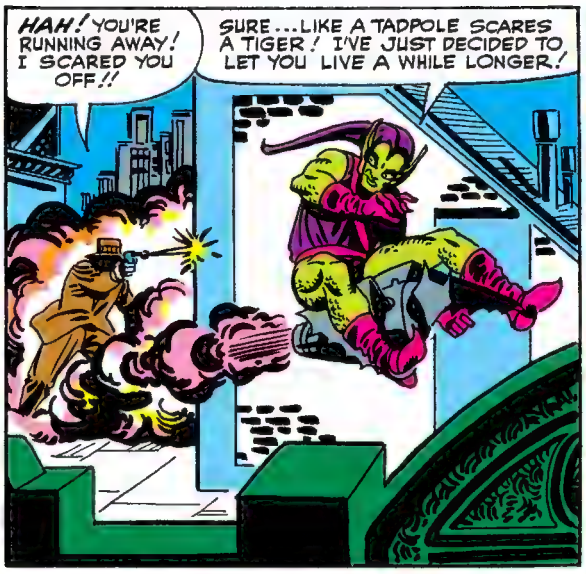

I BROUGHT SOME OF MY MUSCLE MEN, JUST IN CASE! WHAT'S THE DELAY? ISN'T THE CRIME-MASTER HERE YET?
NO! HE'LL SHOW UP AFTER EVERYONE'S ARRIVED! JUST GO INSIDE AND WAIT WITH THE OTHER GUYS!

BUT ANOTHER CONFERENCE IS SECRETLY TAKING PLACE NEARBY...
YOU'LL DO NOTHING! NOT SO LONG AS I HAVE THE PROOF OF YOUR REAL IDENTITY LOCKED IN A SAFE DEPOSIT VAULT!
YOU CAN'T DO THIS WITHOUT ME! THE WHOLE PLAN WAS ORIGINALLY MINE! IF YOU TRY TO SQUEEZE ME OUT, I'LL ...!

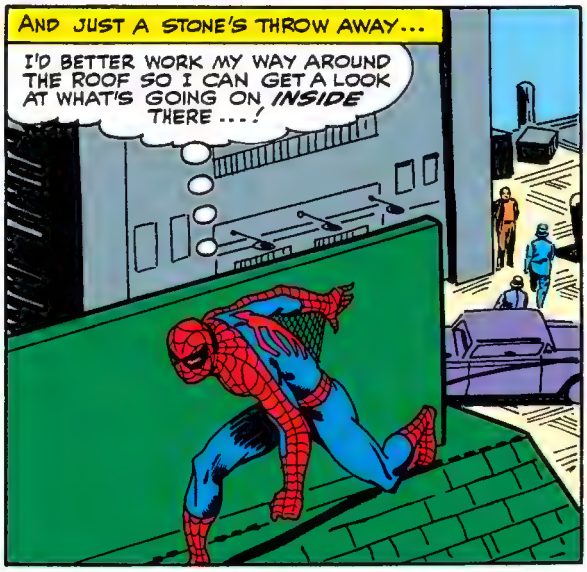
IF I'M EVER FOUND DEAD, THE POLICE WILL OPEN THAT VAULT AND LEARN WHO ... HEY! WHA...??
YOU CHEAP DOUBLE-CROSSER! THE GREEN GOBLIN DOESN'T HAVE TO RESORT TO MURDER! THERE ARE OTHER WAYS...!!
HE WAS HIDING A GUN BEHIND HIS BACK!

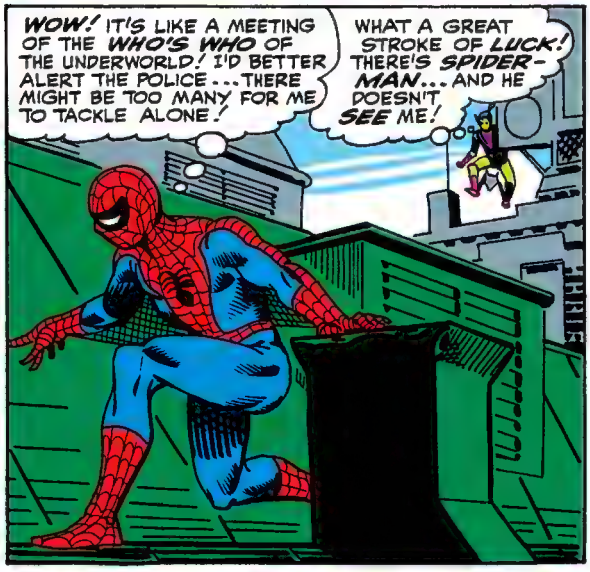

WELL, THE SMOKEY EXHAUST FROM MY JET GLIDER WILL COVER ME SO THAT HE WON'T KNOW WHERE TO SHOOT!
BLAST YOU! NO MATTER HOW TRICKY YOU ARE, A BULLET CAN STILL GET RID OF YOU FOREVER!


HE'S THROWING STUN BOMBS, BUT I'M IN LUCK... HIS OWN SMOKE IS HIDING ME FROM HIM, ALSO!
I'D BETTER HOLD OFF! IF I SHOULD ACCIDENTALLY KILL HIM, MY SECRET WILL BE MADE PUBLIC!

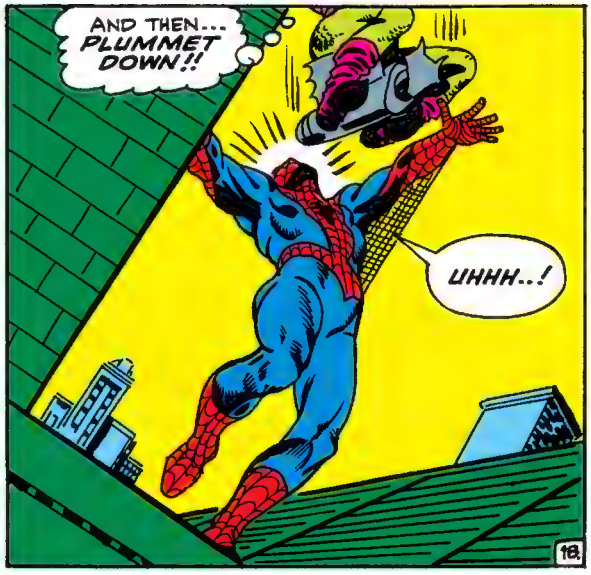

HAH! YOU'RE RUNNING AWAY! I SCARED YOU OFF!!
SURE...LIKE A TADPOLE SCARES A TIGER! I'VE JUST DECIDED TO LET YOU LIVE A WHILE LONGER!

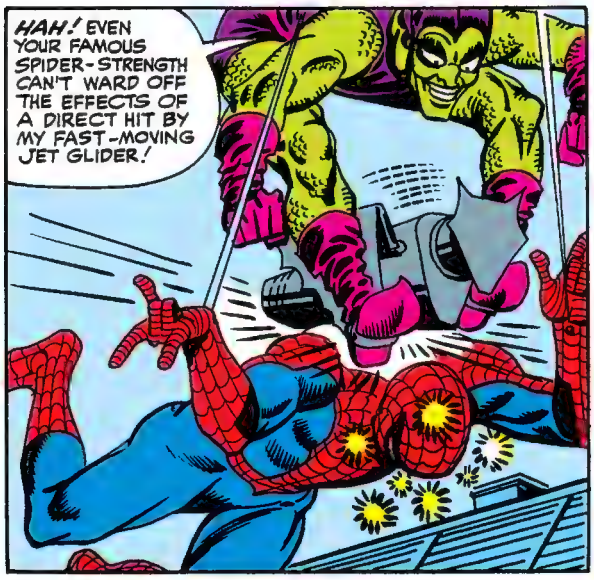
BUT YOU'LL STILL NEVER TAKE OVER THE RACKETS WITHOUT ME! THERE ARE OTHER WAYS TO STOP YOU...AND THE GOBLIN WILL USE THEM!

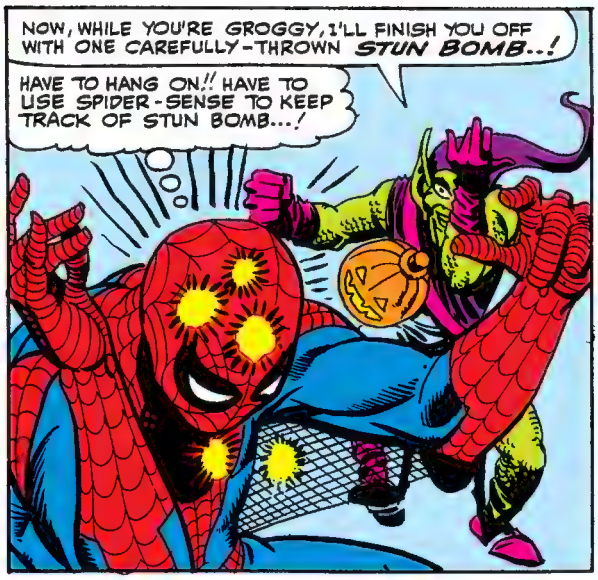

AND JUST A STONE'S THROW AWAY...
I'D BETTER WORK MY WAY AROUND THE ROOF SO I CAN GET A LOOK AT WHAT'S GOING ON INSIDE THERE...!

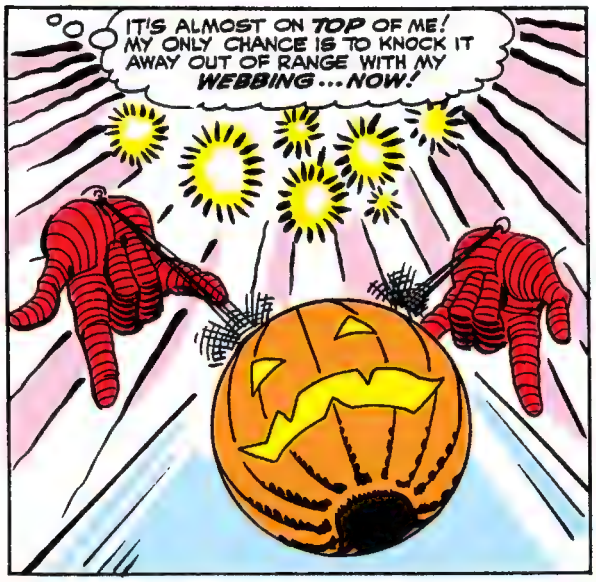

WOW! IT'S LIKE A MEETING OF THE WHO'S WHO OF THE UNDERWORLD! I'D BETTER ALERT THE POLICE...THERE MIGHT BE TOO MANY FOR ME TO TACKLE ALONE!
WHAT A GREAT STROKE OF LUCK! THERE'S SPIDER-MAN... AND HE DOESN'T SEE ME!

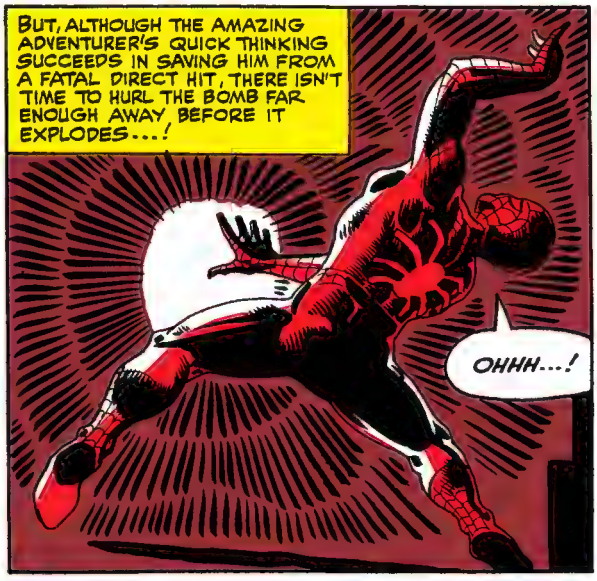
I'LL CIRCLE ALL THE WAY AROUND AND KEEP OUT OF SIGHT! I'VE GOT TO WATCH OUT FOR THAT UNCANNY SIXTH SENSE HE SEEMS TO HAVE!
NOW, ALL I'VE GOT TO DO IS JET STRAIGHT UP, OVER HIS HEAD, BEFORE HE CAN POSSIBLY DETECT ME...!


AND THEN... PLUMMET DOWN!!
UHHH..!

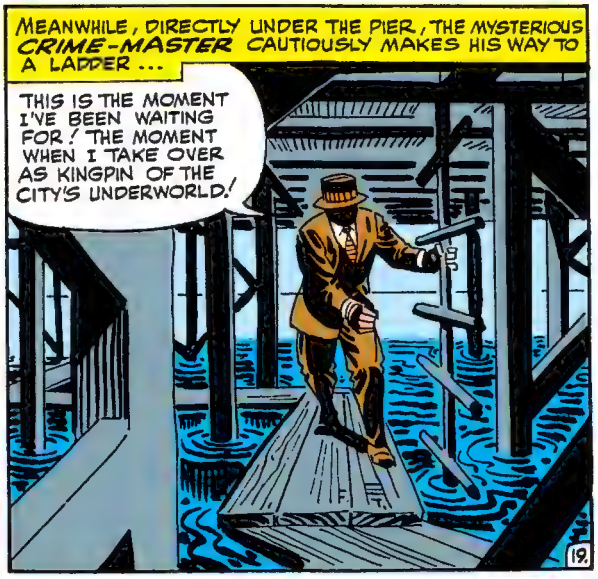

HAH! EVEN YOUR FAMOUS SPIDER-STRENGTH CAN'T WARD OFF THE EFFECTS OF A DIRECT HIT BY MY FAST-MOVING JET GLIDER!


NOW, WHILE YOU'RE GROGGY, I'LL FINISH YOU OFF WITH ONE CAREFULLY-THROWN STUN BOMB..!
HAVE TO HANG ON!! HAVE TO USE SPIDER-SENSE TO KEEP TRACK OF STUN BOMB...!


IT'S ALMOST ON TOP OF ME! MY ONLY CHANCE IS TO KNOCK IT AWAY OUT OF RANGE WITH MY WEBBING...NOW!


BUT, ALTHOUGH THE AMAZING ADVENTURER'S QUICK THINKING SUCCEEDS IN SAVING HIM FROM A FATAL DIRECT HIT, THERE ISN'T TIME TO HURL THE BOMB FAR ENOUGH AWAY BEFORE IT EXPLODES...!
OHHH...!

I'VE BEATEN HIM AT LAST! BUT, HIS HEADPIECE WON'T COME OFF! I WANT TO UNMASK HIM, BUT IT'S STUCK TOO TIGHT!
WELL, THERE'LL BE TIME FOR THAT LATER! RIGHT NOW, I'VE SOMETHING MORE IMPORTANT TO DO!


MEANWHILE, DIRECTLY UNDER THE PIER, THE MYSTERIOUS CRIME-MASTER CAUTIOUSLY MAKES HIS WAY TO A LADDER...
THIS IS THE MOMENT I'VE BEEN WAITING FOR! THE MOMENT WHEN I TAKE OVER AS KINGPIN OF THE CITY'S UNDERWORLD!

THE FIRST THING I WANT TO SAY IS ... FROM NOW ON, I'M THE BOSS! THE ONLY BOSS! AND, IF ANYONE HAS ANY OBJECTIONS, LET HIM SPEAK UP NOW!

ALL RIGHT, CRIME-MASTER! I'M SPEAKING UP! THIS IS THE GREEN GOBLIN, SAYING THAT YOU'RE ABOUT TO HAVE THE SHORTEST REIGN ON RECORD!!

LOOK! IT'S THE GOBLIN ... WITH SPIDER-MAN!

HE CAPTURED 'IM! WHAT'S GONNA HAPPEN NEXT??!

NEXT ISSUE:

THE SECRET OF FREDERICK FOSWELL WILL BE REVEALED, AS YOU THRILL TO ONE OF THE GREATEST BATTLE ROYALS OF ALL! SO, JOIN US AGAIN FOR SPIDER-MAN #27 ... AND DON'T FORGET YOUR WEBBING!

THE END.

THE SPIDER'S WEB

—Even though you think you've got the whole thing figured out, we want to warn you! Stan and Steve are a lot trickier than you think! So don't be too quick to make the obvious deduction as to who the Crime-Master really is! (Same goes for Gobby, of course.) Anyway, it'll all come out in the wash next issue, and till then, let's dip into the ol' Marvel mailsack . . .

Dear Stan and Steve,

I just heard the M.M.M.S. record. It was pretty funny But what happened to Steve Ditko?! He I especially wanted to hear! He wasn't even in the MARVEL TALES ANNUAL! First I couldn't see him and now I could not get to hear him. You know, I'm beginning to wonder about Ditko! Are you trying to hide something from us? Hm-m-m, a man who draws weird, a man who draws only unusual stories . . . fantasy like Dr. Strange . . . I wonder? Does he have two heads? Or four arms? Or three eyes? Is this why we never see him? Maybe he's from another planet and cannot speak our language well. Is this why we couldn't hear him on that record? Maybe he is a super-intelligent gorilla you found who can draw well? Maybe he is six inches tall? Is this why you have not revealed him to the world? I must say that Ditko is really becoming a mystery! Who is he?? What is he?? Anyway, in closing, I say—we want Ditko!!

Vincent C. Stuart, II, 1438 W. Euclid
Detroit, Mich. 48206

Vince, he's even a mystery to the gang in the bullpen! He *seems* to be an ordinary Joe— except for that silly habit of his of walking on the ceiling! So, you say you want him, eh? Well, as far as we're concerned, if you can find him, he's yours!

Dear Stan and Steve,

Your latest edition of SPIDER-MAN was excellent—Spider-Man is my favorite hero of all the heroes in all the comic magazines. This is due to the fact that web-head is more realistic than the rest and that he usually battles only earthling criminals. When the fans write, you should have the courtesy to answer them and not consider the letters a big joke. I know you say in the Announcement Section that you were only fooling and that you take our letters seriously, but the questions asked in the letters should and must be answered so that we, the buyers of your mags, can be informed. I hope you consider this letter for I'm sure the majority of readers agree with me.

Barry Kaiman, 115 So. 54th St.
Omaha, Nebr. 68132

Aw, c'mon Barry! If you want serious answers you can always write to your local newspaper. We take our *stories* pretty seriously, but after finishing one, we kinda like to let our hair down and have a few laughs with you guys and gals. Anyway, we don't always know the answers to the questions we receive, which is why we parry so many of them with a corny gag—it's our sneaky way of wiggling out of a tight spot!

Dear Stan and Steve,

With your kind permission may I say a few words concerning your magazines. I feel I can do this because I have been reading them for over eight years. I would like to tell you what I like and dislike about your comics. Your paper, inking and lettering are not as good as your competitors in the same line of work as yours. Your plots are very good, though, and so are some of your villains —such as Dr. Doom, Namor, Zemo, Dr. Octopus, Sandman, Electro, Mysterio, Rama-Tut, and Molecule Man. Why do you ruin a good hero or villain by introducing atomic rays and gamma rays in their origins. Why can't your teams work better together? Your best issues to date are FF #s 4, 5, 12, 16, 17, 19, 20 and 21, and SPIDER-MAN #s 2, 3, 4, 5, 9, 11, and 12. Please do not get me wrong—I never miss a single issue of any of your comics, but I still think your competitors are superior to yours. I will expect a sane and serious answer from you on this matter.

Joseph M. Pappalardo, 163 Himrod St.
Brooklyn, 21, N. Y.

Aw, c'mon, Joe! How serious can we be with a guy who thinks our competitors' mags are better? We'll bet Aunt May would say: "That dear boy doesn't need seriousness—he needs sympathy!"

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #40: If you read no other magazine all month, you must read this one! It's the thriller you've been waiting for—"The Battle of The Baxter Building!", in which the fabulous F.F. wages a no-holds-barred free-for-all against the most dangerous villain of all time—Doctor Doom! It's like WOW!

AVENGERS #17: When a mag is this good, it's almost a shame to say anything about it! This one has everything! A brand new line-up of Avengers! Captain America more heroic than ever before! And, to top it all off, the sensational theme is: "The Search For The Hulk!" How great can a comic mag get!

X-MEN #11: Another shocker from the House of Ideas! This one was specially produced in answer to many of your earnest requests, and it finally presents the end of the evil mutants! Also, wait till you meet The Stranger!

DAREDEVIL #8: For those of you who've wondered what we could possibly come up with to top our previous sensational D.D. thrillers, here's your answer—in spades! D.D. battles the most off-beat villain of the month (ANY month) when he tackles the startling, stupifying Stiltman! You'll have a ball!

THOR #117: This unforgettable epic is entitled: "Into The Blaze Of Battle!"—and you'd better hang onto your seat when you read it! It features Thor's quest for an enchanted packet—a quest which brings him face-to-face with tragedy on an Asiatic battlefield! It's drenched with glory!

STRANGE TALES #134: This month's Torch and Thing thriller features a long-awaited surprise! The title will give you the idea: "Enter—the Watcher!" As for Dr. Strange, he's up to his amulet in all kinds of magical mishaps! This ish is for you!

SUSPENSE #67: Iron Man fights six super-foes in this one and even finds time to bring Happy back to the fold! As for Captain America, he's out to destroy his own nation, under the hypnotic control of the Red Skull! If there's a more exciting mag around, we'll eat it!

ASTONISH #69: Giant-Man finally catches up with the Human Top, and their battle is a joy to behold! As for the incredible Hulk, it's so full of strange surprises that the only thing we'll tell now is that ol' green skin is winning every popularity poll in town hands down!

SGT. FURY #19: Those of you who were shaken up by the death of Pamela Hawley last ish, (and that includes 'most everybody) won't want to miss "An Eye For An Eye" in which Nick Fury meets up with the man responsible for Pam's death! It's stark, gripping drama as only Marvel can present it!

Dear Stan and Steve,

As soon as I bought issue #22 I just had to write you

about the cover even before reading the story. I've been reading mags since I was only six—now I'm eighteen and never have I seen a mag without the hero on the cover. The way you had the Clown and his Masters of Menace shrieking in fear upon seeing the spider signal in that weird background was "A plus" in originality. You see, Spider-Man is totally different than any other super-hero —he is the type of super-hero that appears better in gloomy, nightmarish surroundings. All your covers dealing with white backgrounds just cheapen the cover and even ruin the story inside. Keep up the good work like #22. (Doc Doom should invent a wide-awake pill so Stan can work on more super-hero mags. 'Nuff said!)

Richard O'Baid, 106 E. 2nd St.
Brooklyn 18, N. Y.

Stan's got enough wake-up pills, Dick. The only trouble is, he's so busy writing that he hasn't time to take them!

—By the way, don't forget to let us know what you think of our new M.M.M.S. page! We plan to keep it running in every issue, with a new surprise of some sort each month! (And the biggest surprise of all will be if we can keep coming up with a different gimmick every ish!) Anyway, if you haven't become a Merry Marcher yet you might as well break down and do it now. We don't want you to get a guilt complex every time you read our club page!

Dear Stan and Steve,

I was just looking at SPIDER-MAN #22 and I notice that Peter Parker was wearing a blue suit. Now don't get me wrong—I'm a marvelous Marvel madman just like the next guy and I don't like to knock your mags. But I just looked back at some Spidey comics like issues #1 through #22 and it seems that in every one of them Petey is wearing a blue suit!! I don't mean to cramp your style, but I think Parker should have at least one or two new suits! Two more things—the tie and the vest —they look good but I don't know anyone who would wear a tie and vest everywhere they go, do you??!!

Steve Keyes, 3077 Donnybrook Lane
Costa Mesa, Calif.

Boy! As if we didn't have enough trouble with our covers, or stories, and the way Steverino draws feet! Now some fanatic takes umbrage at poor Petey's clothes! Tell you what, S.K., we'll forward your letter to the fashion editor at MILLIE THE MODEL mag and see what *she* says! And another thing—Pete *does* have new suits! Can we help it if he only buys *blue* ones?

—SCOOP: SPIDER-MAN ANNUAL #2 will be on sale sometime in July! More info next ish! But, this much we can tell you—it's gonna be worth waiting for!

Dear Stan and Steve,

I just finished SPIDER-MAN #22 and I have to admit that the so-called "Masters of Menace" were the weakest and most unimpressive group that Spidey has ever fought. The Clown was dull and very uncrafty, as the first page says. All he did was occupy the crowd to divert their attention. The Great Gambonnos were fairly interesting, but they, too, were rather unoriginal. (They did, though, handle Spidey quite skillfully on page 12.) Cannonball was not too good because his name implies that he would be shot from a cannon as he was in issue #16. In the new issue he would have been an utter flop if not for his simple steel helmet which enabled him to do things like smash down the gallery door and knock out J.J.J. As for Princess Python, all I can say is that she is the most useless, charmless super-villain that I have ever seen in a Marvel comic. All she did was to grab Spidey and hold him briefly. Her pet python did all the other work. Though I must admit that the battle between Spidey and the giant snake was excellent in art. Ringmaster was the most original character in the whole story. I don't think the Masters of Menace should have thrown him out because the group would be much better if he were in it. The sixth panel on page 5 was the most hilarious thing I have seen. Doubtlessly, the unknown person who thinks he can't draw feet is Sparklin' Steve who, incidentally, has always been able to draw feet and hands excellently and should not worry about it. You two are the most capable men in magazine history—don't let this one mistake get you down. Keep up the good work—and get that cool Green Goblin back soon, please!

Ty Bizony, 370 W. 109 St.
New York, N. Y. 10025

Glad you mellowed a bit towards the end of your letter, Ty! After what you said about the Masters of Menace, Stan was about to chuck the whole thing and go back to writing Mother Goose!

Dear Stan and Steve,

You may think this is a crazy suggestion but it's really just stupid enough to work! For the past three years you've been kidding your "teen-age" mags and kiddingly saying that PATSY WALKER and MILLIE THE MODEL are the only places you won't find Spidey as a guest star. Well, why make those gals an exception? In this crazy Marvel Age of Comics I can think of nothing wilder than the Torch and Spidey mixing it up with Patsy or Millie! If you don't pull a story like this you're even more insane than I am for suggesting it! See what the other readers think!

Steve Gerber, 1014 Roberts Ct.
St. Louis 30, Mo.

Never mind what the other readers think, Steve! How would we ever sell the idea to Patsy or Millie?

Dear Stan and Steve,

SPIDER-MAN #23 which I bought today is another mildly great issue. Spider-Man has made famous the "ending in doubt" in recent years—practically all issues of Spidey have it and it has become the expected. How about giving Spidey some definite endings? Don't keep us hanging quite so often—I can't stand the suspense! Ditko's art, as usual, is best at Marvel. Greater uses of the darker colors are in order as they give the stories an aura of mystery. I also purchased issue #3 of MONSTERS TO LAUGH WITH—great, as can be expected from Stan Lee. I have the perfect "steady" for Petey—the Black Widow!

Steven Johnson, 681 Maple St.
Indiana, Pa.

You're too late, brother Johnson —Rumor hath it that she's carrying the torch for Jonah Jameson!

Dear Stan and Steve,

I really enjoyed SPIDER-MAN #22—"The Clown and his Masters of Menace"—and found it refreshing to see, as a change, an ending where Spidey comes out on top. I agree that you've worn thin the "hard time for Spider-Man" idea. Although, he is my favorite comic character, I've been getting tired of this theme. Well, at any rate, I just thought I'd tell you how entertaining I found #22 to be. I'll be looking for #23 and will be hoping that Spider-Man will win out again.

Dave Szurek, 6328 Perkins St.
Detroit, Mich. 48210

Uh oh! With an attitude like yours, after you read the ending of *this* ish, we'd better run for the hills!

Dear Stan and Steve,

Well, I'm a nut! I got all that beautiful M.M.M.S. stuff. What I like best of all is your clowning around on that record. The stickers are all right, too, and very sticky. I still didn't get my tongue off the roof of my mouth! Boy, do I have them plastered all over the place! As for the badge, it's o.k. except that the kids keep trying to take it from me! I sure hope you come up with another idea on the club very soon. Also, your comics are okay in my book, too!!

Clarence Spicer, R.D. #2
Howard, Pa.

Okay?? After all the blood, sweat, and tears that go into each ish, you can only call them okay? A fine Merry Marcher *you* are, Clar! Let's show a little more enthusiasm, chum, or Spidey may drum you out of the corps!

—This is one time we don't have to put in a big pitch for our next ish! If you don't know by now that it's gonna be a big, special exposé issue, we probably lost you a long time ago! But, for the one or two of you who do plan to join us for SPIDER-MAN #27, we want to say that there's a reasonably good chance that you'll derive a modicum of enjoyment from our offbeat odyssey! In other words, face front! If Irving Forbush can be here, so can you!

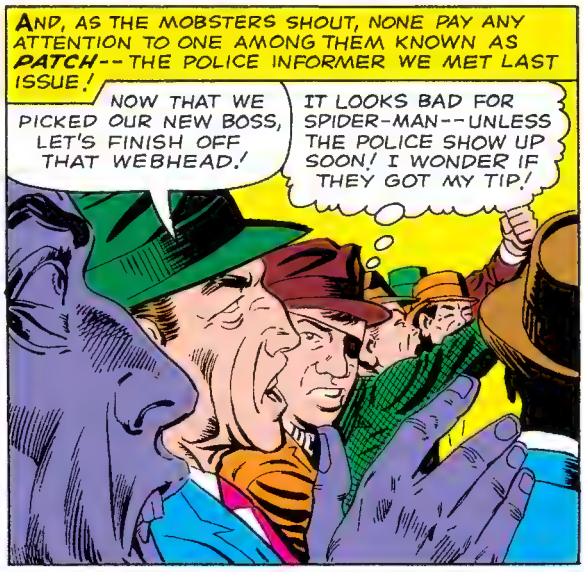
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
IND.
27 AUG
"BRING BACK MY GOBLIN TO ME!"

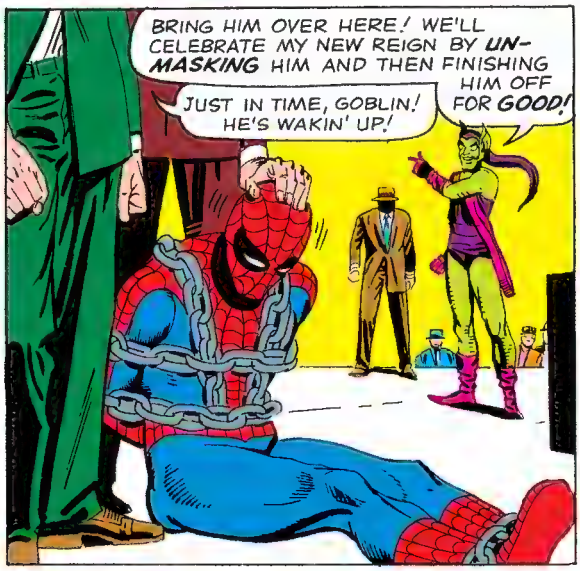
SPIDER-MAN
"BRING BACK MY GOBLIN TO ME!"
JUST AS THE MYSTERIOUS CRIME-MASTER PREPARES TO TAKE COMMAND OVER THE CITY'S GANGS, A STARTLING INTERRUPTION TAKES PLACE, AS THE GLOATING GREEN GOBLIN BRINGS IN AN UNCONSCIOUS PRISONER!
HOW'S THAT FOR A ONE-SENTENCE RESUMÉ OF LAST MONTH'S 20-PAGE THRILLER??
I WARNED YOU THAT I'D NEVER LET ANYONE ELSE TAKE OVER AS GANGLORD OF THE CITY! EVEN THE CRIME-MASTER SHALL SERVE THE GREEN GOBLIN!
THE GOBLIN!! WITH SPIDER-MAN-- STILL ALIVE! BUT-- I THOUGHT I HAD KILLED HIM!
SOME OF YOU MEN, GET UP HERE! I CAUGHT SPIDER-MAN --NOW SEE IF YOU CAN HOLD HIM!
EDITED AND WRITTEN BY SMILIN' STAN LEE
PLOTTED AND DRAWN BY SCOWLIN' STEVE DITKO
LETTERED AND GIFT-WRAPPED BY SWINGIN' ARTIE SIMEK
IF YOU DIG AN ACTION-PACKED OLD-FASHIONED COPS 'N ROBBERS MYSTERY YARN, THIS ONE IS FOR YOU! BUT, EVEN IF YOU DON'T LIKE THIS KIND OF STORY, READ IT ANYWAY! IT MAY JUST CHANGE YOUR MIND!
1

IMAGINE THE GOBLIN BEATIN' SPIDER-MAN! HEY, WHAT GIVES? THIS BLASTED MASK WON'T COME OFF!
FORGET IT! WE'LL WORRY ABOUT THAT LATER! FIRST, GET 'IM CHAINED UP BEFORE HE COMES TO!

TOO BAD, MY DOUBLE-CROSSING FRIEND! THIS WILL KNOCK YOUR PLANS TO GET CONTROL OF THE MOBS INTO A COCKED HAT!
DON'T BET ON IT, GOBLIN! I'M NOT LICKED YET!

OH NO? TELL HIM HOW WRONG HE IS, MY NEW UNDERLINGS!
WE'RE TAKIN' ORDERS FROM THE GOBLIN, AN' NO ONE ELSE!
ANYONE WHO CAN CAPTURE SPIDER-MAN CAN BOSS ME AROUND ANY DAY!
GET LOST, MASKED MAN! YOU'RE A HAS BEEN AROUND HERE!

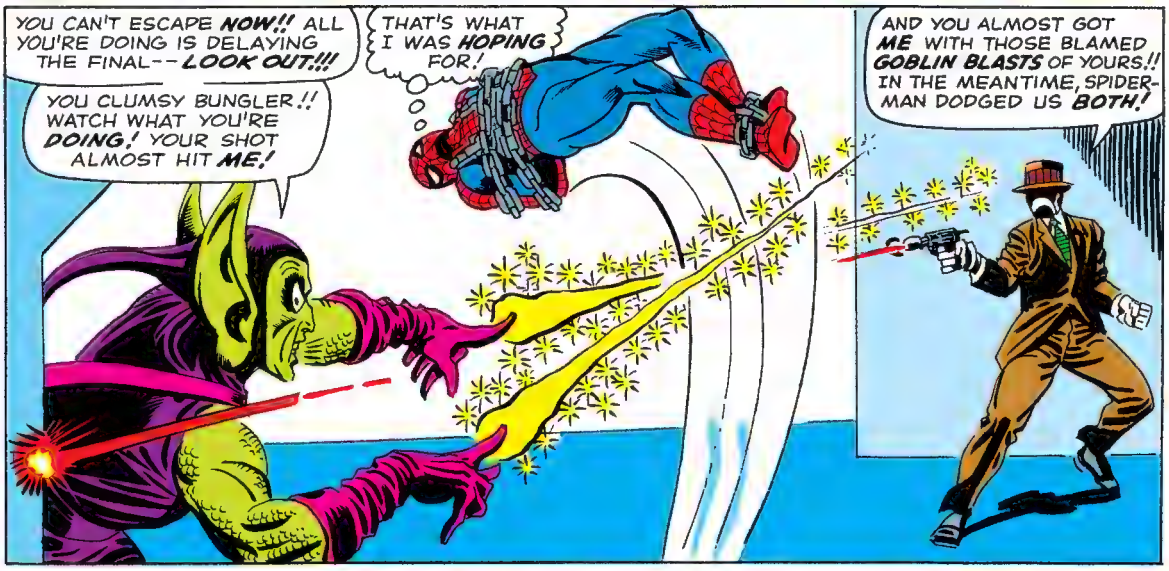

AND, AS THE MOBSTERS SHOUT, NONE PAY ANY ATTENTION TO ONE AMONG THEM KNOWN AS PATCH--THE POLICE INFORMER WE MET LAST ISSUE!
NOW THAT WE PICKED OUR NEW BOSS, LET'S FINISH OFF THAT WEBHEAD!
IT LOOKS BAD FOR SPIDER-MAN--UNLESS THE POLICE SHOW UP SOON! I WONDER IF THEY GOT MY TIP!


BRING HIM OVER HERE! WE'LL CELEBRATE MY NEW REIGN BY UN-MASKING HIM AND THEN FINISHING HIM OFF FOR GOOD!
JUST IN TIME, GOBLIN! HE'S WAKIN' UP!

BUT, WE GOT NOTHIN' TO WORRY ABOUT LONG AS HE'S CHAINED GOOD 'N TIGHT!
THE GAS WHICH KNOCKED ME OUT IS FINALLY WEARING OFF! BUT, FROM THE LOOKS OF THINGS AROUND HERE, I WAS BETTER OFF ASLEEP!

NEVER FORGET WHO IT WAS THAT DELIVERED A BEATEN SPIDER-MAN TO YOU, BOYS! AND NOW, LET'S GET HIS MASK OFF!
STOP SQUIRMIN', PUNK! YOU'RE BEAT, AND YOU KNOW IT!
WATCH IT, BLACKIE! HE'S BRACING HIMSELF --!

-OOOF!- YOU FOOLS! CAN'T YOU EVEN HOLD ONTO A MAN IN CHAINS??
AW, DON'T BE TOO ROUGH ON THEM, GOBBY! EVEN CHAINS CAN'T TAKE AWAY MY EVER-LOVIN' SPIDER STRENGTH!
WHAK!


YOU CAN'T ESCAPE NOW!! ALL YOU'RE DOING IS DELAYING THE FINAL--LOOK OUT!!!
THAT'S WHAT I WAS HOPING FOR!
YOU CLUMSY BUNGLER!! WATCH WHAT YOU'RE DOING! YOUR SHOT ALMOST HIT ME!
AND YOU ALMOST GOT ME WITH THOSE BLAMED GOBLIN BLASTS OF YOURS!! IN THE MEANTIME, SPIDER-MAN DODGED US BOTH!

THERE ARE TOO MANY OF THEM! THEY'LL GET ME SOONER OR LATER, UNLESS I GET LUCKY!

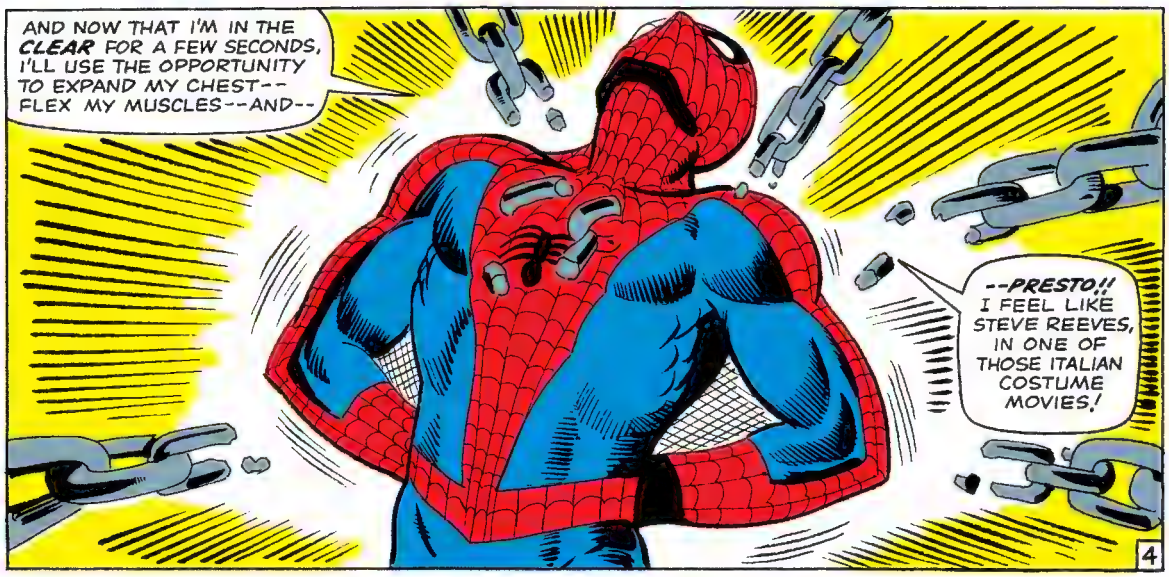
AND THE WAY MY LUCK'S BEEN RUNNING LATELY, SOMEONE WOULD THINK I SPEND ALL MY TIME WALKIN' UNDER LADDERS AND BREAKING MIRRORS!!
I FEEL SOME SLACK IN THE CHAINS! WITH MY SPIDER STRENGTH, I MIGHT BE ABLE TO SNAP THEM--BUT THEY'RE NOT GIVING ME A CHANCE!

DON'T YOU BOYS EVER TAKE FIVE FOR A COFFEE BREAK, OR ANYTHING?
WE'RE HITTIN' HIM WITH EVERYTHING WE GOT, AND HE KEEPS JAWIN' AT US!!
IT'S DOWNRIGHT HUMILIATIN'!!

BUT THEN, THE STROKE OF LUCK SPIDEY HAD HOPED FOR, BUT HADN'T DARED TO EXPECT, ACTUALLY HAPPENS! THREE OF THE POLICE OFFICERS WHO HAD BEEN STATIONED OUTSIDE, HEARING THE SOUNDS OF BATTLE, COME CHARGING IN...!
STAY WHERE YOU ARE! YOU'RE ALL UNDER ARREST!
ARE YOU GUYS KIDDIN'?? THERE'S ONLY THREE OF YA!
WE'RE ENOUGH-- FOR THE LIKES OF YOU!

THERE'S DOZENS OF 'EM, SAM! ALL AROUND US! WE CAN'T EVEN MAKE IT BACK TO THE CALL BOX!
KEEP FIGHTING! THEY CAN'T USE THEIR GUNS AT SUCH CLOSE QUARTERS! WE'LL GET THE UPPER HAND SOMEHOW!

AND, THAT BRIEF INTERRUPTION BY THE THREE BRAVE OFFICERS IS ALL THE DIVERSION SPIDEY NEEDS--!
HEY! COME BACK, YOU GUYS!! WE CAN'T HOLD SPIDER-MAN BY OURSELVES!
LOOK OUT! HE'S SHAKIN' US OFF HIM LIKE FLEAS!
A VERY APT DESCRIPTION, PLAYMATE!


AND NOW THAT I'M IN THE CLEAR FOR A FEW SECONDS, I'LL USE THE OPPORTUNITY TO EXPAND MY CHEST-- FLEX MY MUSCLES--AND--
--PRESTO!! I FEEL LIKE STEVE REEVES, IN ONE OF THOSE ITALIAN COSTUME MOVIES!

BLAST IT! IF I EVER FIND OUT WHO TIPPED OFF THE COPS--!!
UH OH! SPIDER-MAN'S FREE AGAIN! HE'S FULLY RECOVERED --DODGED MY GOBLIN BOMB! I'LL LOSE MYSELF IN THE CROWD FOR A WHILE!

YEEEOOOPS! I WAS GONNA GO AFTER THE GOBLIN, BUT I'D BETTER NOT!
THE CRIME-MASTER'S STILL GUNNING FOR ME! HE MUST FIGURE THIS IS HIS CHANCE TO GRAB CONTROL OF THE MOBS AGAIN!
KRAK!

THOSE OFFICERS ARE PUTTING UP A GREAT FIGHT AGAINST THE HOODS DOWN THERE!
BUT THEY CAN STILL USE SOME HELP!

AND THEY'RE GONNA GET IT, AS SOON AS I SET UP MY AUTOMATIC CAMERA! I MIGHT AS WELL MAKE THIS LITTLE SESSION PAY OFF FOR ME!

AND NOW-- READY OR NOT, HERE I COME!

HEADS UP, PLAYMATES! MIND IF I CRASH YOUR LITTLE PARTY?
I'M JUST IN TIME! THEIR BACKS ARE AGAINST THE WALL!

IS THIS A PRIVATE FIGHT, OR CAN YOUR FRIENDLY, NEIGHBORBOOD SPIDER-MAN JOIN THE FUN?

HOLD IT, YOU THREE!! YOU'LL HAVE TO WAIT YOUR TURN!
YOU KNOW THE RULES! IF YOU TRY TO STRIKE FROM BEHIND, YOU EACH GET TWO DEMERITS!
HEY! WHAT THE--?
MY FEET ARE STUCK!
CAN'T MOVE!
WHAP!

HOW ABOUT THAT?!! WE'VE GOT SPIDER-MAN HELPING US OUT!!
YOU DON'T HEAR ME COMPLAININ', DAVE!
HOW DID IT HAPPEN?? ONE MINUTE, EVERYTHIN' WAS GREAT--THEN, ZOWIE! THE ROOF FALLS IN!
THOK

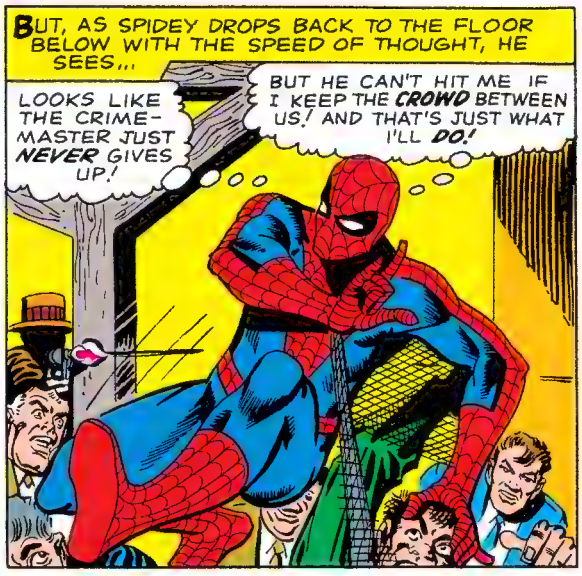
NICE GOING, BOYS! BUT LEAVE SOME OF 'EM FOR ME, HUH?
ALTHOUGH I KINDA HATE TO TAKE SLOPPY SECONDS!
WHAM!
BOK!

DRAT IT! MY WEBBING'S COMING LOOSE! MY COSTUME'S STARTING TO SLIP!

BUT, I CAN'T STOP TO FIX IT NOW! PLAY-TIME ISN'T OVER YET!

SORRY, BOYS! I'LL HAVE TO CUT THIS SHORT NOW! BUT IT'S BEEN FUN WALTZING AROUND WITH YOU!

THE GOBLIN! I WONDERED WHERE YOU WERE!!
HE'S TOO DANGEROUS!! I WAS BETTER OFF DOWN BELOW!
ZITT!

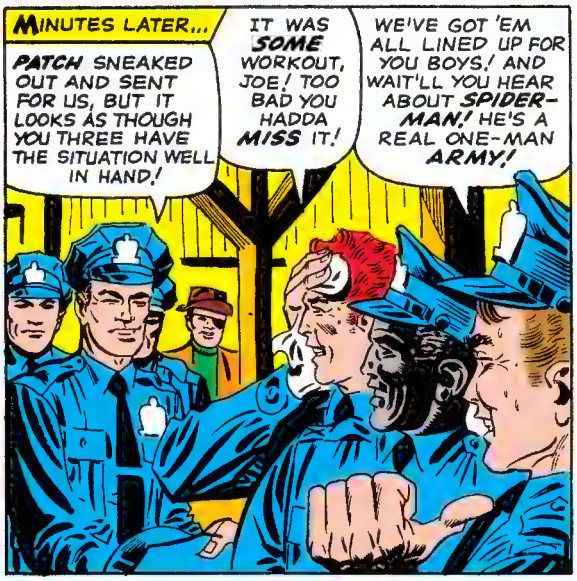

BUT, AS SPIDEY DROPS BACK TO THE FLOOR BELOW WITH THE SPEED OF THOUGHT, HE SEES...
LOOKS LIKE THE CRIME-MASTER JUST NEVER GIVES UP!
BUT HE CAN'T HIT ME IF I KEEP THE CROWD BETWEEN US! AND THAT'S JUST WHAT I'LL DO!

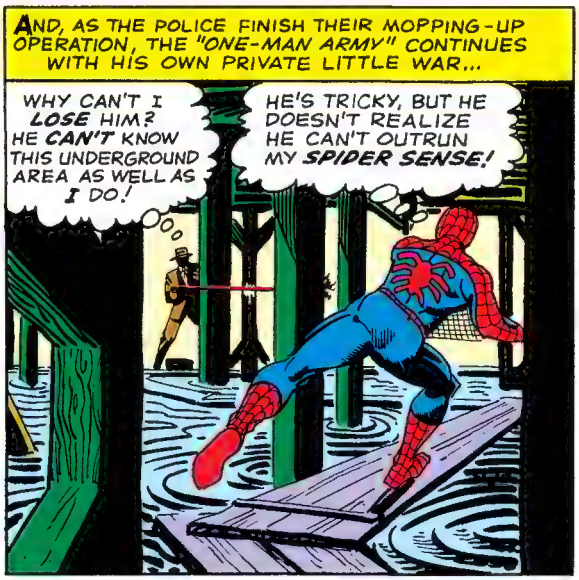
THEN, A FEW BRIEF MINUTES LATER...
WE GIVE UP! WE HAD IT! WE CAN'T FIGHT YOU COPS AND SPIDER-MAN!
NATURALLY, YOU PUNK! YOU ONLY OUTNUMBERED US TEN-TO-ONE!

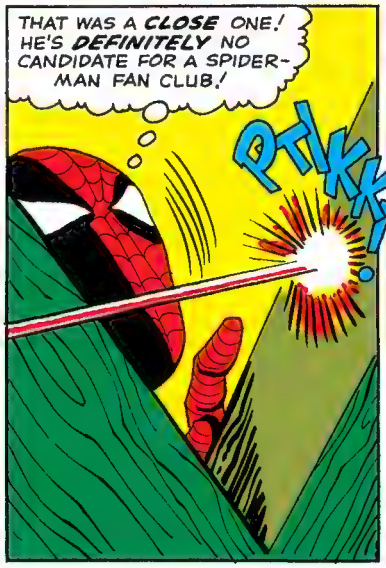
EVERY GOOD GENERAL KNOWS WHEN THE TIME COMES TO RETREAT!
AND NOT A SECOND TOO SOON!! HE ALMOST SNARED ME WITH THAT STICKY WEBBING OF HIS!
THWIP!

I CAN'T HOPE TO CATCH THE GOBLIN'S JET FLYER--!
BUT ANY SELF-RESPECTING SPIDER-MAN OUGHT TO BE ABLE TO COLLAR THE CRIME-MASTER!

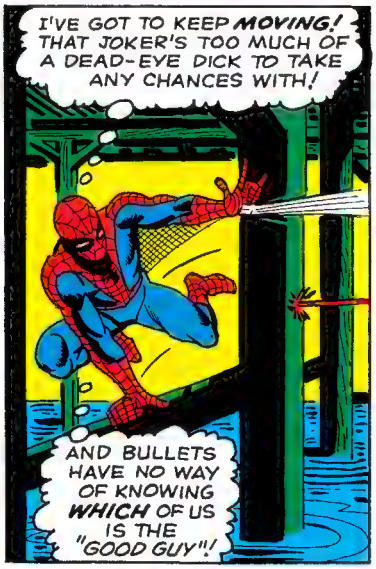
I WAS DOUBLE-CROSSED BY THE GOBLIN-- BY MY OWN MOBS-- AND NOW, EVEN SPIDER-MAN IS AFTER ME!
BUT, I KNOW THIS WATER-FRONT AREA BETTER THAN ANYONE! IF I CAN KEEP HIM AT BAY FOR ANOTHER FEW MINUTES, I MAY YET ESCAPE!
CRACK


MINUTES LATER...
PATCH SNEAKED OUT AND SENT FOR US, BUT IT LOOKS AS THOUGH YOU THREE HAVE THE SITUATION WELL IN HAND!
IT WAS SOME WORKOUT, JOE! TOO BAD YOU HADDA MISS IT!
WE'VE GOT 'EM ALL LINED UP FOR YOU BOYS! AND WAIT'LL YOU HEAR ABOUT SPIDER-MAN! HE'S A REAL ONE-MAN ARMY!

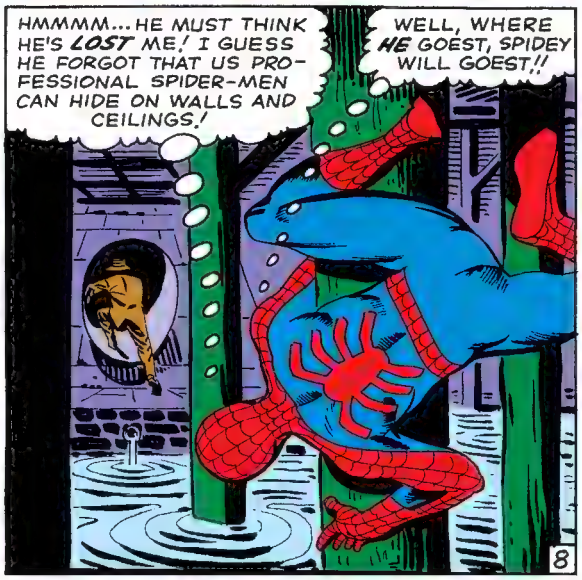

AND, AS THE POLICE FINISH THEIR MOPPING-UP OPERATION, THE "ONE-MAN ARMY" CONTINUES WITH HIS OWN PRIVATE LITTLE WAR...
WHY CAN'T I LOSE HIM? HE CAN'T KNOW THIS UNDERGROUND AREA AS WELL AS I DO!
HE'S TRICKY, BUT HE DOESN'T REALIZE HE CAN'T OUTRUN MY SPIDER SENSE!


THAT WAS A CLOSE ONE! HE'S DEFINITELY NO CANDIDATE FOR A SPIDER-MAN FAN CLUB!
PTKK

EVERY TIME HE GETS WITHIN PISTOL RANGE, THAT BLASTED WEBBING OF HIS SHOOTS OUT AND SPOILS MY AIM! BUT I'LL GET HIM YET!


I'VE GOT TO KEEP MOVING! THAT JOKER'S TOO MUCH OF A DEAD-EYE DICK TO TAKE ANY CHANCES WITH!
AND BULLETS HAVE NO WAY OF KNOWING WHICH OF US IS THE "GOOD GUY"!

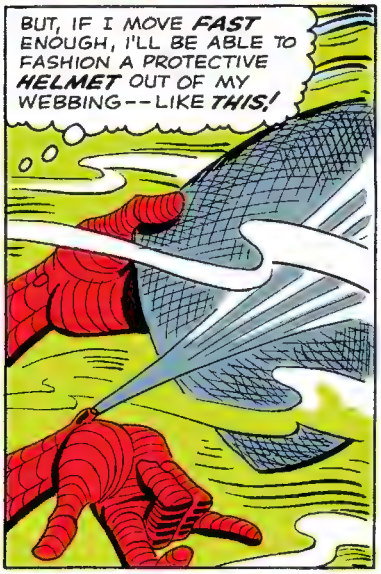
HE'S NOT FOLLOWING! GOOD! I MUST HAVE GIVEN HIM THE SLIP!
ONCE I GO THRU THE PIPE OVER THERE, HE'LL NEVER FIND ME AGAIN! AND IF HE DOES-- IT'LL BE HIS BAD LUCK!


HMMMM... HE MUST THINK HE'S LOST ME! I GUESS HE FORGOT THAT US PROFESSIONAL SPIDER-MEN CAN HIDE ON WALLS AND CEILINGS!
WELL, WHERE HE GOEST, SPIDEY WILL GOEST!!

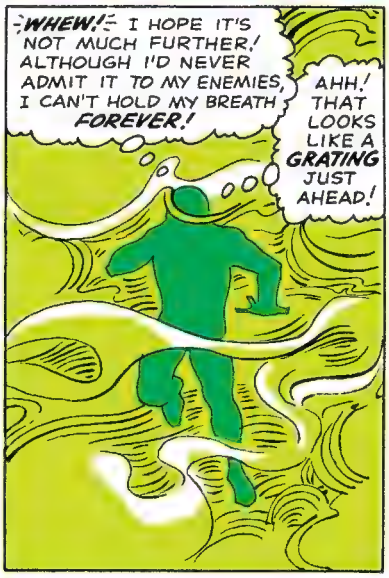
I'M ALMOST THRU, BUT I'D BETTER PLAY IT SAFE, JUST IN CASE HE IS FOLLOWING SOMEWHERE BEHIND ME!

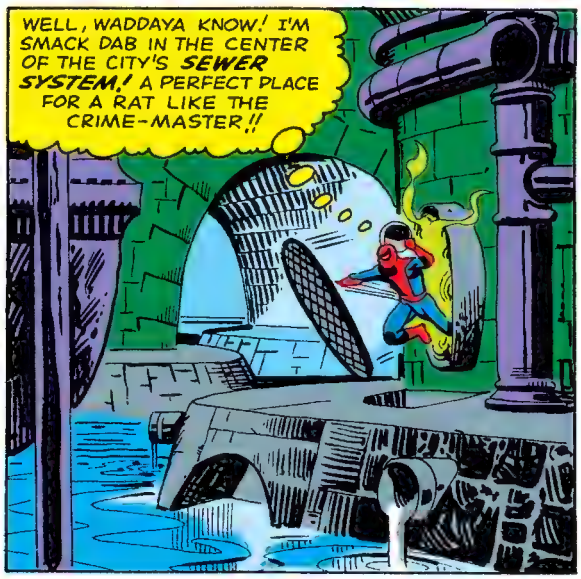
EVEN IF HE IS HIDDEN BEYOND THE CURVE OF THE PIPE, THIS NERVE GAS WILL FIND HIM AND RID ME OF HIM FOREVER!
JUST AS IT'LL DO TO THE GOBLIN WHEN NEXT WE MEET!

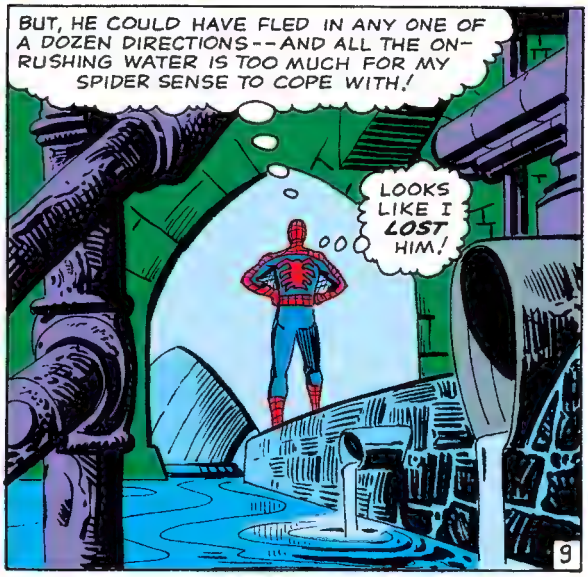
AND, A SHORT DISTANCE BEHIND...
UH OH! GAS FUMES! LOOKS LIKE I UNDER-ESTIMATED THAT MASKED MURDERER!

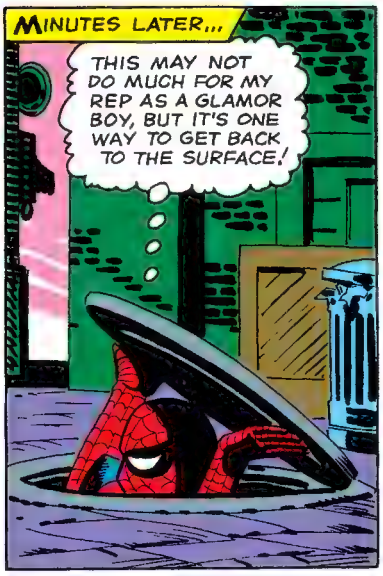

BUT, IF I MOVE FAST ENOUGH, I'LL BE ABLE TO FASHION A PROTECTIVE HELMET OUT OF MY WEBBING--LIKE THIS!

IT MAY NOT WIN FIRST PRIZE AT A FASHION SHOW, BUT IF I HOLD MY BREATH, IT'LL HELP ME TO MAKE IT THRU THE GAS!

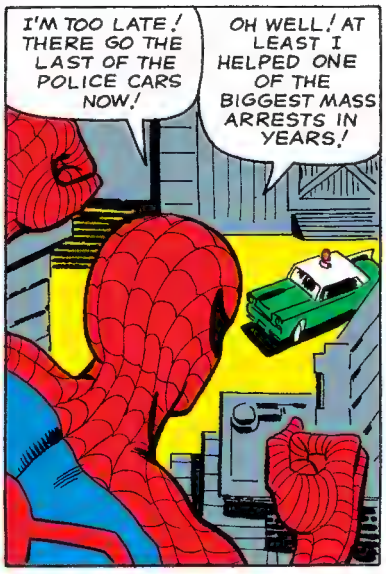

WHEW! I HOPE IT'S NOT MUCH FURTHER! ALTHOUGH I'D NEVER ADMIT IT TO MY ENEMIES, I CAN'T HOLD MY BREATH FOREVER!
AHH! THAT LOOKS LIKE A GRATING JUST AHEAD!

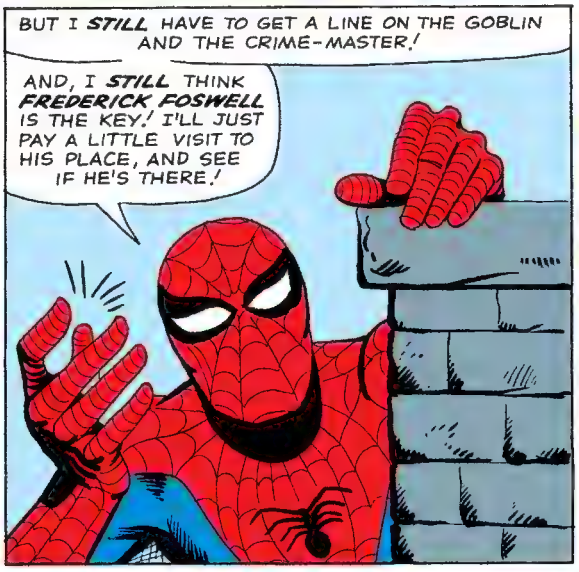

WELL, WADDAYA KNOW! I'M SMACK DAB IN THE CENTER OF THE CITY'S SEWER SYSTEM! A PERFECT PLACE FOR A RAT LIKE THE CRIME-MASTER!!


BUT, HE COULD HAVE FLED IN ANY ONE OF A DOZEN DIRECTIONS--AND ALL THE ON-RUSHING WATER IS TOO MUCH FOR MY SPIDER SENSE TO COPE WITH!
LOOKS LIKE I LOST HIM!


MINUTES LATER...
THIS MAY NOT DO MUCH FOR MY REP AS A GLAMOR BOY, BUT IT'S ONE WAY TO GET BACK TO THE SURFACE!

I'LL JUST DASH BACK TO THE PIER AND SEE IF ANYTHING HAPPENED SINCE I LEFT! PERHAPS I CAN LEARN MORE ABOUT THE CRIME-MASTER THERE!


I'M TOO LATE! THERE GO THE LAST OF THE POLICE CARS NOW!
OH WELL! AT LEAST I HELPED ONE OF THE BIGGEST MASS ARRESTS IN YEARS!


BUT I STILL HAVE TO GET A LINE ON THE GOBLIN AND THE CRIME-MASTER!
AND, I STILL THINK FREDERICK FOSWELL IS THE KEY! I'LL JUST PAY A LITTLE VISIT TO HIS PLACE, AND SEE IF HE'S THERE!

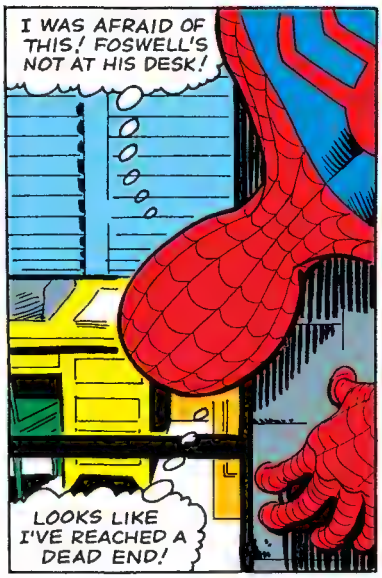
EVERY TRAIL I'VE FOLLOWED--EVERY CLUE--EVERY LEAD --ALL SEEM TO POINT TO FOSWELL!
I'M CONVINCED HE'S MIXED UP IN ALL THIS SOMEHOW!

HIS APARTMENT'S DESERTED! BUT, HE WAS HERE BEFORE ME! HIS HAT WAS ON THE FLOOR LAST TIME*--AND NOW IT'S GONE!
HE MUST HAVE COME HERE, CHANGED, AND GONE RIGHT OUT AGAIN!
* AS WE SAW IN ISSUE #26, REMEMBER?-STAN.

AND HERE'S MY SPIDER-PIN TRACING GIZMO! I DROPPED IT WHEN I WAS SHOT AT--SO, NOW I CAN'T TRACK HIM DOWN!
WELL, WHILE I'M HERE, I MIGHT AS WELL LOOK AROUND--!

THEN, AFTER AN INTENSIVE SEARCH...
HMMM... A CLOSET WITH A FALSE COMPARTMENT! IT'S EMPTY NOW, BUT IT'S A PERFECT PLACE TO HIDE A GOBLIN COSTUME, OR A CRIME-MASTER MASK!
HE'S GOT TO BE ONE OF THEM!

BUT, AS SPIDEY LEAVES AGAIN...
I'LL RUSH TO JONAH'S OFFICE! MAYBE I'LL FIND FOSWELL THERE!
BAH! ANOTHER SECOND AND I'D HAVE HAD HIM!


I WAS AFRAID OF THIS! FOSWELL'S NOT AT HIS DESK!
LOOKS LIKE I'VE REACHED A DEAD END!

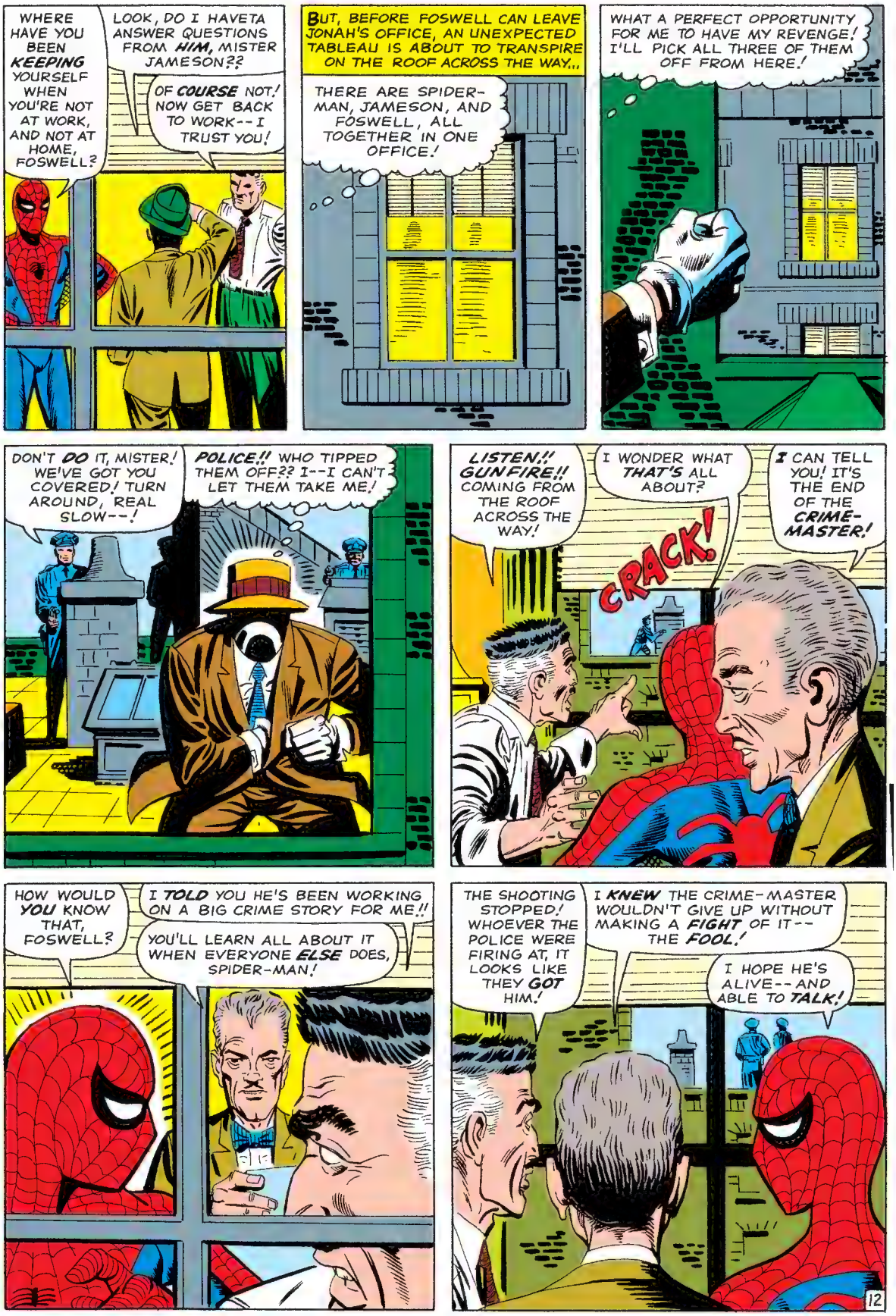
WELL, EVEN IF HE ISN'T THE MAN I'D MOST LIKE TO BE STRANDED ON A DESERT ISLE WITH, I THINK I'LL WARN JONAH ABOUT FOSWELL!
ANOTHER CRIME SPREE BY FOSWELL COULD RUIN JAMESON AND THE PAPER!

YOU! DON'T MAKE ANOTHER MOVE! ALL I HAVE TO DO IS PRESS AN ALARM BUTTON, AND--!
RELAX, YOU OLD SKINFLINT! I'M HERE TO HELP YOU! I WANT TO WARN YOU ABOUT FREDERICK FOSWELL! I'M SURE HE'S EITHER THE GREEN GOBLIN OR THE CRIME-MASTER!

YOU HELPING ME??? I'LL BELIEVE THAT WHEN I HEAR A DOG MEOW! AS FOR FOSWELL, YOU'RE DEAD WRONG AS USUAL! HE'S WORKING ON A SERIES OF CRIME ARTICLES FOR ME! WHAT PROOF DO YOU HAVE THAT HE'S GONE CROOKED AGAIN?
NO PROOF YET-- BUT I KNOW HE'S MIXED UP IN THIS BUSINESS SOMEHOW!

SURE HE IS--AS A REPORTER FOR ME!
MISS BRANT, SEND FOSWELL IN HERE AS SOON AS HE RETURNS!
HE JUST ENTERED NOW, SIR! I'LL TELL HIM--!
THAT REMINDS ME! I HAVEN'T HAD TIME TO CALL BETTY BRANT FOR DAYS! I WONDER IF SHE'S ANGRY?

FOSWELL, THAT WEB-HEADED IDIOT CLAIMS YOU'VE TURNED TO CRIME AGAIN! HE SAYS YOU'RE EITHER THE GOBLIN, OR THE CRIME-MASTER!
NOT ME, MR. JAMESON! YOU KNOW I'M TOO SMART TO TAKE A CHANCE OF BECOMING A TWO-TIME LOSER!
WHAT DOES THAT PROVE! EVEN IF HE WAS CROOKED, HE WOULDN'T ADMIT IT!


WHERE HAVE YOU BEEN KEEPING YOURSELF WHEN YOU'RE NOT AT WORK, AND NOT AT HOME, FOSWELL?
LOOK, DO I HAVETA ANSWER QUESTIONS FROM HIM, MISTER JAMESON??
OF COURSE NOT! NOW GET BACK TO WORK--I TRUST YOU!
BUT, BEFORE FOSWELL CAN LEAVE JONAH'S OFFICE, AN UNEXPECTED TABLEAU IS ABOUT TO TRANSPIRE ON THE ROOF ACROSS THE WAY...
THERE ARE SPIDER-MAN, JAMESON, AND FOSWELL, ALL TOGETHER IN ONE OFFICE!
WHAT A PERFECT OPPORTUNITY FOR ME TO HAVE MY REVENGE! I'LL PICK ALL THREE OF THEM OFF FROM HERE!
DON'T DO IT, MISTER! WE'VE GOT YOU COVERED! TURN AROUND, REAL SLOW--!
POLICE!! WHO TIPPED THEM OFF?? I--I CAN'T LET THEM TAKE ME!
LISTEN!! GUNFIRE!! COMING FROM THE ROOF ACROSS THE WAY!
I WONDER WHAT THAT'S ALL ABOUT?
I CAN TELL YOU! IT'S THE END OF THE CRIME-MASTER!
CRACK!
HOW WOULD YOU KNOW THAT, FOSWELL?
I TOLD YOU HE'S BEEN WORKING ON A BIG CRIME STORY FOR ME!!
YOU'LL LEARN ALL ABOUT IT WHEN EVERYONE ELSE DOES, SPIDER-MAN!
THE SHOOTING STOPPED! WHOEVER THE POLICE WERE FIRING AT, IT LOOKS LIKE THEY GOT HIM!
I KNEW THE CRIME-MASTER WOULDN'T GIVE UP WITHOUT MAKING A FIGHT OF IT--THE FOOL!
I HOPE HE'S ALIVE--AND ABLE TO TALK!
12

LOOKS LIKE HE'S DONE FOR! HE'S SINKING FAST!
HE'S THE ONE WE THOUGHT HE WAS!
ANYTHING YOU WANT TO TELL US--WHILE YOU CAN?

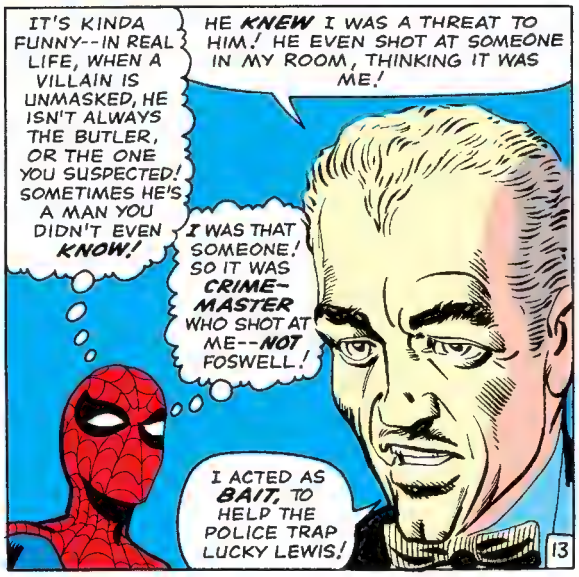
YOU BET THERE IS!!--I'LL HAVE THE LAST LAUGH YET! --GASP!-- IF I CASH IN, I'LL TAKE THE GOBLIN WITH ME!-- HIS--HIS REAL IDENTITY--IS--IS--

BOY! IF I SAW THAT HAPPEN IN A MYSTERY MOVIE, I'D LAUGH AT HOW CORNY IT WAS! AND YET--!
A ROTTEN BREAK FOR US! HE'S DEAD! HE NEVER GOT THE NAME OUT!

MINUTES LATER...
MR. JAMESON, THIS OFFICER INSISTED ON SEEING YOU!
NOT HIM, LADY! I WANT TO SEE FOSWELL!
FOSWELL DOESN'T LOOK WORRIED! I WONDER WHAT HE KNOWS THAT I DON'T??

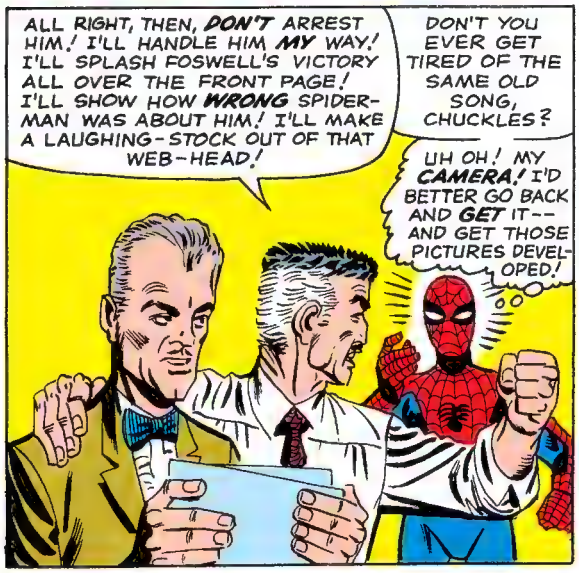
YOU WERE RIGHT ABOUT THE CRIME-MASTER'S IDENTITY! I JUST WANTED TO THANK YOU FOR YOUR HELP!
THAT'S OKAY! I WAS GLAD TO DO IT!
HOW DID YOU HELP THE POLICE, FOSWELL?
I FEEL LIKE A FELLA WHO CAME IN AT THE MIDDLE OF A SPY PICTURE AND NEVER CAUGHT UP TO THE PLOT!

WHEN I WAS KNOWN AS THE BIG MAN, BEFORE I WENT STRAIGHT, I KNEW ALL THE CITY'S GANG LEADERS--AND I KNEW HOW THEY WORKED!
USING THAT KNOWLEDGE, AND MY OWN UNDERWORLD GRAPEVINE, IT WASN'T HARD TO FIGURE OUT WHICH RACKET BOSS WAS THE CRIME-MASTER! ALL I HAD TO DO WAS FIND PROOF!
NICK "LUCKY" LEWIS!


IT'S KINDA FUNNY--IN REAL LIFE, WHEN A VILLAIN IS UNMASKED, HE ISN'T ALWAYS THE BUTLER, OR THE ONE YOU SUSPECTED! SOMETIMES HE'S A MAN YOU DIDN'T EVEN KNOW!
HE KNEW I WAS A THREAT TO HIM! HE EVEN SHOT AT SOMEONE IN MY ROOM, THINKING IT WAS ME!
I WAS THAT SOMEONE! SO IT WAS CRIME-MASTER WHO SHOT AT ME--NOT FOSWELL!
I ACTED AS BAIT, TO HELP THE POLICE TRAP LUCKY LEWIS!

LOOKS LIKE I WAS MISTAKEN ABOUT YOU, FOSWELL!
FORGET IT, SPIDER-MAN! THERE'S NO HARM DONE!
BUT I STILL HAVE A FEELING HE'S HIDING SOMETHING! HE'S CLEVER--AND TRICKY--JUST LIKE THE GREEN GOBLIN!

LET'S FORGET FOSWELL NOW! HERE'S YOUR CHANCE TO ARREST SPIDER-MAN! DO YOUR DUTY, OFFICER! THROW THAT PUBLIC MENACE BEHIND BARS! I'LL HELP YOU!
HOW JONAH? BY TALKING ME INTO JAIL?
WELL, I DON'T KNOW, MR. JAMESON! HE HELPED US ROUND UP THE CRIME-MASTER'S GANG! I'VE NO ORDERS FOR HIS ARREST!

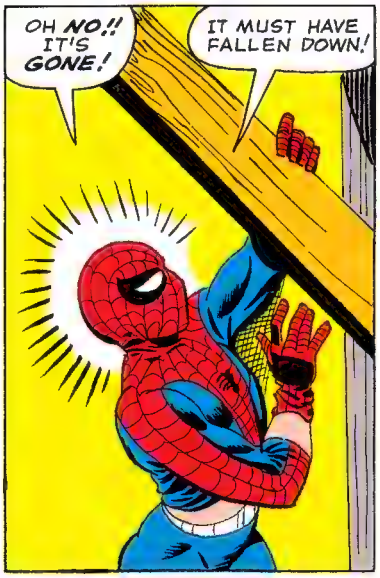

ALL RIGHT, THEN, DON'T ARREST HIM! I'LL HANDLE HIM MY WAY! I'LL SPLASH FOSWELL'S VICTORY ALL OVER THE FRONT PAGE! I'LL SHOW HOW WRONG SPIDER-MAN WAS ABOUT HIM! I'LL MAKE A LAUGHING-STOCK OUT OF THAT WEB-HEAD!
DON'T YOU EVER GET TIRED OF THE SAME OLD SONG, CHUCKLES?
UH OH! MY CAMERA! I'D BETTER GO BACK AND GET IT--AND GET THOSE PICTURES DEVELOPED!

GO ON--JUMP OUT OF MY WINDOW AGAIN! BUT THIS TIME I HOPE YOUR BLASTED WEBBING SNAPS IN TWO!!
AW, GO JUGGLE BEEHIVES, PRUNE-FACE!
RATS! MY COSTUME'S COMING LOOSE AGAIN--AND I CAN'T SPARE ENOUGH WEB FLUID TO HOLD IT TOGETHER!

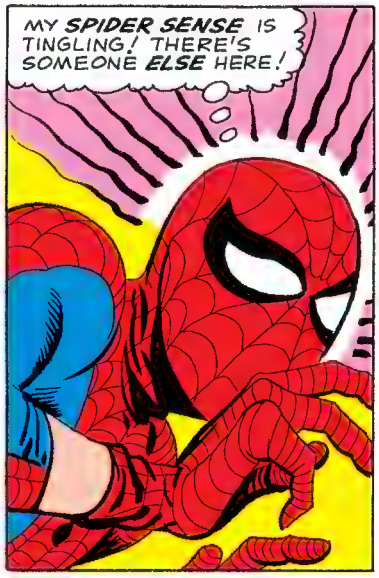
I'LL JUST KEEP TUGGING AT IT! CAN'T AFFORD TO LOSE IT--IT'S THE ONLY ONE I'VE GOT LEFT!

HERE'S WHERE I LEFT THE CAMERA! GLAD I REMEMBERED! I COULDN'T AFFORD TO BUY A NEW ONE!

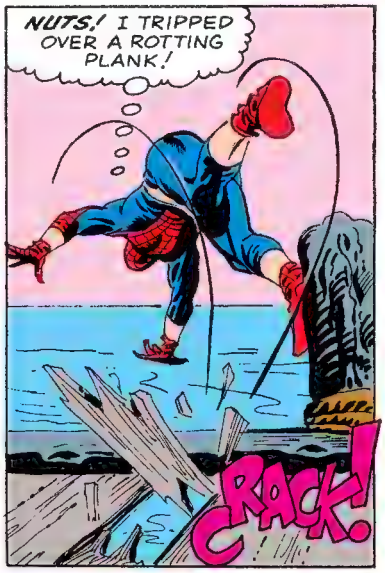
I'LL LEAP UP TO THE WOOD! LIKE A SPIDER-MAN SHOULD!
UH OH! I'VE BEEN WATCHING TOO MANY COMMERCIALS!


OH NO!! IT'S GONE!
IT MUST HAVE FALLEN DOWN!

BUT, IF IT DID, SOMEONE PICKED IT UP! IT'S NOT HERE!
BUT, WHO--??

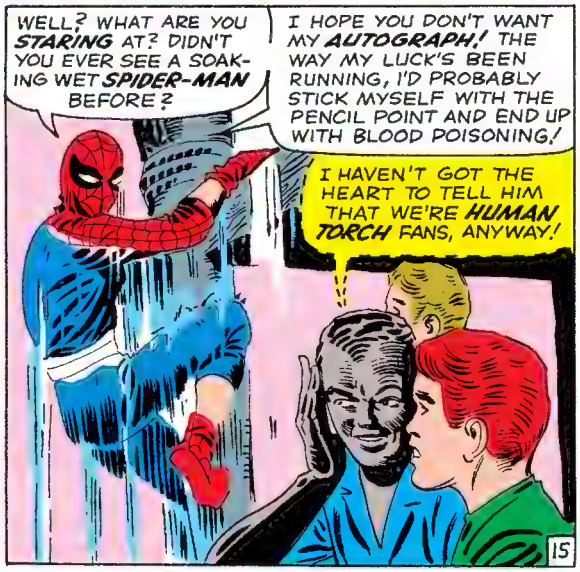

MY SPIDER SENSE IS TINGLING! THERE'S SOMEONE ELSE HERE!

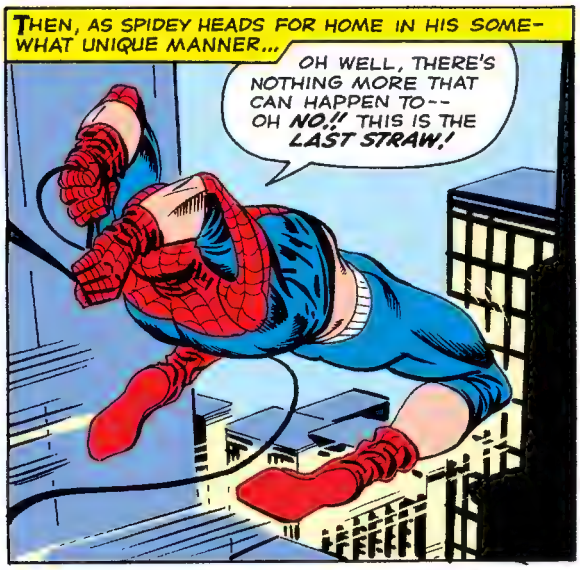
I'LL DUCK UNDER THE PIER UNTIL I SEE WHAT'S GOING ON!


NUTS! I TRIPPED OVER A ROTTING PLANK!
CRACK!

SOMETIMES I WONDER IF THIS SUPER-HERO BUSINESS IS REALLY FOR ME!

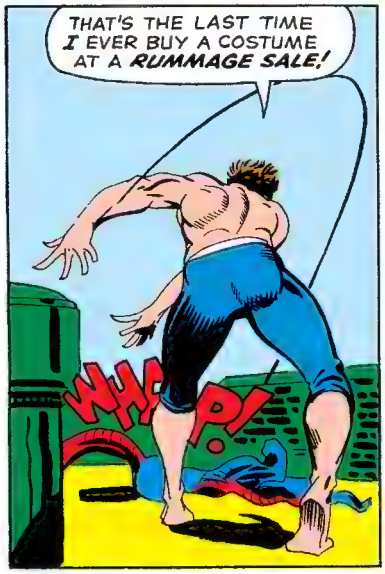
BUT, A FEW WET, SOPPY, SLOPPY SECONDS LATER...
IT WAS JUST A BUNCH OF KIDS! THEY'VE GOT MY CAMERA!
OKAY, TROOPS! FORK OVER MY CAMERA! THANKS A HEAP!
GOSH! WE DIDN'T KNOW IT WAS YOURS!
WE COULDN'T FIGURE OUT HOW IT WORKED, ANYWAY!


WELL? WHAT ARE YOU STARING AT? DIDN'T YOU EVER SEE A SOAKING WET SPIDER-MAN BEFORE?
I HOPE YOU DON'T WANT MY AUTOGRAPH! THE WAY MY LUCK'S BEEN RUNNING, I'D PROBABLY STICK MYSELF WITH THE PENCIL POINT AND END UP WITH BLOOD POISONING!
I HAVEN'T GOT THE HEART TO TELL HIM THAT WE'RE HUMAN TORCH FANS, ANYWAY!


THEN, AS SPIDEY HEADS FOR HOME IN HIS SOMEWHAT UNIQUE MANNER...
OH WELL, THERE'S NOTHING MORE THAT CAN HAPPEN TO-- OH NO!! THIS IS THE LAST STRAW!

SINCE I GOT IT WET, THIS CRUMMY, STORE-BOUGHT COSTUME IS BEGINNING TO SHRINK ON ME!
I MIGHT AS WELL GET OUT OF IT WHILE I CAN!

YEEOWWWWTCH! IT FEELS LIKE I'M PULLING HALF OF MY SCALP OFF WITH IT!

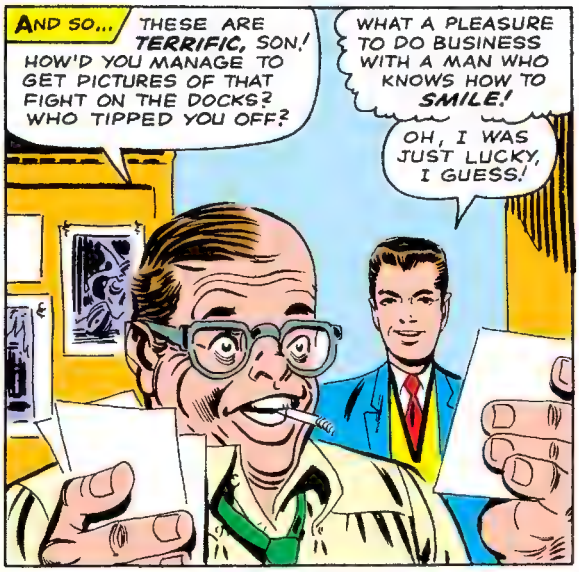

THAT'S THE LAST TIME I EVER BUY A COSTUME AT A RUMMAGE SALE!
WHA
P!

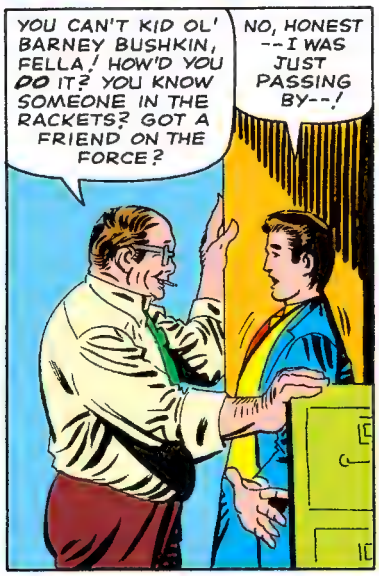
THEN, AFTER MAKING A QUICK CHANGE...
BUT I THINK I'LL TAKE IT ALONG WITH ME! I MAY JUST BE ABLE TO FIND A USE FOR IT!

AND SO, A SHORT TIME LATER, IN PETER PARKER'S CELLAR DARKROOM...
THIS'LL BE A GOOD TIME TO PICK OUT THE BEST PICTURES TO SELL TO JONAH JAMESON--WHILE AUNT MAY ISN'T IN!
HMMM... LET'S SEE NOW...!

BUT, COME TO THINK OF IT, WHY SHOULD I ALWAYS SELL A NO-GOODNIK LIKE HIM MY BEST PIX?
I THINK I'LL TRY ANOTHER NEWSPAPER THIS TIME!

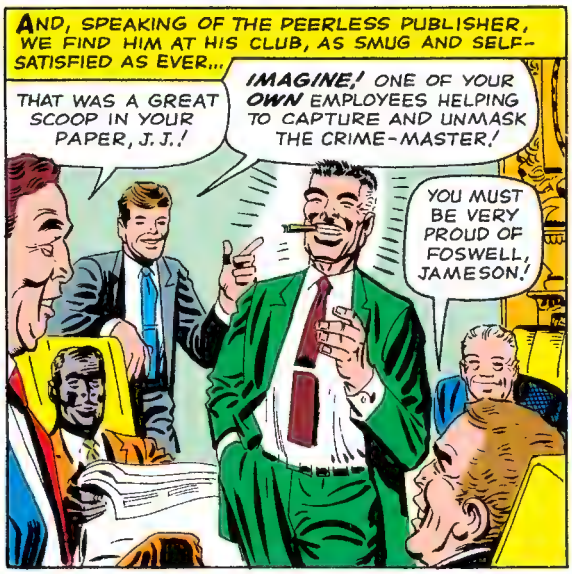
THUS, WE NEXT FIND PETE AT THE OFFICES OF THE DAILY GLOBE...
COPY BOY! BRING THIS ARTICLE ON THE M.M.M.S. TO THE FEATURE EDITOR! STEP ON IT!
WHO'S IN CHARGE OF BUYING NEWS PHOTOS, MA'AM?
MR. BUSHKIN, OUR PICTURE EDITOR! RIGHT THRU THAT DOOR!


AND SO... THESE ARE TERRIFIC, SON! HOW'D YOU MANAGE TO GET PICTURES OF THAT FIGHT ON THE DOCKS? WHO TIPPED YOU OFF?
WHAT A PLEASURE TO DO BUSINESS WITH A MAN WHO KNOWS HOW TO SMILE!
OH, I WAS JUST LUCKY, I GUESS!


YOU CAN'T KID OL' BARNEY BUSHKIN, FELLA! HOW'D YOU DO IT? YOU KNOW SOMEONE IN THE RACKETS? GOT A FRIEND ON THE FORCE?
NO, HONEST --I WAS JUST PASSING BY--!

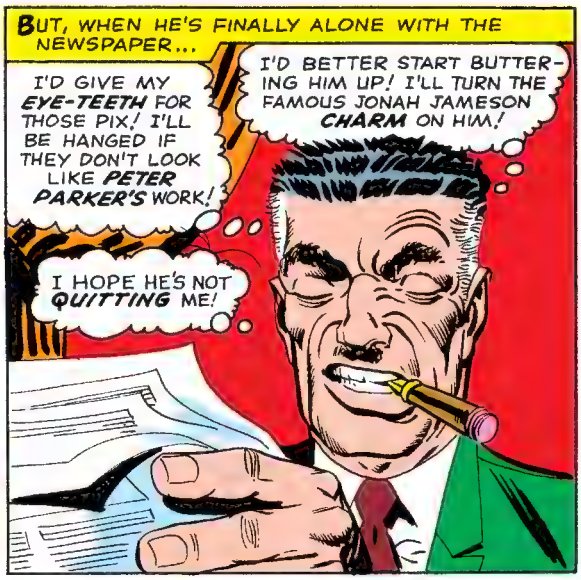
AWW, C'MON, BABY! DON'T HOLD OUT ON OL' BUSHY! YOU CAN TELL ME! I WON'T BREATHE IT TO A SOUL!
THERE'S NOTHING TO TELL! IF YOU DON'T WANT THE PHOTOS--!

'COURSE I WANT THEM! BUT, TELL ME MORE ABOUT YOURSELF! WHAT KIND OF CAMERA DO YOU USE? WHERE DID YOU GET YOUR EXPERIENCE?
I'LL WRITE YOU A LETTER!
-WHEW!- WHAT A NOSY GUY! I'LL TAKE JONAH ANY TIME!

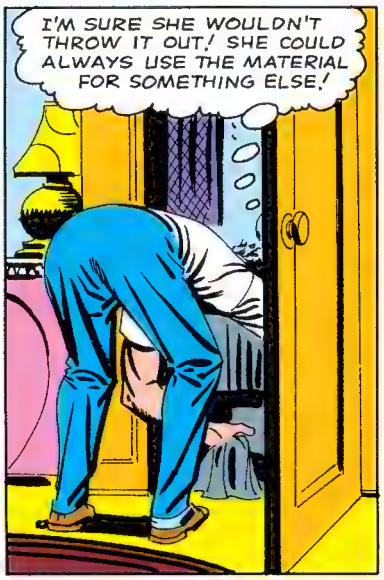

AND, SPEAKING OF THE PEERLESS PUBLISHER, WE FIND HIM AT HIS CLUB, AS SMUG AND SELF-SATISFIED AS EVER...
THAT WAS A GREAT SCOOP IN YOUR PAPER, J. J.!
IMAGINE! ONE OF YOUR OWN EMPLOYEES HELPING TO CAPTURE AND UNMASK THE CRIME-MASTER!
YOU MUST BE VERY PROUD OF FOSWELL, JAMESON!

FOSWELL? HE WAS JUST A COG IN THE WHEEL! I WAS THE MASTER PLANNER! THE ENTIRE CAPTURE OF THE CRIME-MASTER TOOK PLACE UNDER MY PERSONAL DIRECTION!
BUT MY OWN NATURAL MODESTY PREVENTS ME FROM BRAGGING ABOUT IT!

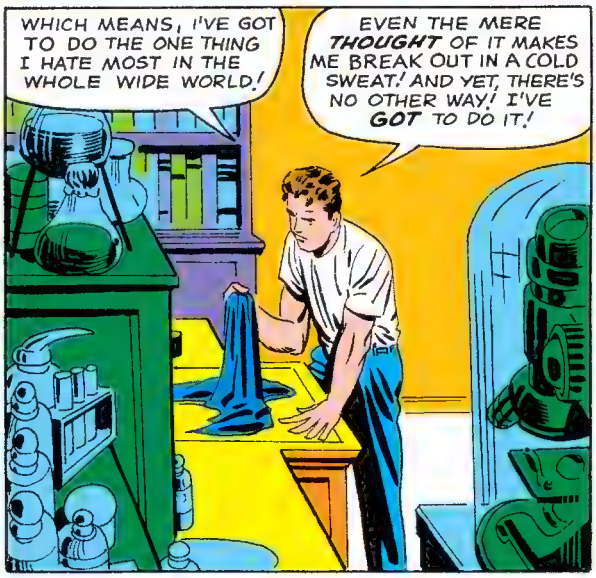
HOWEVER, IT'S TOO BAD THE DAILY GLOBE MANAGED TO GET THOSE EXCLUSIVE PHOTOS!
A MERE BAGATELLE! WE COULD HAVE HAD THOSE PICTURES IF WE'D WANTED THEM! BUT, YOU KNOW ME! I PREFER TO RUN THE STORY STRAIGHT-- NO SENSATIONALISM!

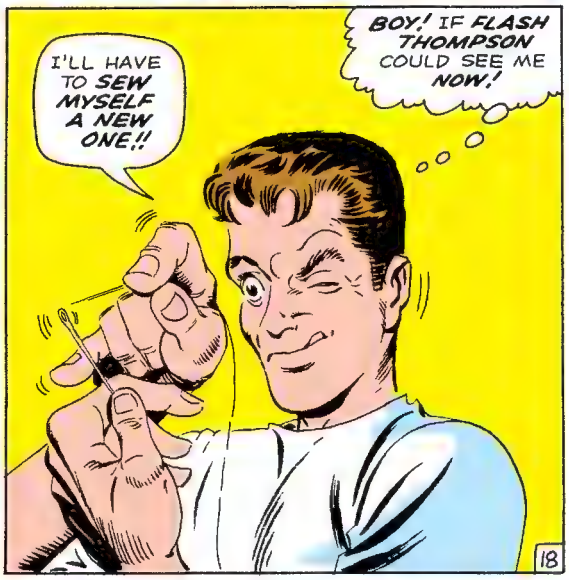

BUT, WHEN HE'S FINALLY ALONE WITH THE NEWSPAPER...
I'D GIVE MY EYE-TEETH FOR THOSE PIX! I'LL BE HANGED IF THEY DON'T LOOK LIKE PETER PARKER'S WORK!
I'D BETTER START BUTTERING HIM UP! I'LL TURN THE FAMOUS JONAH JAMESON CHARM ON HIM!
I HOPE HE'S NOT QUITTING ME!

BUT NOW, BACK TO OUR DEMON PHOTOGRAPHER...
AUNT MAY IS PROBABLY VISITING MRS. WATSON, NEXT DOOR! THIS IS MY CHANCE TO SEARCH FOR THE COSTUME SHE TOOK FROM ME! *
*AS SHOWN, IN ALL ITS TRAGIC DETAIL IN SPIDER-MAN #26 --STAN.

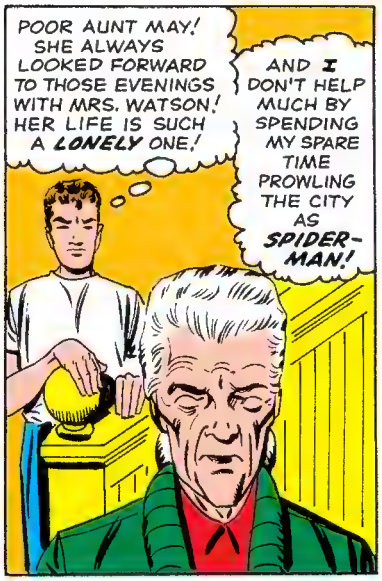

I'M SURE SHE WOULDN'T THROW IT OUT! SHE COULD ALWAYS USE THE MATERIAL FOR SOMETHING ELSE!

BUT, A HALF HOUR LATER...
WELL, THE OL' PETER PARKER LUCK IS STILL HOLDING OUT!
I CAN'T FIND THE COSTUME ANY-WHERE!

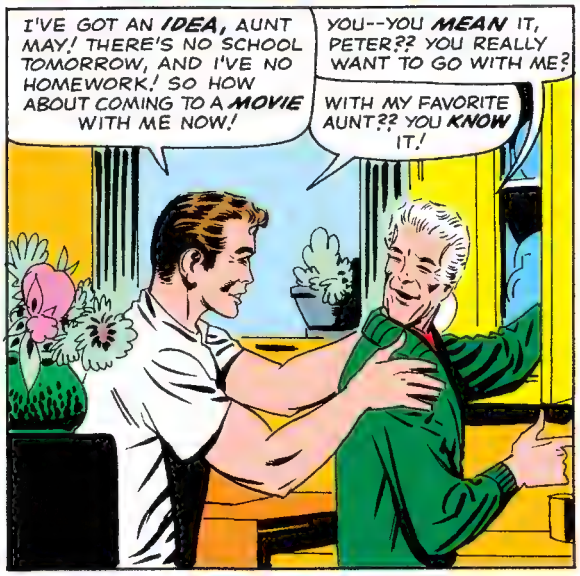

WHICH MEANS, I'VE GOT TO DO THE ONE THING I HATE MOST IN THE WHOLE WIDE WORLD!
EVEN THE MERE THOUGHT OF IT MAKES ME BREAK OUT IN A COLD SWEAT! AND YET, THERE'S NO OTHER WAY! I'VE GOT TO DO IT!

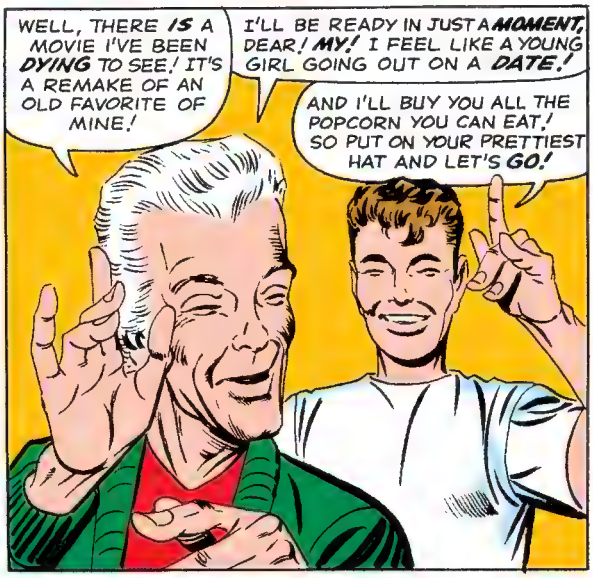

I'LL HAVE TO SEW MYSELF A NEW ONE!!
BOY! IF FLASH THOMPSON COULD SEE ME NOW!

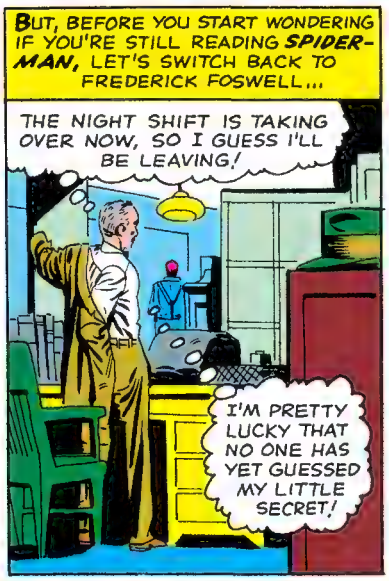
BUT, MINUTES LATER...
AUNT MAY! ISN'T THIS THE NIGHT YOU USUALLY SPEND WITH MRS. WATSON?
YES, PETER DEAR! BUT, SHE HAD ANOTHER APPOINTMENT TONIGHT! SO I JUST TOOK A WALK!

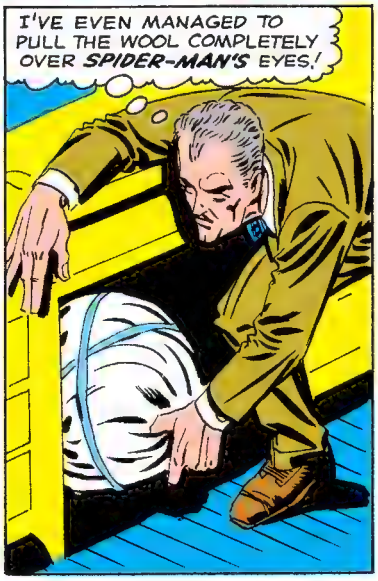

POOR AUNT MAY! SHE ALWAYS LOOKED FORWARD TO THOSE EVENINGS WITH MRS. WATSON! HER LIFE IS SUCH A LONELY ONE!
AND I DON'T HELP MUCH BY SPENDING MY SPARE TIME PROWLING THE CITY AS SPIDER-MAN!

WELL, I'LL TRY TO MAKE UP FOR IT NOW! MY NEW COSTUME WILL JUST HAVE TO WAIT FOR SOME OTHER TIME!


I'VE GOT AN IDEA, AUNT MAY! THERE'S NO SCHOOL TOMORROW, AND I'VE NO HOMEWORK! SO HOW ABOUT COMING TO A MOVIE WITH ME NOW!
YOU--YOU MEAN IT, PETER?? YOU REALLY WANT TO GO WITH ME?
WITH MY FAVORITE AUNT?? YOU KNOW IT!


WELL, THERE IS A MOVIE I'VE BEEN DYING TO SEE! IT'S A REMAKE OF AN OLD FAVORITE OF MINE!
I'LL BE READY IN JUST A MOMENT, DEAR! MY! I FEEL LIKE A YOUNG GIRL GOING OUT ON A DATE!
AND I'LL BUY YOU ALL THE POPCORN YOU CAN EAT! SO PUT ON YOUR PRETTIEST HAT AND LET'S GO!

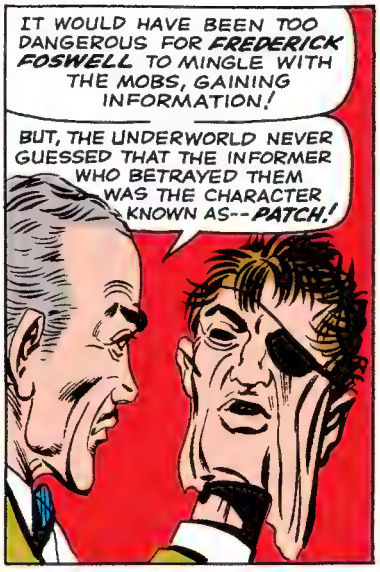

BUT, BEFORE YOU START WONDERING IF YOU'RE STILL READING SPIDER-MAN, LET'S SWITCH BACK TO FREDERICK FOSWELL...
THE NIGHT SHIFT IS TAKING OVER NOW, SO I GUESS I'LL BE LEAVING!
I'M PRETTY LUCKY THAT NO ONE HAS YET GUESSED MY LITTLE SECRET!

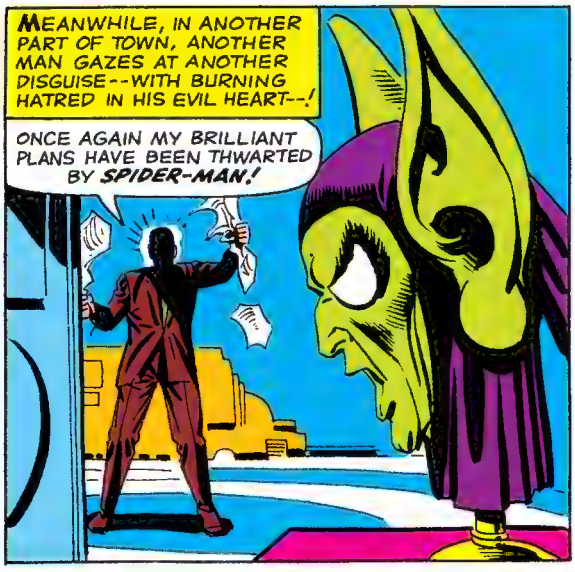

I'VE EVEN MANAGED TO PULL THE WOOL COMPLETELY OVER SPIDER-MAN'S EYES!

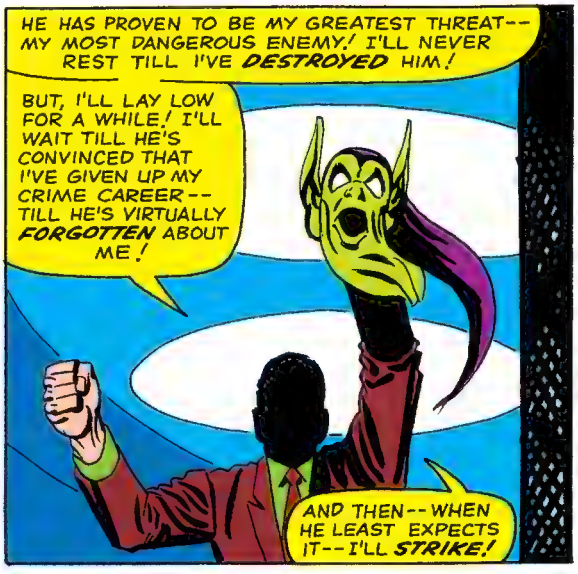
AND NO ONE IS APT TO UNMASK ME NOW! ANYONE SEEING ME WOULD THINK I'M MERELY TAKING A BUNDLE OF CLOTHES TO THE LAUNDRY!

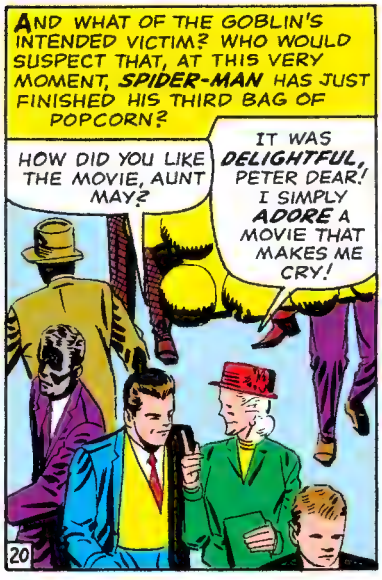
NOW, WITH THE CRIME-MASTER DEAD, IT'S SAFE FOR ME TO RETURN TO MY APARTMENT!

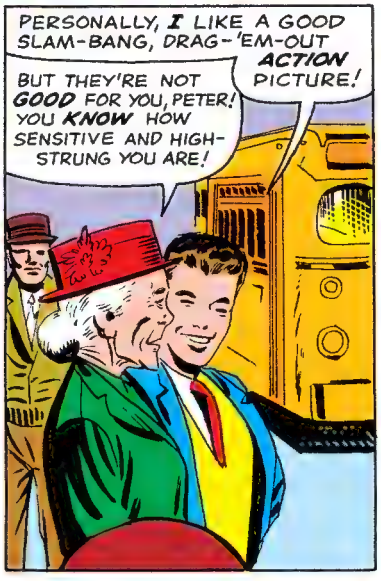
MY LITTLE DISGUISE HAS SERVED ME WELL! BUT, I WONDER IF I'LL EVER HAVE TO WEAR IT AGAIN!

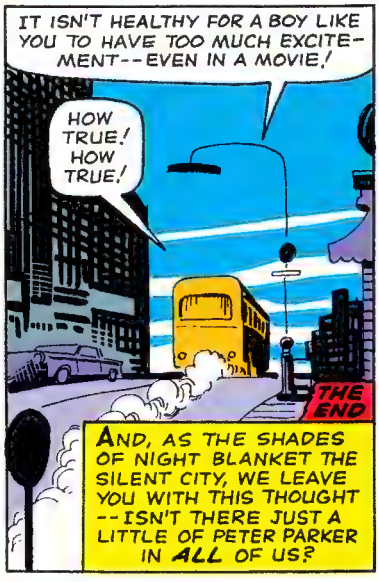

IT WOULD HAVE BEEN TOO DANGEROUS FOR FREDERICK FOSWELL TO MINGLE WITH THE MOBS, GAINING INFORMATION!
BUT, THE UNDERWORLD NEVER GUESSED THAT THE INFORMER WHO BETRAYED THEM WAS THE CHARACTER KNOWN AS--PATCH!


MEANWHILE, IN ANOTHER PART OF TOWN, ANOTHER MAN GAZES AT ANOTHER DISGUISE--WITH BURNING HATRED IN HIS EVIL HEART--!
ONCE AGAIN MY BRILLIANT PLANS HAVE BEEN THWARTED BY SPIDER-MAN!


HE HAS PROVEN TO BE MY GREATEST THREAT--MY MOST DANGEROUS ENEMY! I'LL NEVER REST TILL I'VE DESTROYED HIM!
BUT, I'LL LAY LOW FOR A WHILE! I'LL WAIT TILL HE'S CONVINCED THAT I'VE GIVEN UP MY CRIME CAREER--TILL HE'S VIRTUALLY FORGOTTEN ABOUT ME!
AND THEN--WHEN HE LEAST EXPECTS IT--I'LL STRIKE!


AND WHAT OF THE GOBLIN'S INTENDED VICTIM? WHO WOULD SUSPECT THAT, AT THIS VERY MOMENT, SPIDER-MAN HAS JUST FINISHED HIS THIRD BAG OF POPCORN?
HOW DID YOU LIKE THE MOVIE, AUNT MAY?
IT WAS DELIGHTFUL, PETER DEAR! I SIMPLY ADORE A MOVIE THAT MAKES ME CRY!


PERSONALLY, I LIKE A GOOD SLAM-BANG, DRAG-'EM-OUT ACTION PICTURE!
BUT THEY'RE NOT GOOD FOR YOU, PETER! YOU KNOW HOW SENSITIVE AND HIGH-STRUNG YOU ARE!


IT ISN'T HEALTHY FOR A BOY LIKE YOU TO HAVE TOO MUCH EXCITEMENT--EVEN IN A MOVIE!
HOW TRUE! HOW TRUE!
THE END
AND, AS THE SHADES OF NIGHT BLANKET THE SILENT CITY, WE LEAVE YOU WITH THIS THOUGHT--ISN'T THERE JUST A LITTLE OF PETER PARKER IN ALL OF US?

THE SPIDER'S WEB

—You may have liked our little offering this month, or you may have hated it, but we'll bet you one thing—you'll never see a yarn like it in any Brand X mag! (Probably because they're too smart!) Anyway, now that the Crime-Master is finally kaput, we'll try to polish off the Green Goblin for you — but, it won't be easy because so far he's been too smart for Spidey, and for Stan and Steve as well! Anyway, it's fan and pan mail time, so put your little webbies away and let's get to it—

Dear Stan and Steve,

Gosh oh mighty! We couldn't believe it! But there it was; in technicolor yet! An invitation in your February issue to join the Merry Marvel Marching Society! Us nuts here in the United States Army, One Hundred and Eighteenth (118) Band, are fighting the lonely war. We're stationed in Verdun, France, and things aren't as exciting for us as they are for the Fantastic Four, Spidey, and all the other super cats. And since we can't go to the bottom of the seas, or go to distant planets (because we can't get a leave from our C.O.), we all love to read about the exploits of our favorite heroes, and each month it's a race to see who gets the latest issue first. So, gang—keep up the good work. Enclosed you'll find the names of your loyal fans (you'll also find our hard earned money) for membership into the Merry Marvel Marching Society.

Robert A. Stillman, 118th Army Band
APO 122, New York, New York

You mean you don't get *enough* marching in the army, Bob? Oh well, some guys are never satisfied! By the time these imperishable words appear in print, you'll have already received your M.M.M.S. goodies, plus a complimentary subscription to Spidey, just because we've a soft spot in our hearts for service men who can't make it to the moon on account of their C.O. not giving them a leave! (It matches the soft spot which we've also got in our heads!)

THE BIGGEST NEWS YET! When mighty Marvel changes the line-ups in a couple of already successful titles, that's news! But when the changes are as great as these, that's a sensation! We'll give it to you fast, straight, and unvarnished —because nothing we can say could possibly add to the genuine luster of these two fabulous strips! Starting with the issues now on sale, STRANGE TALES will feature "Nick Fury, Agent of S.H.I.E.L.D.", while TALES TO ASTONISH stars "Prince Namor, the Sub-Mariner"! See what we mean? What more can we say, except—don't dare miss 'em!

Dear Stan and Steve,

From now on I beg of you not to let us Marvel fans know what a villain's scheme is until the hero himself finds out. This is the big mistake you made in Spider-Man #23. Right from the beginning the Goblin's scheme was realized. This killed all the suspense that could have been built up. So, instead of the reader watching the development of Green-Face's plan, he should have been concerned with what the plan was. Get the idea?

Tim Wise, 224 Arundel Rd.
Riviera Beach, Md. 21123

Wadaya mean *get* the idea? We *wrote* the idea, remember? Anyway, we thought that knowing Gobby's plan would make the story even more exciting! But apparently we guessed wrong! Or, did we? What do the rest of you Spider-Maniacs think?

Dear Stan and Steve,

There is a superstition that if someone squashes a spider with their little finger, money will soon be found. Please don't let this leak out to the Hulk! If so, please warn Spidey!

Eric Ellis, Star Route
Lisbon, Maine 04250

Don't worry, Eric, that little gem of information won't reach the Hulk! We understand he cancelled his subscription to SPIDER-MAN only last week!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #41: Is this the end of the fabulous F. F. at last? The mighty Thing has gone! The remaining three are on the verge of splitting up! And then, the most unexpected danger of all appears! This is truly Marvel's supreme achievement!

AVENGERS #18: Marvel's most surprising, mightiest super-team finds an incredible danger behind the iron curtain! See why Captain America's new fighting band is the talk of comicdom today!

X-MEN #12: At last! The long-awaited origin of Professor X—plus the most dramatic introduction of a mysterious new villain that you've ever seen! Stan and Jack pulled out all the stops on this one!

THOR #18: For the first time in recorded history, Goldilocks faces a super-foe who is not only as strong as he—but actually STRONGER! Possibly the greatest new menace ever presented will meet your startled eyes in this epic-making issue!

STRANGE TALES #135: The secret's out at last! Mighty Marvel has bowed to your demands! This ish will be a collector's item before the year's end, for it features the start of the most off-beat series of all: Nick Fury, Agent of S.H.I.E.L.D.! Written by our leader, and drawn by King Kirby! 'Nuff said!

SUSPENSE #68: Iron Man stars in "If a Man Be Mad!" Captain America thrills you again in "Lest Tyranny Triumph!" Without bragging, without fanfare, we can honestly say that this issue reaches a new height of pictorial perfection!

ASTONISH #70: Bursting on the scene with the shock of a thunderclap comes the most famous hero-villain of all time—Sub-Mariner, beginning the most dramatic, spectacular series yet! We predict that the powerful combo of Prince Namor, followed by the incredible Hulk, will make ASTONISH the fastest Marvel sell-out of the month!

SGT. FURY #20: We promised they'd be back, and here they are! The fantastic Blitz Squad of Baron Strucker returns for the most exciting hand-to-hand battle with the Howlers that we've ever presented! It's a real combat shocker!

Dear Stan and Steve,

Right now you are probably up to your necks in fan mail and I think it is about time someone showed some appreciation for all the hours you spend on it. For me the highlight of each ish of Spider-man is the letter page. I remember a little while back you wanted to drop the letter page from Spider-man due to the time and effort it took to prepare it. However, considering the wishes of your fans, as usual, you kept it. This wasn't necessary (your mags are so great that everyone would keep on buying them anyway) but you did it to please us. Now you have come up with a letter page in all your great mags. It just goes to show how much you think of us, and you can believe me it is appreciated out here in Marvel Land. Just so

you don't get swelled heads after all that praise, I've got a gripe. It's time to share that heading "THE WORLD'S GREATEST COMIC MAG" on the FF. The FF is great but it has a rival. In my humble opinion Spidey is equally great . . . which brings me to my point. You once stated that you would take a poll at the drop of a hat, so catch mine. Once a year (starting now) you could take a poll of all your mags to see which one is the most popular. The winner would earn the right to wear the title "THE WORLD'S GREATEST COMIC MAG" for a year. You could even give a "no-prize" (wish I had one) to the reader with the best reason for liking his favorite mag. I bet Spidey would win with Daredevil running a close second. One last thing, who writes the answers to our letters, Stan and Steve or the editor?

Freddy Adams, 3606 Pelzer Ave.
Montgomery, Ala.

Didn't you know, Fred? Stan *is* the editor, and these letters pages are strictly his babies! The gang in the bullpen all join in reading your masterful missives, and then they go out to clown around, leaving handsome heroic, hard-working Stan to write these wondrous words! (And just guess who wrote *that* last sentence!)

—THE INSIDE SCOOP! Our eagerly-awaited SPIDER-MAN ANNUAL #2 goes on sale early in July, as we told you last ish! But, this time it'll feature some of our most oft-requested REPRINT material, plus a brand-new, swingin', never-before-published Spidey yarn! Let's see anyone beat THAT set-up! More info next ish—as soon as WE find out!

Dear Stan and Steve,

Greetings from the first Spider-man fan club in Bangkok, Thailand (at least I think it is.) Our favorites are 1) SPIDER-MAN, 2) X-MEN, 3) SUSPENSE, 4) AVENGERS, 5) FANTASTIC FOUR, 6) THOR, 7) ASTONISH, and 8) STRANGE TALES. The reason we didn't include SGT. FURY and DAREDEVIL is that we don't get any of them here. There are five people in the club and we are all going to join the MMMS as soon as we can get a new member. All of us think that Doc Ock and the Green Goblin are Spiderman's greatest foes. One problem that we have here is that comics cost four and five baht (20 and 25 cents) and since Thai labor is so cheap, you can't earn it mowing lawns or delivering papers. Keep up the good work, and as Spidey would say, Nuff Webbed!

David Miller, c/o Lt. Col. F. L. Miller
5th RRU APO San Francisco, Calif. 96346

Any frantic fans who constantly spend four and five baht in far-off Thailand for our Marvel masterpieces deserve a break, Dave! So, we'll see if we can rustle up a few bonus mags to send you. (But we hope this doesn't start a mass exodus of our readers to Bangkok —we haven't that many extra issues around!)

—By the way, have you noticed the startling new developments in the "FANTASTIC FOUR"? To paraphrase the old-time song, "That ol' orange Thing just ain't what he used to be!" Lately, fans have been claiming that "The World's Greatest Comic Magazine" has been even greater than ever! So, be sure to latch onto a copy and share with us the thrills and surprises which our most famous companion mag has in store for you! Although we flip over all our Marvel mags, we have to admit that our two first-born babies, F.F. and SPIDEY, still hold a very special spot in our hearts!

Dear Stan and Steve,

I have read ish #23, which was was marvelous. In this issue I would say Frederick Foswell became good friends with the Green Goblin because everything Gobby know, Foswell knew also. Foswell could not be the Goblin because when the Goblin was first introduced Foswell was probably still in jail. In school for mid-term exams (art) I drew what I thought was the Spider beam and called it the sign of the Spider. One question I have is why does the Goblin use his glider instead of his jet broomstick (ish #14) which could hold more weight?

Dave Dzubinski, 2815 Boston Blvd.
Lansing, Mich.

It's amazing how our readers seem to know more about our own mags than *we* do! *Was* Foswell still in jail when Gobby was introduced? *We* didn't know? And, *can* Gobby's jet broomstick carry more weight than his jet glider? Nobody told *us!* And another thing, Dave—what happened to the spider-beam you drew in art school? You've got us all up in the air!

Dear Stan and Steve,

I have just finished the "Return of the Green Goblin." It was far better than the first Green Goblin mostly because the Hulk was not present. Not that I have anything against the Jolly Green Giant, but don't you think that one Jolly Green Something is enough for one story? I think that for fun I'll hazard a few guesses at who the Goblin is. 1) The Director of the picture, because in both stories the Goblin is connected in some ways with the motion picture industry. Most likely he is another prop artist like Mysterio. 2) If it weren't so improbable I would say J.J.J. or the crook on page 8, but both have alibis. J.J.J. was at the fan meeting and unless the crook is a quick-change artist he is ruled out because of the color of the coat he was wearing. (Unless Steve has been goofing again and forgot to draw the lines in the suit.) The only other side person was Mr. Hilton, Liz's father. It just so happens that I have a grudge against that blonde-haired vamp and if the Goblin's alter ego didn't act as if the meeting was a surprise to him he would have been a likely suspect. 3) Of all his foes only Mysterio or the Chamelon would be likely suspects. The Chamelon is a master of disguise and this role would appeal to him. Mysterio would fit into the part perfectly. He has worked in the movies, which would explain his gadgets and the fact that the first story was centered around a movie and the occurence of a movie set in the second story. That's my hunches and most likely they are all wrong. I just saw the Marvel annuals. In the Spidey annual, you seem to be selling Steve Ditko. Every other word was "the usual Ditko style." I saw your mug file in the Marvel annual and I bet you can't guess what it reminded me of? It took me five minutes before I knew what. Did anyone ever tell you fellows that your group picture looked like Al Capone's mob?

George Hagenauer, 10204 St. Lawrence Ave.
Chicago 24, Ill. 60628

Okay, smart guy! Just for that we won't tell you *who* the Green Goblin is! And what makes you think you'd like our mags any better if they were drawn by bathing beauties? (Although, come to think of it, Georgie, *we* might like it better!)

Dear Stan and Steve,

Spider-man is not the most human Marvel hero! Peter Parker is! No matter how ridiculous Spidey's exploits become (and some of them have been kind of awful) Peter has the same old problem that two billion people have: how to get other people to like them. Readers tend to identify with Pete because of this. Contrary to popular opinion, your stuff is not quite as good as Shakespeare or Homer—but then, they couldn't draw very well, either! I think the idea of Pete "popping his cork" is a stroke of genius. If Cap America can fight communism, why can't Spidey do his bit for mental health? I've got a question. How come subscriptions are more expensive than buying single issues? Most comics give a discount (I know—you're not like other companies.) I would subscribe if it weren't for the extra cost.

Jean Willtrout, 1006 W. 19th
Austin 1, Texas, 78701

The truth sounds so unbelievable that we hate to say it, Jean! We actually would prefer our fans *not* to subscribe! We feel a certain loyalty to the newsdealers who display and sell our mags thruout the free world, and every subscription means one less sale for some newsstand. So, we merely offer our subs as a convenience to readers, but just between us—we're not pushing them! Okay?

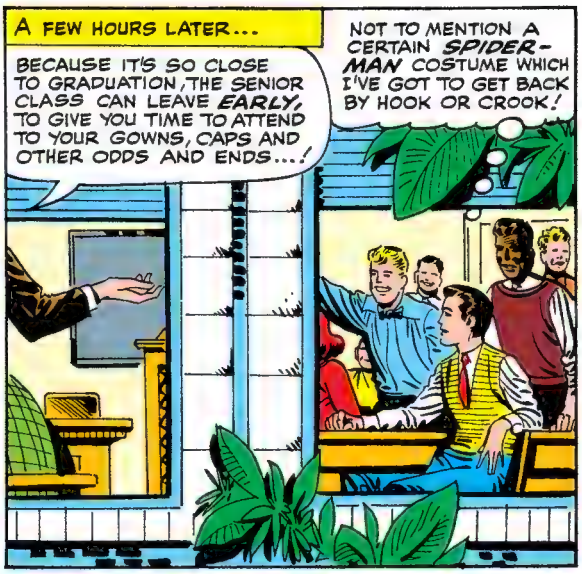
—And now, not a single word about next ish! We want every dizzy surprise you'll find there to be completely unexpected! But, we WILL say this—if we don't find you hangin' round our web next month, we're liable to cry our eyes out! So BE there—you know how simpy we look with red-rimmed eyes! (And we're BUSTIN' to see how you look in your new Spidey T-Shirt!)

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL POP ART PRODUCTIONS
12¢
IND.
28 SEPT
CLOAKED IN DARKNESS, SPIDEY FACES THE MYSTIFYING MENACE OF...
"THE MOLTEN MAN!"
ALSO IN THIS LANDMARK ISSUE: YOU WON'T WANT TO MISS
PETER PARKER'S GRADUATION!

SPIDER-MAN
THE MENACE OF "THE MOLTEN MAN!"
WRITTEN and EDITED WITH LOVING CARE by STAN LEE
PLOTTED and DRAWN WITH TALENT RARE by STEVE DITKO
LETTERED and BORDERED WITH A VACANT STARE by SAM ROSEN
MARVEL MARCHES ON
TO ANOTHER NEW ADVENTURE TRIUMPH!

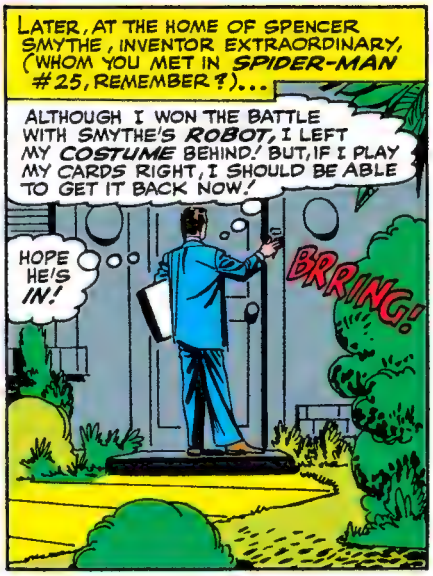
ON HIS WAY TO SCHOOL THIS MORNING, PETER PARKER IS HAILED BY NO LESS A PERSONAGE THAN THE PRINCIPAL HIMSELF! THUS, OUR STORY BEGINS WITH THE SAVAGE IMPACT OF A FALLING FEATHER...!
JUST A MOMENT, PARKER! I'D LIKE A WORD WITH YOU!
UH-OH! I HAD A HUNCH HE WOULDN'T FORGET ABOUT THAT LITTLE FIGHT I HAD WITH FLASH AND HIS STOOGES THE OTHER DAY!
* AS SO DELICIOUSLY DESCRIBED IN LAST MONTH'S SPIDER-MAN... STAN.
I JUST WANTED TO TELL YOU THAT FLASH THOMPSON EXPLAINED THAT YOU WERE NOT AT FAULT DURING THAT FIGHT THE OTHER DAY! SO WE'LL FORGET THE ENTIRE MATTER, SON!
WOW! OL' FLASH IS THE BEST ENEMY A GUY EVER HAD!
THANK YOU, SIR! I APPRECIATE YOUR TELLING ME!
THERE'S LIZ HILTON! I'LL BET SHE HAD SOMETHING TO DO WITH FLASH GETTING ME OFF THE HOOK!
LIZ! LIZ... HOLD ON A MINUTE! IT'S PETER!
I WANTED TO THANK YOU FOR STANDING UP FOR ME, LAST WEEK!...LIZ.. IS SOMETHING WRONG?
NO! NOTHING AT ALL!
THEN WHY THE COLD SHOULDER? I CAN FEEL THE CHILL CLEAR ACROSS THE HALL!
I'M SORRY, PETER! I HAVEN'T TIME TO TALK NOW!
"PETER"? SHE NEVER CALLED ME THAT BEFORE! IT'S ALWAYS BEEN PETEY! I WONDER WHAT'S BUGGING HER?... AND JUST BEFORE GRADUATION, TOO!
'SMATTER, USELESS? CAN'T YOU TELL WHEN A CHICK WRITES YOU OFF? YOU'VE HAD IT, PARKER!
WELL, WELL! SINCE WHEN DID YOU BECOME THE "DEAR ABBY" OF MIDTOWN HIGH?
WHOOP! I ALMOST FORGOT! I OWE FEARLESS FLASH A VOTE OF THANKS!
BY THE WAY, BIG MOUTH, I APPRECIATE YOU SQUARING THINGS WITH PRINCIPAL DAVIS FOR ME!
FORGET IT! I DIDN'T DO IT FOR YOU! FLASH THOMPSON DOESN'T LET ANY MEATBALL TAKE THE RAP FOR HIM!
2.

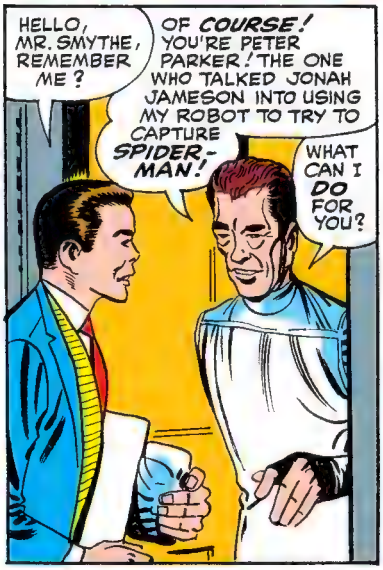
AS FAR AS I'M CONCERNED, THE SOONER THEY BOUNCE YOU OUT OF HERE, THE BETTER! AND IF YOU DON'T STAY AWAY FROM LIZ, I MIGHT DO THE BOUNCING MYSELF!
NOW I SEE WHY YOU'RE SO POPULAR, FLASH! IT'S BECAUSE OF YOUR GENTLE NATURE AND SUNNY DISPOSITION!
THE POOR KNUCKLE-HEAD DOESN'T KNOW IF HE'S BEING PRAISED OR PANNED!


A FEW HOURS LATER...
BECAUSE IT'S SO CLOSE TO GRADUATION, THE SENIOR CLASS CAN LEAVE EARLY, TO GIVE YOU TIME TO ATTEND TO YOUR GOWNS, CAPS AND OTHER ODDS AND ENDS...!
NOT TO MENTION A CERTAIN SPIDER-MAN COSTUME WHICH I'VE GOT TO GET BACK BY HOOK OR CROOK!

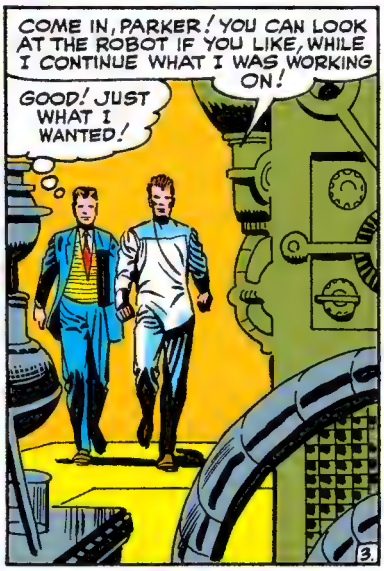
SAY, LIZ! BEFORE YOU HEAD FOR HOME, HOW'S ABOUT HAVIN' A SODA WITH ME...?
NOT NOW! NOT TOMORROW! NOT EVER! DO I MAKE MYSELF CLEAR?
AH HA! SO I'M NOT THE ONLY ONE SHE'S MAD AT!

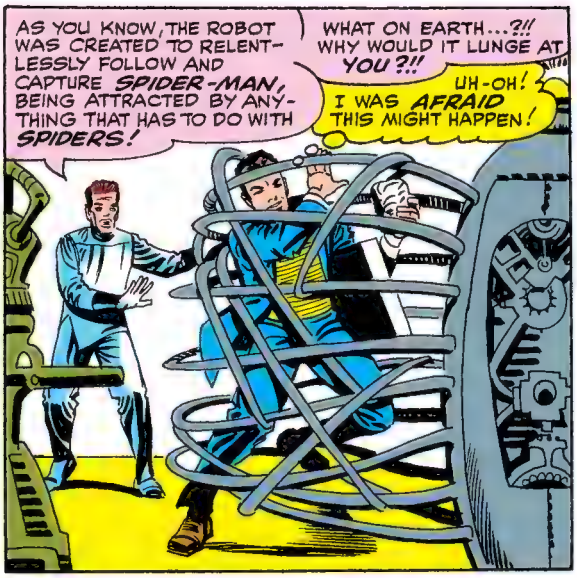
THERE'S SOMETHING BOTHERING LIZ...BUT I CAN'T WORRY ABOUT IT NOW! THIS IS MY CHANCE TO TRY THE LITTLE PLAN I'VE BEEN HATCHING!


LATER, AT THE HOME OF SPENCER SMYTHE, INVENTOR EXTRAORDINARY, (WHOM YOU MET IN SPIDER-MAN #25, REMEMBER?)...
ALTHOUGH I WON THE BATTLE WITH SMYTHE'S ROBOT, I LEFT MY COSTUME BEHIND! BUT, IF I PLAY MY CARDS RIGHT, I SHOULD BE ABLE TO GET IT BACK NOW!
HOPE HE'S IN!
BRRING!

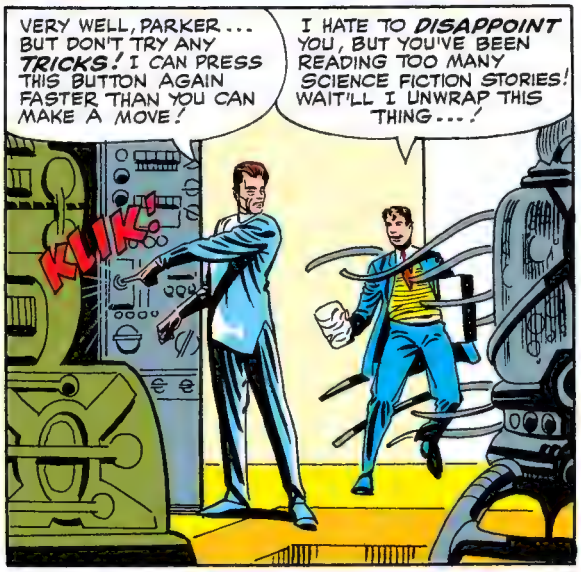

HELLO, MR. SMYTHE, REMEMBER ME?
OF COURSE! YOU'RE PETER PARKER! THE ONE WHO TALKED JONAH JAMESON INTO USING MY ROBOT TO TRY TO CAPTURE SPIDER-MAN!
WHAT CAN I DO FOR YOU?

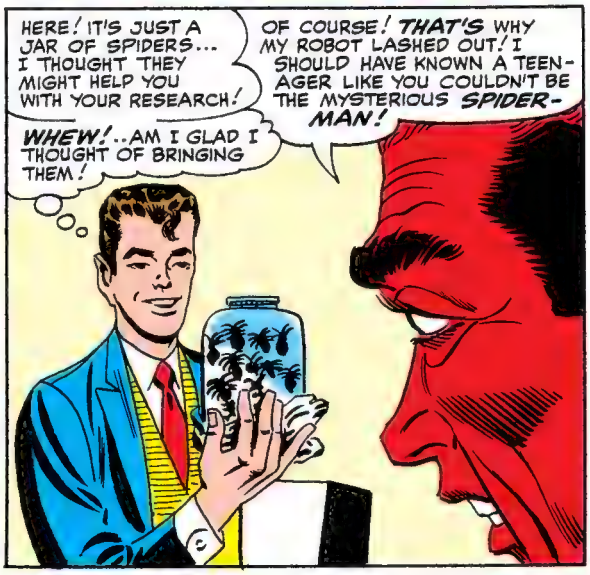
THE LAST TIME YOU USED THE ROBOT, SPIDER-MAN MANAGED TO WIN! I WAS WONDERING IF YOU'VE MADE ANY IMPROVEMENTS ON IT SINCE THEN?
NO, I HAVEN'T HAD TIME! SINCE REPAIRING IT, I'VE BEEN BUSY WITH A NEW PROJECT!

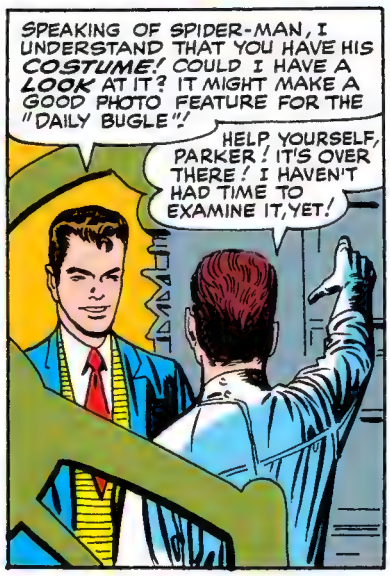

COME IN, PARKER! YOU CAN LOOK AT THE ROBOT IF YOU LIKE, WHILE I CONTINUE WHAT I WAS WORKING ON!
GOOD! JUST WHAT I WANTED!


AS YOU KNOW, THE ROBOT WAS CREATED TO RELENTLESSLY FOLLOW AND CAPTURE SPIDER-MAN, BEING ATTRACTED BY ANYTHING THAT HAS TO DO WITH SPIDERS!
WHAT ON EARTH...?!! WHY WOULD IT LUNGE AT YOU?!!
UH-OH! I WAS AFRAID THIS MIGHT HAPPEN!

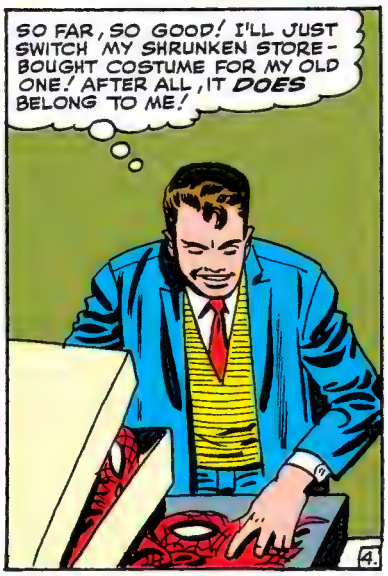
MY ROBOT WOULD NEVER ACT THAT WAY UNLESS IT SENSED SOMETHING SPIDERY NEARBY! CAN IT BE THAT YOU...?!!
FORGET IT, MISTER! IT'S THIS PACKAGE I'M HOLDING! SHUT OFF THE MACHINE AND I'LL SHOW YOU!


VERY WELL, PARKER... BUT DON'T TRY ANY TRICKS! I CAN PRESS THIS BUTTON AGAIN FASTER THAN YOU CAN MAKE A MOVE!
I HATE TO DISAPPOINT YOU, BUT YOU'VE BEEN READING TOO MANY SCIENCE FICTION STORIES! WAIT'LL I UNWRAP THIS THING...!
KLIK!


HERE! IT'S JUST A JAR OF SPIDERS... I THOUGHT THEY MIGHT HELP YOU WITH YOUR RESEARCH!
OF COURSE! THAT'S WHY MY ROBOT LASHED OUT! I SHOULD HAVE KNOWN A TEENAGER LIKE YOU COULDN'T BE THE MYSTERIOUS SPIDER-MAN!
WHEW!..AM I GLAD I THOUGHT OF BRINGING THEM!

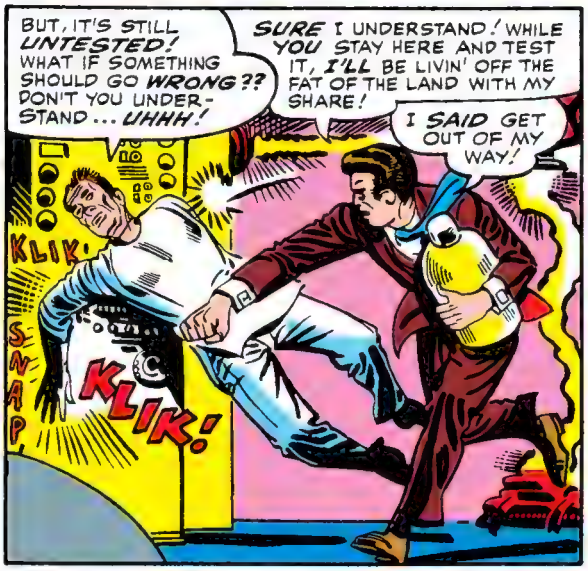

SPEAKING OF SPIDER-MAN, I UNDERSTAND THAT YOU HAVE HIS COSTUME! COULD I HAVE A LOOK AT IT? IT MIGHT MAKE A GOOD PHOTO FEATURE FOR THE "DAILY BUGLE"!
HELP YOURSELF, PARKER! IT'S OVER THERE! I HAVEN'T HAD TIME TO EXAMINE IT, YET!

THE DOORBELL! THAT MUST BE MY ASSISTANT! AND ABOUT TIME, TOO! HE'S A HALF HOUR LATE!
BRINNG!
I'LL GET OUT OF YOUR WAY IN A MINUTE! ALL I WANT IS ONE LOOK AT THIS COSTUME!


SO FAR, SO GOOD! I'LL JUST SWITCH MY SHRUNKEN STORE-BOUGHT COSTUME FOR MY OLD ONE! AFTER ALL, IT DOES BELONG TO ME!

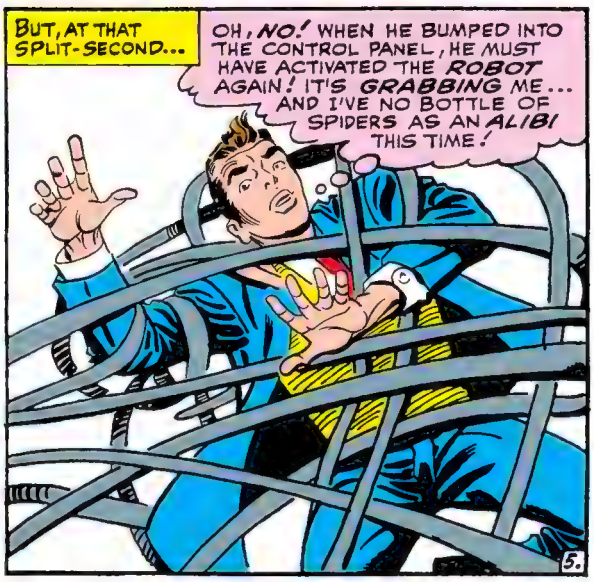
AND THAT'S THAT! NOW I'LL JUST... HEY! WHAT'S GOING ON?
BUT, YOU CAN'T WALK OUT ON ME NOW! I SUPPLIED ALL THE MONEY, ALL THE EQUIPMENT! THE WHOLE IDEA WAS MINE!
SO WHAT? WE WORKED ON IT TOGETHER, DIDN'T WE? I'M TAKING MY SHARE AND SELLING IT TO THE HIGHEST BIDDER! AND YOU CAN'T STOP ME!

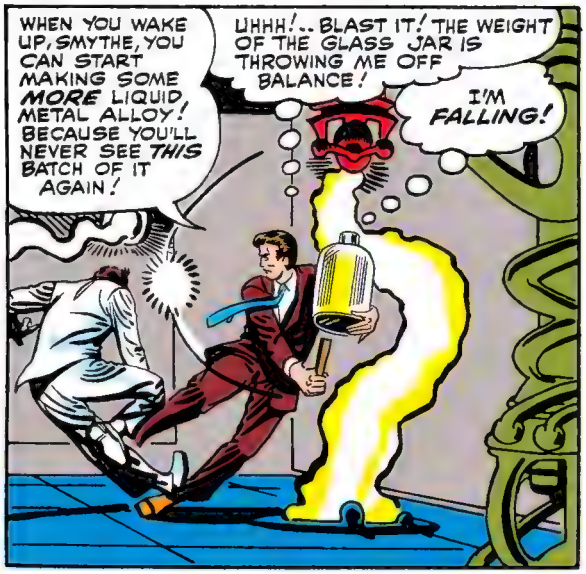
I NEVER DID TRUST YOU, RAXTON, BUT THIS TIME YOU'VE GONE TOO FAR! I WON'T LET YOU DO IT!
LOOK, SMYTHE... THIS LIQUID METAL ALLOY IS WORTH A FORTUNE, AND I'M NOT WAITING ANY LONGER TO GET MY SHARE! NOW GET OUT OF MY WAY!


BUT, IT'S STILL UNTESTED! WHAT IF SOMETHING SHOULD GO WRONG?? DON'T YOU UNDERSTAND... UHHH!
SURE I UNDERSTAND! WHILE YOU STAY HERE AND TEST IT, I'LL BE LIVIN' OFF THE FAT OF THE LAND WITH MY SHARE!
I SAID GET OUT OF MY WAY!
KLIK
SNAP
KLIK!

THAT'LL SHOW YOU I'M NOT KIDDING! IF YOU WANT MORE JUST ASK FOR IT!
I'D BETTER HELP SMYTHE STOP HIM! I SHOULD BE ABLE TO DO IT WITHOUT GIVING AWAY MY SPIDER POWER! AFTER ALL, HE'S JUST AN ORDINARY GUY!

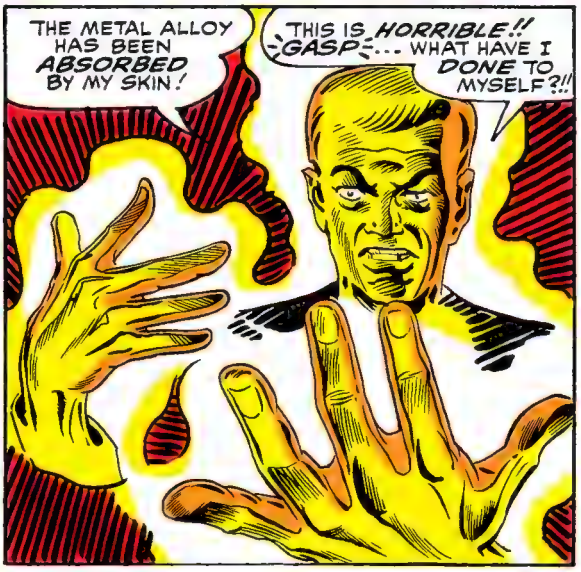
I WON'T LET YOU DO IT! IT BELONGS TO ME! YOU'RE NOT ROBBING ME OF MY WORK, YOU CROOK! YOU WON'T GET AWAY WITH THIS!
HOLD HIM, MR. SMYTHE! I'LL HELP YOU...!
OH, NO? JUST WATCH ME!

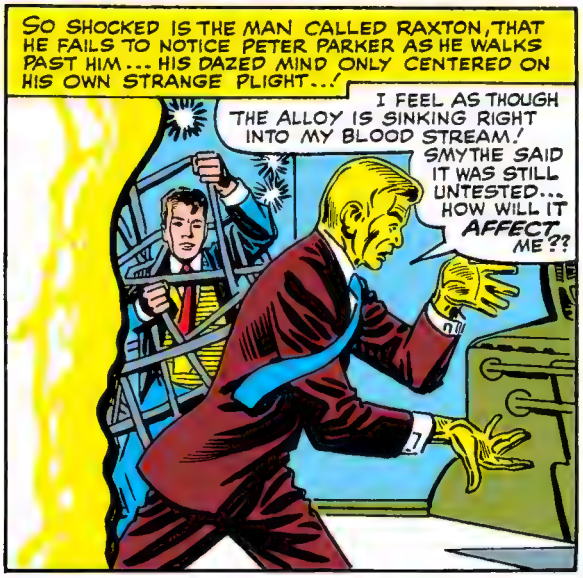

BUT, AT THAT SPLIT-SECOND...
OH, NO! WHEN HE BUMPED INTO THE CONTROL PANEL, HE MUST HAVE ACTIVATED THE ROBOT AGAIN! IT'S GRABBING ME... AND I'VE NO BOTTLE OF SPIDERS AS AN ALIBI THIS TIME!

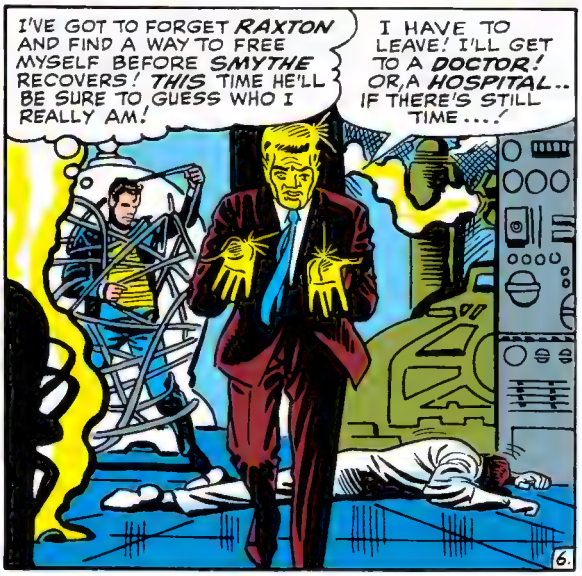

WHEN YOU WAKE UP, SMYTHE, YOU CAN START MAKING SOME MORE LIQUID, METAL ALLOY! BECAUSE YOU'LL NEVER SEE THIS BATCH OF IT AGAIN!
UHHH!.. BLAST IT! THE WEIGHT OF THE GLASS JAR IS THROWING ME OFF BALANCE!
I'M FALLING!

THE JAR STRUCK THE WALL... IT BROKE!! THE LIQUID IS ALL SPILLING OUT!
THIS MEANS WE BOTH LOSE!! IT WAS THE ONLY BATCH WE PRODUCED! WE'LL HAVE TO START, ALL OVER AGAIN!

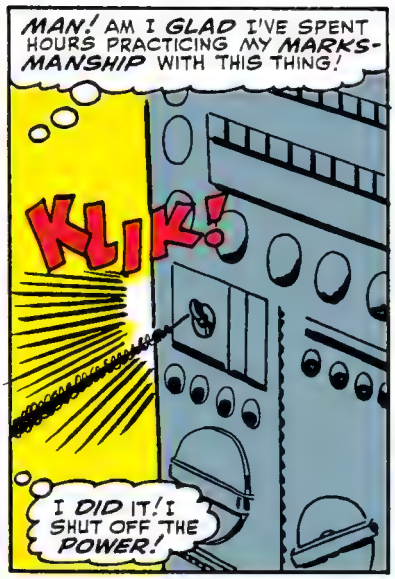
BUT THEN, THE SIGHT WHICH GREETS PETER PARKER'S STARTLED EYES IS SO INCREDIBLE, THE TEENAGER MOMENTARILY FORGETS HIS OWN PREDICAMENT...
THE ALLOY COVERED RAXTON FROM HEAD TO FOOT!
BUT NOW WHAT'S HAPPENING??


THE METAL ALLOY HAS BEEN ABSORBED BY MY SKIN!
THIS IS HORRIBLE!! GASP... WHAT HAVE I DONE TO MYSELF?!!

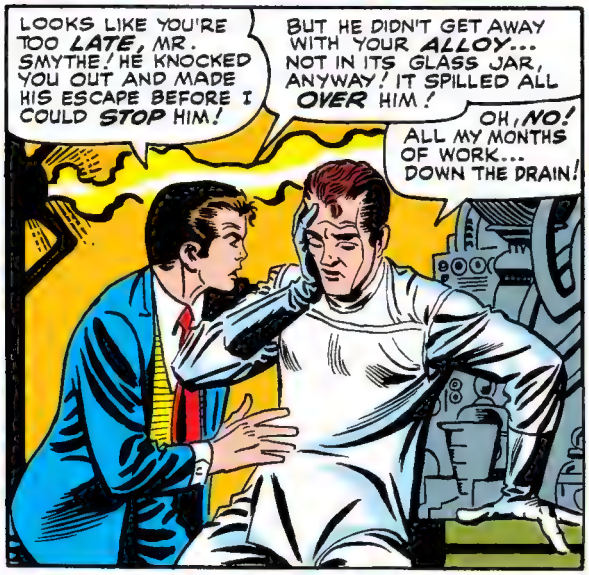

SO SHOCKED IS THE MAN CALLED RAXTON, THAT HE FAILS TO NOTICE PETER PARKER AS HE WALKS PAST HIM... HIS DAZED MIND ONLY CENTERED ON HIS OWN STRANGE PLIGHT...!
I FEEL AS THOUGH THE ALLOY IS SINKING RIGHT INTO MY BLOOD STREAM! SMYTHE SAID IT WAS STILL UNTESTED... HOW WILL IT AFFECT ME??

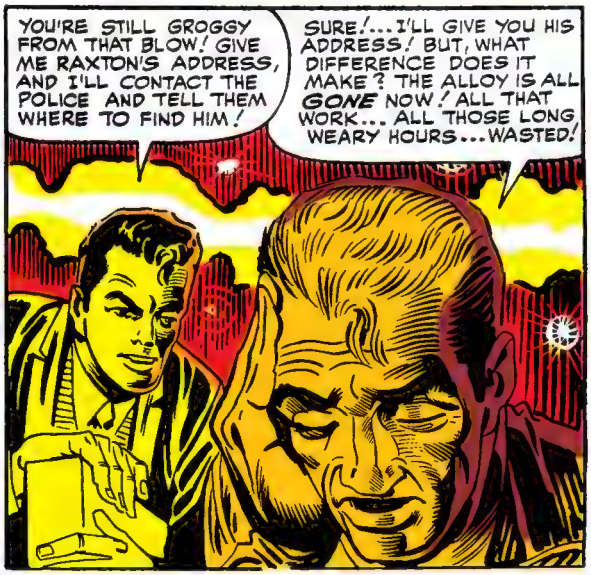

I'VE GOT TO FORGET RAXTON AND FIND A WAY TO FREE MYSELF BEFORE SMYTHE RECOVERS! THIS TIME HE'LL BE SURE TO GUESS WHO I REALLY AM!
I HAVE TO LEAVE! I'LL GET TO A DOCTOR! OR, A HOSPITAL.. IF THERE'S STILL TIME...!

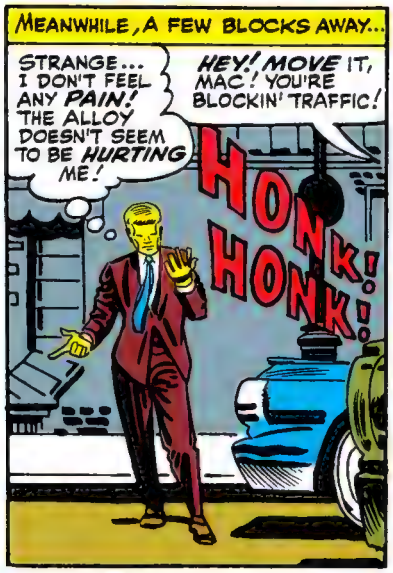
I KNOW MY SPIDER-STRENGTH CAN'T FREE ME FROM THESE SPECIALLY-MADE STEEL BANDS, BECAUSE I'VE TRIED IT BEFORE!
SO, IT'S ALL UP TO MY LITTLE WEB-SHOOTER NOW!


MAN! AM I GLAD I'VE SPENT HOURS PRACTICING MY MARKSMANSHIP WITH THIS THING!
KLIK!
I DID IT! I SHUT OFF THE POWER!

AND, JUST IN THE NICK OF TIME! SMYTHE IS COMING TO!
RAXTON! I'VE GOT TO STOP RAXTON!


LOOKS LIKE YOU'RE TOO LATE, MR. SMYTHE! HE KNOCKED YOU OUT AND MADE HIS ESCAPE BEFORE I COULD STOP HIM!
BUT HE DIDN'T GET AWAY WITH YOUR ALLOY... NOT IN ITS GLASS JAR, ANYWAY! IT SPILLED ALL OVER HIM!
OH, NO! ALL MY MONTHS OF WORK... DOWN THE DRAIN!


YOU'RE STILL GROGGY FROM THAT BLOW! GIVE ME RAXTON'S ADDRESS, AND I'LL CONTACT THE POLICE AND TELL THEM WHERE TO FIND HIM!
SURE!... I'LL GIVE YOU HIS ADDRESS! BUT, WHAT DIFFERENCE DOES IT MAKE? THE ALLOY IS ALL GONE NOW! ALL THAT WORK... ALL THOSE LONG WEARY HOURS... WASTED!


MEANWHILE, A FEW BLOCKS AWAY...
STRANGE... I DON'T FEEL ANY PAIN! THE ALLOY DOESN'T SEEM TO BE HURTING ME!
HEY! MOVE IT, MAC! YOU'RE BLOCKIN' TRAFFIC!
HONK! HONK!

YOU DUMB-LOOKIN' CREEP! DON'TCHA KNOW BETTER THAN TO DO YOUR DAYDREAMIN' IN THE MIDDLE OF THE ROAD?!?!
WHO DO YOU THINK YOU'RE CALLIN' A CREEP?!

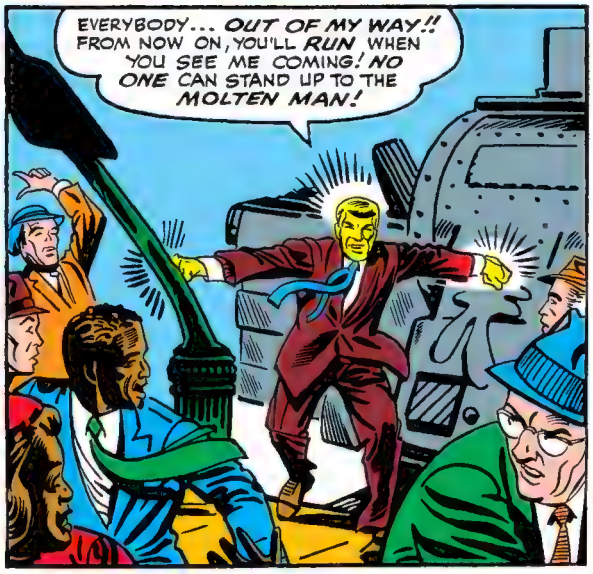
THEN, ALMOST WITHOUT CONSCIOUS THOUGHT, THE MOLTEN-SKINNED MAN LASHES OUT IN RAGE, STRIKING AT THE OBJECT NEAREST HIM...!
NOBODY TALKS TO ME LIKE THAT!
WHONK!

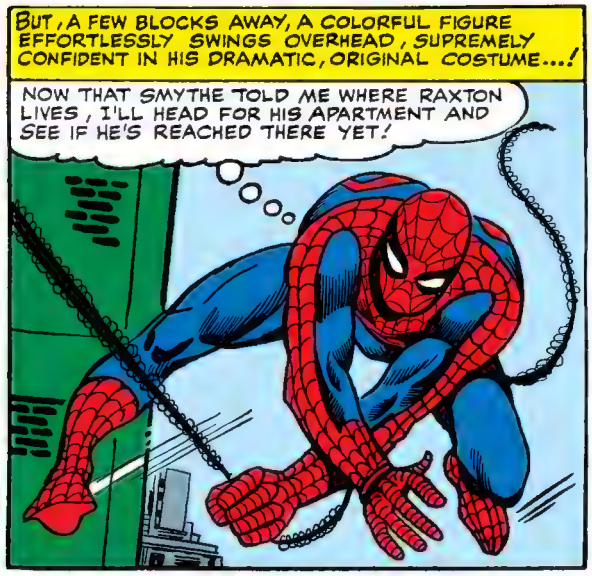
THEN, SLOWLY, STAGGERINGLY...THE AWESOME REALIZATION DAWNS...!
I BUCKLED THIS STEEL HOOD WITH MY BARE HANDS!
THE METAL ALLOY... IT'S GIVEN ME SOME FORM OF SUPER STRENGTH!

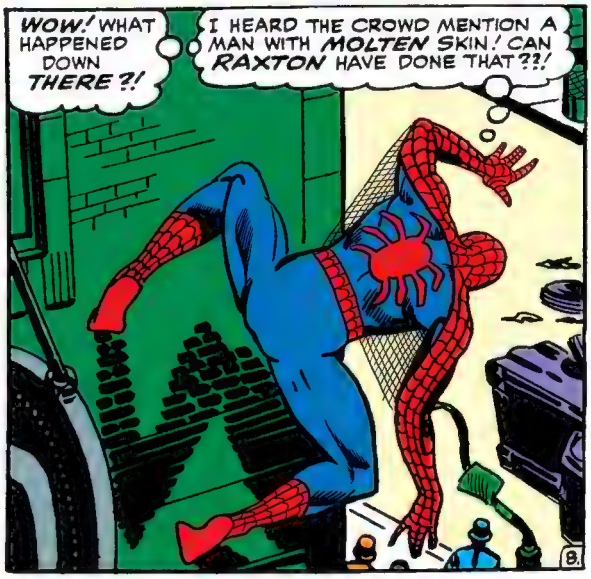
EVEN THOUGH MY FINGERS ARE STILL FLEXIBLE, THEY HAVE THE POWER OF SOLID METAL!
I CAN USE THEM LIKE WEAPONS... WITHOUT FEELING ANY PAIN!!

HAH! THAT FRIGHTENED FOOL LEAPED OUT OF HIS CAR AND RAN OFF! LET HIM GO! LET THEM ALL GO! THEY CAN'T HARM ME!

I'VE BECOME AN ACTUAL MOLTEN MAN! I CAN DO ANYTHING...TAKE ANYTHING...!
I'VE BEEN GIVEN POWER!! POWER BEYOND MY WILDEST DREAMS!


EVERYBODY... OUT OF MY WAY!! FROM NOW ON, YOU'LL RUN WHEN YOU SEE ME COMING! NO ONE CAN STAND UP TO THE MOLTEN MAN!


BUT, A FEW BLOCKS AWAY, A COLORFUL FIGURE EFFORTLESSLY SWINGS OVERHEAD, SUPREMELY CONFIDENT IN HIS DRAMATIC, ORIGINAL COSTUME...!
NOW THAT SMYTHE TOLD ME WHERE RAXTON LIVES, I'LL HEAD FOR HIS APARTMENT AND SEE IF HE'S REACHED THERE YET!


WOW! WHAT HAPPENED DOWN THERE?!
I HEARD THE CROWD MENTION A MAN WITH MOLTEN SKIN! CAN RAXTON HAVE DONE THAT??!
8

SECONDS LATER...
THE EYE-WITNESSES CLAIM SOME GUY WITH MOLTEN SKIN PLOWED THROUGH THE STREET LIKE A SHERMAN TANK!
BRO-THER! HOW DO WE REPORT A THING LIKE THAT TO THE PRECINCT?

AND, IN A NEARBY ALLEY...
TOO MANY COPS AROUND! I'LL STAY OUT OF SIGHT TILL I MAKE SOME PLANS!
THAT HAT WILL HELP ME TO ESCAPE BEING NOTICED!

IF I KEEP IN THE SHADOWS, I SHOULD BE ABLE TO MAKE IT HOME WITHOUT ANY TROUBLE...!

MADE IT! NOW I'M REALLY SAFE! SAFE TO MAKE MY PLANS... TO FIGURE OUT A WAY TO CASH IN ON MY NEW-FOUND POWER!

IT WAS A ONE-IN-A-MILLION ACCIDENT THAT GAVE ME THIS CHANCE... AND I'M NOT GONNA DO ANYTHING TO BLOW THE BIT!

I'VE GOT TO DREAM UP A A REALLY BIG CRIME... ONE THAT'S WORTH ALL MY POWER!
BUT FIRST, I'LL FIND A HIDEOUT BEFORE SMYTHE SENDS THE POLICE HERE!

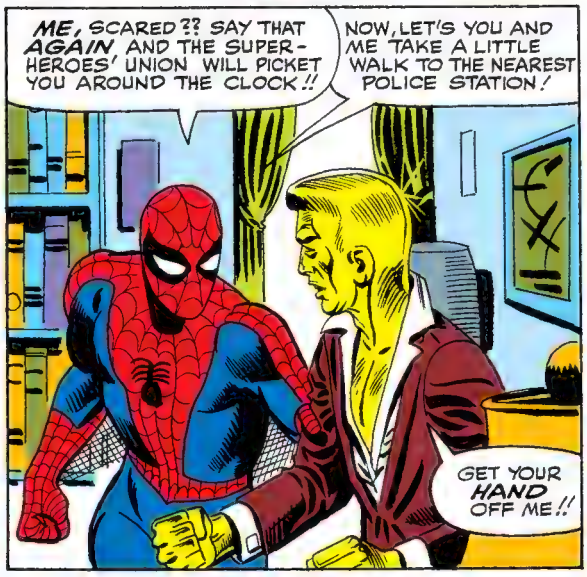
HOLD IT, RAXTON! YOU'RE NOT GOING ANYWHERE!
SPIDER-MAN! WHAT ARE YOU DOING HERE?
OH, JUST HANGING AROUND!

LOOK, SUPPOSE YOU SAVE US BOTH A LOT OF TROUBLE BY GIVING YOURSELF UP! THERE AREN'T ANY REAL SERIOUS CHARGES AGAINST YOU!
BUT THERE MAY BE IF YOU KEEP RUNNING AROUND TOWN, WRECKING THINGS!
FOOL! YOU DON'T SUSPECT MY STRENGTH!

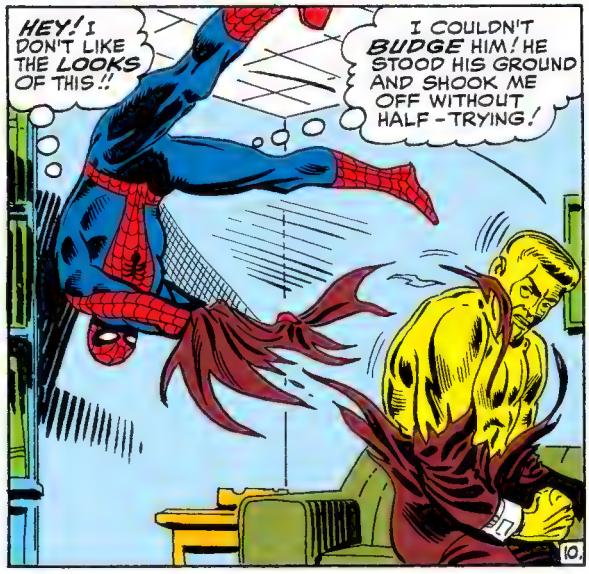
EVEN YOU CAN'T STOP ME! I'VE GOT THE POWER OF MOLTEN METAL!
YOU SHOULD HAVE TOLD ME SOONER... I'D HAVE BAKED A CAKE!

I HOPE I CAN STAY OUT OF HIS WAY! I DON'T WANT TO GO TO GRADUATION WITH BRUISES ON MY FACE!
WHUMP!
SAY! HE'S NOT KIDDIN' WITH THAT PUNCH OF HIS!

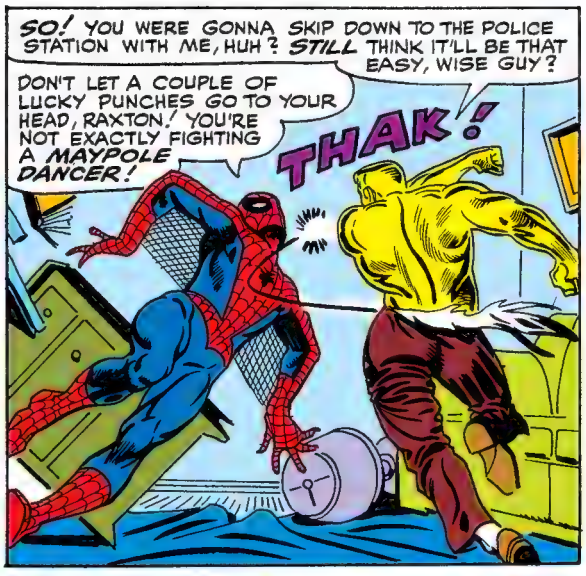
LOOK, RAXTON... SMASHING UP THE PLACE ISN'T GOING TO DO ANY GOOD! SUPPOSE WE TALK THIS OVER...?
HAH! I KNEW IT! YOU'RE SCARED! YOU'RE TRYING TO GET OUT OF IT!


ME, SCARED?? SAY THAT AGAIN AND THE SUPER-HEROES' UNION WILL PICKET YOU AROUND THE CLOCK!!
NOW, LET'S YOU AND ME TAKE A LITTLE WALK TO THE NEAREST POLICE STATION!
GET YOUR HAND OFF ME!!

YOU'RE NOT DEALING WITH SOME CHEAP, PENNY-ANTE CROOK NOW!! WHEN I GET AHOLD OF YOU, I'LL...!
I KNOW! I KNOW! THEY ALL MAKE THE SAME CORNY SPEECH!!


HEY! I DON'T LIKE THE LOOKS OF THIS!!
I COULDN'T BUDGE HIM! HE STOOD HIS GROUND AND SHOOK ME OFF WITHOUT HALF-TRYING!

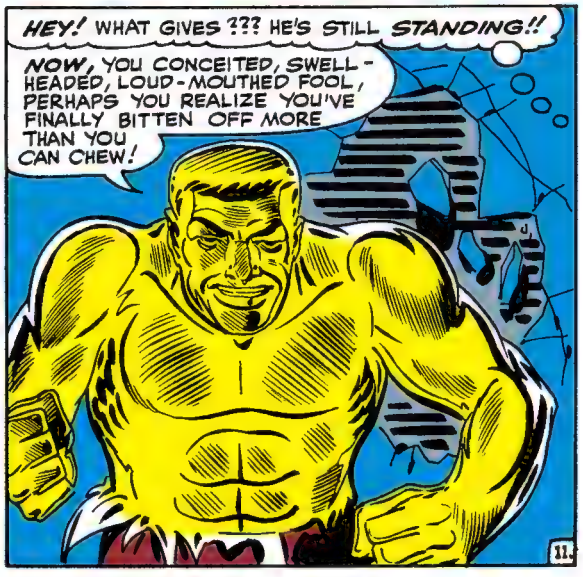
THEN, BEFORE THE AMAZING TEENAGER CAN RECOVER HIMSELF ...!
YEEOWWFFF!
HE'S GOT A PUNCH LIKE A SLEDGE HAMMER!
HAH! I KNEW I'D LAND ONE ON YOU SOONER OR LATER!
WOK!

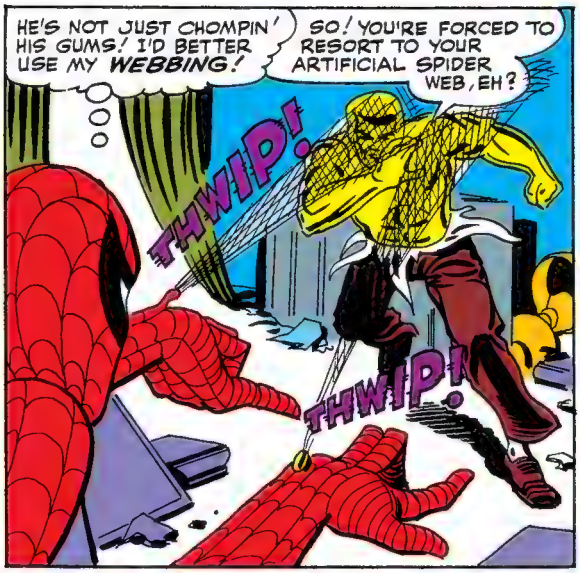

SO! YOU WERE GONNA SKIP DOWN TO THE POLICE STATION WITH ME, HUH? STILL THINK IT'LL BE THAT EASY, WISE GUY?
DON'T LET A COUPLE OF LUCKY PUNCHES GO TO YOUR HEAD, RAXTON! YOU'RE NOT EXACTLY FIGHTING A MAYPOLE DANCER!
THAK!

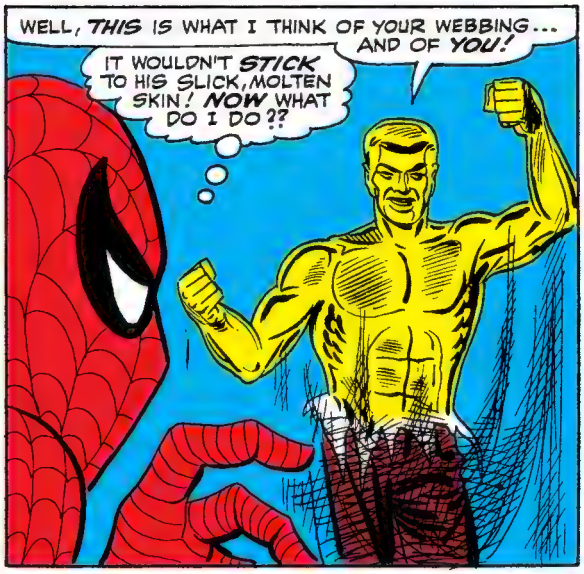
YOU'RE TRYING TO SOUND FLIPPANT, BUT I KNOW YOU FELT THOSE PUNCHES...!
I'LL ADMIT I WOULDN'T WANT A STEADY DIET OF THEM... BUT, NOW LET'S SEE HOW YOU CAN TAKE IT!!

CLOP!
I HOPE YOUR BLUE CROSS IS ALL PAID UP, RAXTON... BECAUSE I'M THROUGH KIDDING AROUND WITH YOU!

BYOINK!
YOU SHOULD BE FLATTERED, FELLA... I USUALLY SAVE THIS PUNCH FOR CELEBRITY-TYPE VILLAINS!
HAHA!

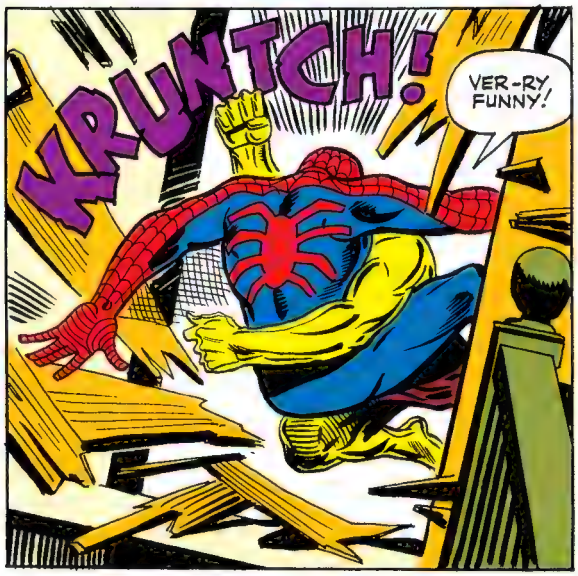

HEY! WHAT GIVES??? HE'S STILL STANDING!!
NOW, YOU CONCEITED, SWELL-HEADED, LOUD-MOUTHED FOOL, PERHAPS YOU REALIZE YOU'VE FINALLY BITTEN OFF MORE THAN YOU CAN CHEW!

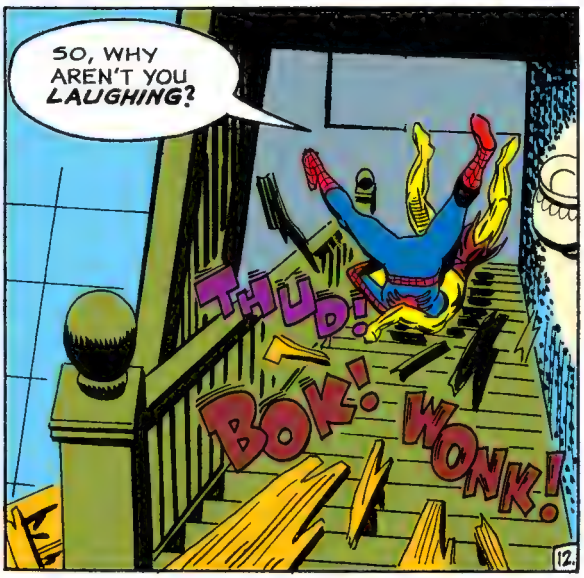

HE'S NOT JUST CHOMPIN' HIS GUMS! I'D BETTER USE MY WEBBING!
SO! YOU'RE FORCED TO RESORT TO YOUR ARTIFICIAL SPIDER WEB, EH?
THWIP!
THWIP!

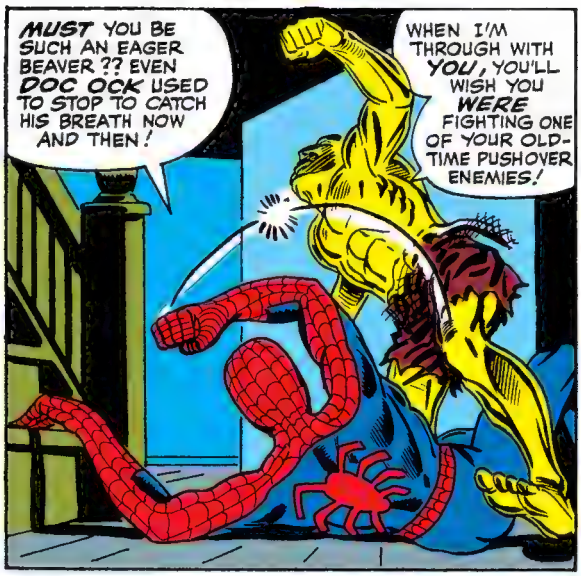

WELL, THIS IS WHAT I THINK OF YOUR WEBBING... AND OF YOU!
IT WOULDN'T STICK TO HIS SLICK, MOLTEN SKIN! NOW WHAT DO I DO??

SINCE YOU'RE IN COSTUME, I'LL CREATE A SIMILAR EFFECT! THERE! FROM NOW ON, EVERY-ONE WILL RECOGNIZE THE MOLTEN MAN!
A FIGHT LIKE THIS I NEEDED LIKE A HOLE IN THE HEAD!

YOU CAN'T HURT ME WITH YOUR FISTS, OR ENSNARE ME WITH YOUR WEB! SO, WHAT DO YOU TRY NEXT, MASKED MAN?
SEARCH ME! MAYBE WE COULD HAVE A TIDDLY-WINK CONTEST!

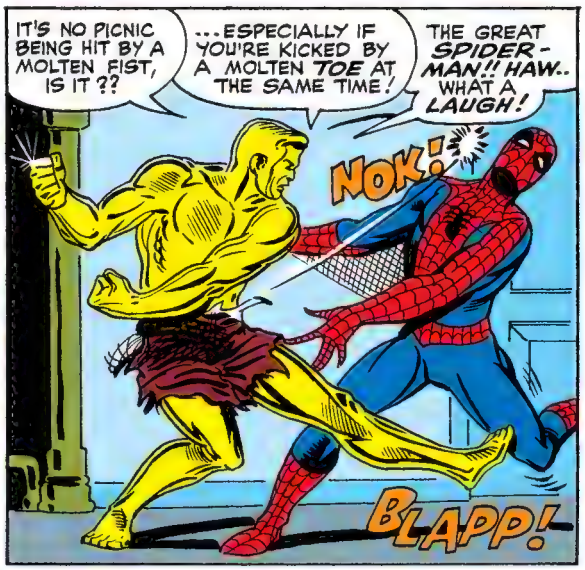

KRUNTCH!
VER-RY FUNNY!

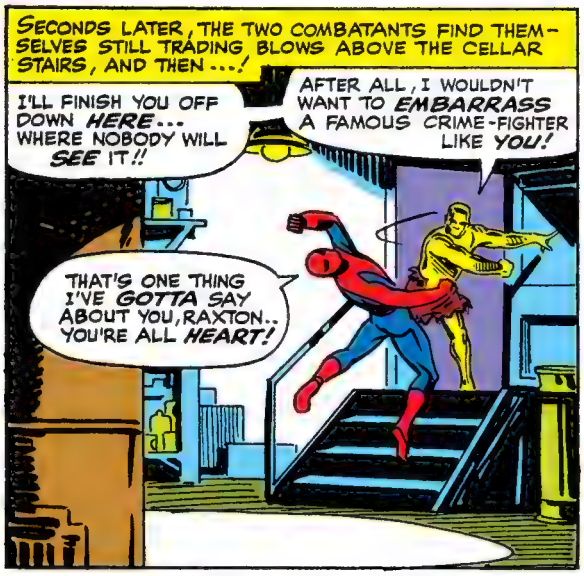

SO, WHY AREN'T YOU LAUGHING?
THUD!
BOK!
WONK!


MUST YOU BE SUCH AN EAGER BEAVER ?? EVEN DOC OCK USED TO STOP TO CATCH HIS BREATH NOW AND THEN!
WHEN I'M THROUGH WITH YOU, YOU'LL WISH YOU WERE FIGHTING ONE OF YOUR OLD-TIME PUSHOVER ENEMIES!

NOW WAIT A MINUTE! I FEEL REAL SENTIMENTAL ABOUT MY OLD SPARRING PARTNERS!
SO LET'S HEAR YOU SPEAK A LITTLE MORE RESPECTFULLY ABOUT THEM!
I KNEW IT! YOU'RE NOTHING BUT A FULL-TIME NUT!

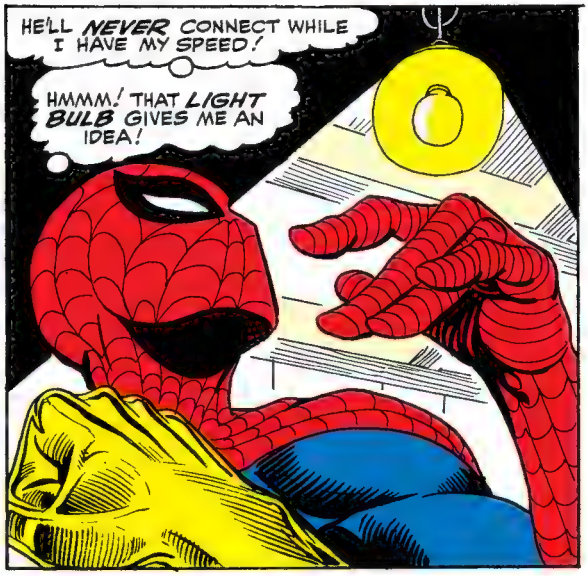
AND, WHAT'S EVEN WORSE, YOUR PUNCHES ARE GETTING WEAKER AND WEAKER!
HE'S WRONG! I'M SWINGING AS HARD AS EVER! BUT, HE'S TELLING THE TRUTH... I'M JUST NOT HURTING HIM!


IT'S NO PICNIC BEING HIT BY A MOLTEN FIST, IS IT ??
...ESPECIALLY IF YOU'RE KICKED BY A MOLTEN TOE AT THE SAME TIME!
THE GREAT SPIDER-MAN!! HAW.. WHAT A LAUGH!
NOK!
BLAPP!


SECONDS LATER, THE TWO COMBATANTS FIND THEMSELVES STILL TRADING BLOWS ABOVE THE CELLAR STAIRS, AND THEN ...!
I'LL FINISH YOU OFF DOWN HERE... WHERE NOBODY WILL SEE IT!!
AFTER ALL, I WOULDN'T WANT TO EMBARRASS A FAMOUS CRIME-FIGHTER LIKE YOU!
THAT'S ONE THING I'VE GOTTA SAY ABOUT YOU, RAXTON.. YOU'RE ALL HEART!

IF I WERE YOU, SPIDER-MAN, I WOULDN'T WASTE MY BREATH ON THOSE CORNY REMARKS! YOU'LL BE NEEDING IT SOON!
HE ISN'T EVEN SCRATCHED!! HOW AM I GONNA STOP HIM ??!

NO SENSE WASTING MY STRENGTH PUNCHING HIM! I'LL JUST USE MY SPIDER SPEED TO DODGE HIS BLOWS!
ALL I HAVE TO DO IS CONNECT ONCE MORE, AND YOU'VE HAD IT, MISTER!

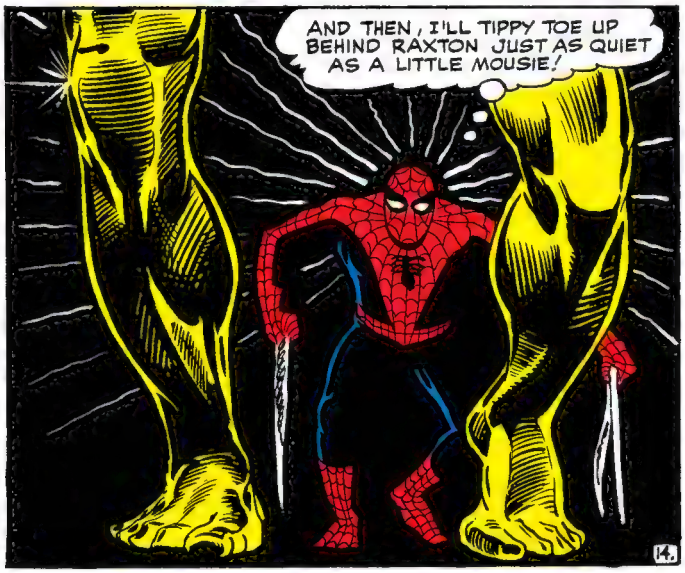

HE'LL NEVER CONNECT WHILE I HAVE MY SPEED!
HMMM! THAT LIGHT BULB GIVES ME AN IDEA!

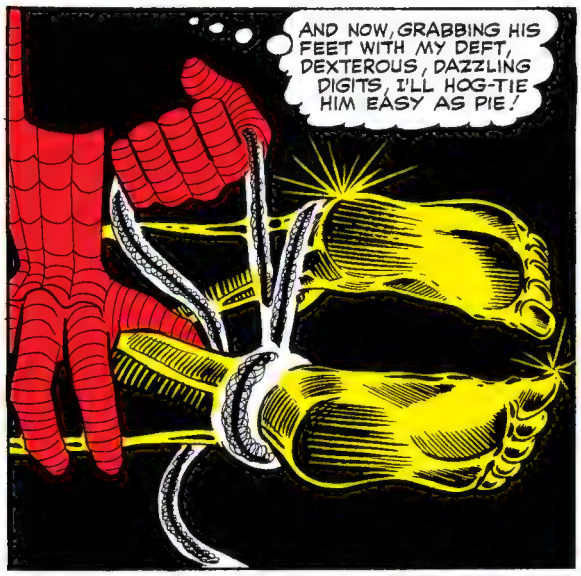
A PENNY SAVED IS A PENNY EARNED... SO LET'S NOT WASTE ELECTRICITY!
TLANNKLE,

AND NOW, RAXTON! LET'S SEE HOW WELL YOU FIGHT IN THE DARK!
I..I CAN'T SEE!

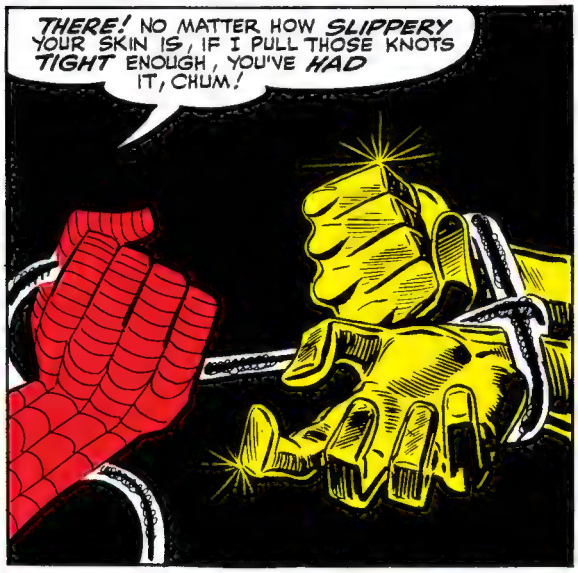
IZZAT SO?? WHAT A PITY!
TOO BAD YOU DON'T HAVE A SWINGIN' SPIDER SENSE TO GUIDE YOU!

NOW I'M REALLY IN MY ELEMENT! FIRST THING I'LL DO IS MAKE A ROPE OF EXTRA-THICK WEBBING!


AND THEN, I'LL TIPPY TOE UP BEHIND RAXTON JUST AS QUIET AS A LITTLE MOUSIE!


AND NOW, GRABBING HIS FEET WITH MY DEFT, DEXTEROUS, DAZZLING DIGITS, I'LL HOG-TIE HIM EASY AS PIE!

UH UH! YOU SHOULDN'T HAVE REACHED OVER HERE TO GRAB ME! I HAD THIS LITTLE LOOP ALL WAITING FOR YOU!


THERE! NO MATTER HOW SLIPPERY YOUR SKIN IS, IF I PULL THOSE KNOTS TIGHT ENOUGH, YOU'VE HAD IT, CHUM!

I SUPPOSE YOU THINK I'M HELPLESS NOW, HUH?
HEAVENS, NO! YOU CAN STILL FLUTTER YOUR EYELIDS!
NOW GIVE YOUR TONSILS A REST WHILE I DRAG YOU OUT OF HERE!

HE IS SLIPPERY! WHILE I WAS HAULING HIM UP THE STEPS, HE WAS LOOSENING MY WEBBING AGAIN!
HOLD IT, GOLDEN BOY! YOU'RE NOT WIGGLING OUT OF THAT WEBBING A SECOND TIME!

THERE! YOUR HELPFUL OL' SPIDER-MAN WILL MAKE IT ALL NICE AND SNUG AGAIN!
SAY! YOU OUGHTTA DO SOMETHING ABOUT THOSE CALLOUSES! MAYBE THE LAUNDRY DETERGENT YOU'VE BEEN USING IS TOO HARSH!

HAH! I THOUGHT YOU'D GET CARELESS AND OVERCONFIDENT! NOW IT'S MY TURN!
I'LL KEEP SLAMMING YOU AROUND UNTIL YOU GET THAT WEBBING OFF ME!
OOOF!

WHAT'S WRONG WITH YOU?? HAVEN'T YOU ENOUGH SENSE TO KNOW WHEN YOU'RE BEATEN??
IF I HAD ANY SENSE, WOULD I BE IN A BUSINESS LIKE THIS??!

OKAY, I GUESS I'VE WAITED LONG ENOUGH!
WAITED?? FOR WHAT?? WHAT ARE YOU TALKING ABOUT?
YOU MEAN THERE'S SOMETHING YOU DON'T KNOW??!

WELL, I'LL ENLIGHTEN YOU, RAXTON! I WAS JUST LETTING YOU TOSS ME AROUND WHILE I WAITED FOR MY WEBBING TO HARDEN! AND NOW, EVEN YOU CAN'T GET LOOSE!
FOOTSTEPS! SOUNDS LIKE SOMEONE'S COMING!
YOU'RE NOT JUST GONNA LEAVE ME HERE LIKE THIS, ARE YOU?

DON'T WORRY, RAXIE... YOU WON'T BE LONELY! THEY SAY THE POLICE ARE REAL GOOD COMPANY!
MINUTES AGO I WAS ON TOP OF THE WORLD! AND NOW... I DON'T GET IT!
THIS IS WHERE SMYTHE SAID WE'D FIND THAT GUY WHO ... HEY! LOOK AT THAT!

SORRY I DON'T HAVE TIME TO STAY AND CHAT WITH THEM FOR A WHILE... BUT I'M IN A HURRY!
I WONDER HOW MANY OTHER FELLAS IN MY PROFESSION HAVE TO HURRY HOME IN TIME FOR THEIR HIGH SCHOOL GRADUATION?!!

THUS, A SHORT TIME LATER, AT THE HAPPY, HUMBLE, MORTGAGED HOME OF PETER PARKER...
AUNT MAY! AREN'T YOU READY YET? THE GRADUATION CEREMONY STARTS IN A LITTLE WHILE!
YOU RUN ALONG, PETER DEAR! I'LL BE GOING WITH MRS. WATSON IN A HALF HOUR!
I KNOW YOU HAVE TO BE THERE EARLY, IN ORDER TO GET ALL PREPARED FOR THE BIG MOMENT!
OH, PETER, YOUR UNCLE BEN WOULD HAVE BEEN SO PROUD OF YOU!
MY LITTLE BOY... GRADUATING WITH HONORS!
WELL, IF "YOUR LITTLE BOY" DOESN'T GET GOING, HE'S LIABLE TO MISS THE WHOLE THING! DON'T BE LATE NOW, HEAR?
TO MY OWN NEPHEW'S GRADUATION? OH, PETER!
AND, THEN, AT MIDTOWN HIGH, THE BIG MOMENT FINALLY ARRIVES...
Y'KNOW, I AUTOMATICALLY FEEL 200% SMARTER WITH THIS CRAZY PANCAKE ON MY DOME!
I ALWAYS SAID YOU HAD A FLAT HEAD, CHARLIE, AND NOW WE KNOW IT!
ALL RIGHT, STUDENTS! IT'S TIME TO ASSEMBLE! SINGLE FILE, PLEASE...!
LOOK, MAY! THERE HE IS! IT'S PETER!
OH! ISN'T HE HANDSOME! LET'S WAVE TO HIM, DEAR!
THERE'S AUNT MAY, AND MRS. WATSON! BUT, BETTY BRANT ISN'T HERE! SHE MUST BE MORE ANGRY WITH ME THAN I THOUGHT!*
*AS WE SAW IN SPIDEY #25 AND #26... STAN.
WE'LL SPARE YOU THE EXACT TEXT OF PRINCIPAL DAVIS' SPEECH, BECAUSE IT'S PRETTY MUCH LIKE EVERY OTHER HIGH SCHOOL GRADUATION SPEECH, EXCEPT FOR THIS PART...
AND NOW, I'M PROUD TO ANNOUNCE OUR TWO SCHOLARSHIP AWARDS TO EMPIRE STATE UNIVERSITY, HERE IN NEW YORK CITY!
FOR PROFICIENCY IN ATHLETICS, OUR WINNER IS FLASH THOMPSON!
YIPPEEE!
AND, FOR ACHIEVING THE HIGHEST SCHOLASTIC AVERAGE IN OUR SCHOOL'S HISTORY, A SCIENCE SCHOLARSHIP IS AWARDED TO PETER PARKER!
I DID IT!! THIS MEANS I CAN GO TO COLLEGE... FREE! GOSH, IT'S LIKE A DREAM COME TRUE!
BOY! THE CHICKS'LL GO APE OVER OL' FLASH NOW!
OUR GUEST SPEAKER IS THAT GREAT CIVIC LEADER AND JOURNALIST, MR. J. JONAH JAMESON, PUBLISHER OF THE "DAILY BUGLE"!
GROAN!!
ECHH! THEY'RE MAKING US GET OUR DIPLOMAS THE HARD WAY!
17

AHEM...UNACCUSTOMED AS I AM TO PUBLIC SPEAKING, I SHALL NEVERTHELESS TELL YOU ABOUT MYSELF, WHEN I WAS YOUNG.. TO INSPIRE YOU TO REACH MY PINNACLE OF GREATNESS...!

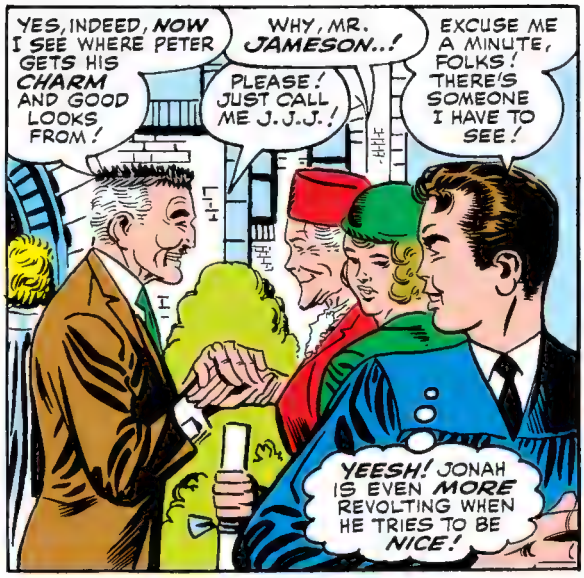
SOMEONE GIVE ME AN ASPIRIN! I'M GONNA BE SICK!
YOU'LL NEED MORE THAN ONE! HE GETS WORSE AS HE GOES ALONG!
IS THAT A SMILE, OR, IS HE WEARING A FRIGHT MASK?

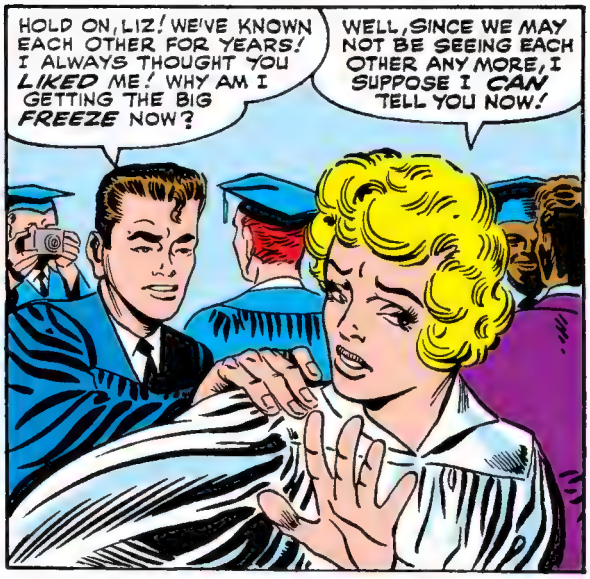
GOSH, LIZ IS STILL DOWN IN THE DUMPS! I'VE NEVER SEEN HER THAT WAY BEFORE! I WONDER WHAT'S WRONG?

LUCKILY, ALL THINGS COME TO AN END... EVEN SPEECHES BY J. JONAH JAMESON! AND SO, WHEN THE COMMENCEMENT IS FINALLY OVER...
THE ONLY THING THAT WOULDA MADE EVERYTHING REALLY PERFECT WOULD HAVE BEEN IF THEY HAD SPIDER-MAN MAKE THAT SPEECH INSTEAD OF OL' PRUNE-FACE!
PETER, DEAR, I JUST CAN'T TELL YOU HOW PROUD I AM THAT YOU WON THAT SCIENCE SCHOLARSHIP! THIS MEANS YOU'LL BE ABLE TO HAVE THE COLLEGE EDUCATION YOU'VE ALWAYS DREAMED OF!
THAT'S ALL I NEED! ANOTHER GIRL IN MY LIFE, TO COMPLICATE THINGS EVEN MORE!
AND I'LL NEVER BE ABLE TO REPAY YOU FOR ALL YOU'VE DONE TO HELP ME, AUNT MAY!
I CAN'T WAIT TO DASH HOME AND TELL MY DAUGHTER, MARY JANE, ABOUT IT! SHE'LL BE SO THRILLED!

LIFE HASN'T ALWAYS BEEN EASY, PETER, SINCE YOUR UNCLE BEN DIED, BUT SOMEHOW, THIS MAKES ALL THE SACRIFICES SEEM SO... WORTHWHILE!
THERE'S PARKER! HE SOLD SOME PHOTOS TO A RIVAL PAPER THE OTHER DAY! I'VE GOT TO WIN HIM BACK TO THE BUGLE AGAIN!
WELL... HEL-LO, THERE!

PETER, MY BOY, YOU'RE A CREDIT TO THE DAILY BUGLE! I KNEW YOU'D JUSTIFY THE FAITH I ALWAYS HAD IN YOU! ...HRRMPH! HOW DID YOU ALL LIKE MY SPEECH?
YOU.. EH.. WERE IN FINE VOICE, MR. JAMESON!
OH, YOU'RE THE NICE MAN THAT PETER SELLS THOSE NEWS PHOTOS TO! I'M HIS AUNT MAY!
HIS AUNT! I THOUGHT YOU WERE HIS SISTER!

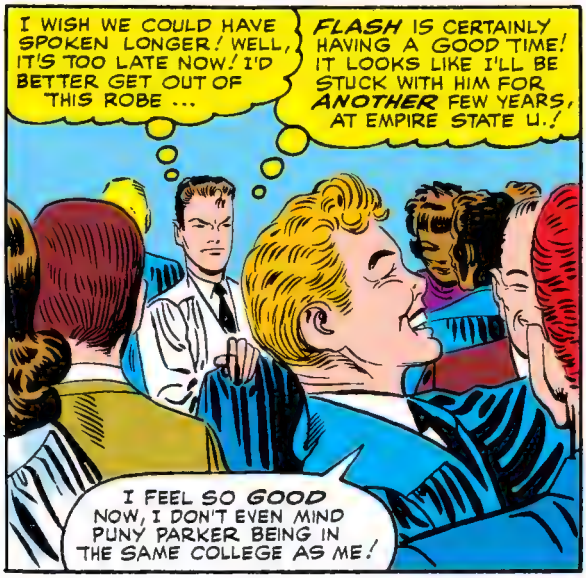

YES, INDEED, NOW I SEE WHERE PETER GETS HIS CHARM AND GOOD LOOKS FROM!
WHY, MR. JAMESON..!
PLEASE! JUST CALL ME J.J.J.!
EXCUSE ME A MINUTE, FOLKS! THERE'S SOMEONE I HAVE TO SEE!
YEESH! JONAH IS EVEN MORE REVOLTING WHEN HE TRIES TO BE NICE!


HOLD ON, LIZ! WE'VE KNOWN EACH OTHER FOR YEARS! I ALWAYS THOUGHT YOU LIKED ME! WHY AM I GETTING THE BIG FREEZE NOW?
WELL, SINCE WE MAY NOT BE SEEING EACH OTHER ANY MORE, I SUPPOSE I CAN TELL YOU NOW!

MY FEELING FOR YOU WAS MORE THAN JUST LIKING, PETEY! I-I HAD A CRUSH ON YOU! BUT YOU ALWAYS SEEMED TO PREFER OTHER GIRLS... BETTY BRANT... MARY JANE WATSON...
BUT..!
PLEASE... LET ME FINISH..!

YOU ALWAYS THOUGHT OF ME AS JUST A DIZZY BLONDE... AND, PERHAPS I AM! BUT, IT'S TIME FOR ME TO GRADUATE OUT OF THAT PART OF MY LIFE, ALSO!

BUT, LIZ... LISTEN! I WANT YOU TO KNOW...!
MY PARENTS ARE WAITING! I HAVE TO GO NOW! GOOD-BYE, PETEY... AND... GOOD LUCK!
WE'RE READY NOW, DEAR!


I WISH WE COULD HAVE SPOKEN LONGER! WELL, IT'S TOO LATE NOW! I'D BETTER GET OUT OF THIS ROBE ...
FLASH IS CERTAINLY HAVING A GOOD TIME! IT LOOKS LIKE I'LL BE STUCK WITH HIM FOR ANOTHER FEW YEARS, AT EMPIRE STATE U.!
I FEEL SO GOOD NOW, I DON'T EVEN MIND PUNY PARKER BEING IN THE SAME COLLEGE AS ME!

JONAH IS STILL GOING STRONG! HE SURE MUST WANT MY NEWS PHOTOS REAL BAD!
YES, THE NEWSPAPER BUSINESS IS ALWAYS EXCITING! ONCE I WAS EVEN ACCUSED OF BEING THE GREEN GOBLIN!
OH, DEAR! THAT'S AS RIDICULOUS AS ACCUSING MY NEPHEW PETER OF BEING SPIDER-MAN!

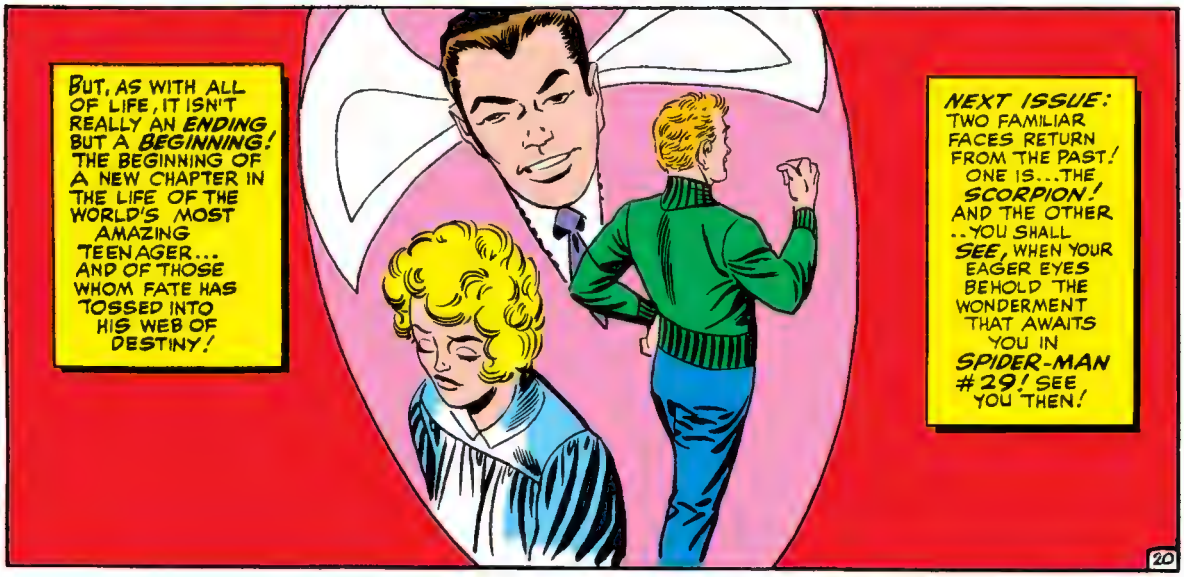
WELL, I HAVE TO BE RUNNING ALONG NOW! RUNNING A NEWSPAPER IS A VERY BIG JOB, YOU KNOW!
MY!! YOU'RE SUCH AN IMPORTANT MAN!
AH, YES! INDEED I AM!

NOW YOU BE SURE TO DROP AROUND THE OFFICE, PETER, MY BOY! DON'T BE SUCH A STRANGER!
THE OLD PHONY! HE CAN'T STAND THE SIGHT OF OF ME, AND WE BOTH KNOW IT!

AND REMEMBER, I STILL PAY TOP RATES FOR EXCLUSIVE NEWS PHOTOS!
SURE... BUT ONLY AFTER I TWIST YOUR ARM AND YELL AND SCREAM AND BEG!!
HEH HEH! WHAT A GREAT LITTLE KIDDER!

SUCH A CHARMING, SINCERE, WARM-HEARTED MAN! TO KNOW HIM MUST BE TO LOVE HIM!
BOY! WHEN THEY HAVE THE NEXT ACADEMY AWARDS, JONAH CAN'T MISS GETTING HIMSELF AN OSCAR!
I'LL GET MY JACKET, AND WE CAN GO...!

THEN, AS THE SUN BEGINS TO SET, AND THE CROWD THINS OUT, PETER PARKER TAKES A LAST WALK PAST THE SCHOOL WHICH HOUSES SO MANY MEMORIES...!


BUT, AS WITH ALL OF LIFE, IT ISN'T REALLY AN ENDING BUT A BEGINNING! THE BEGINNING OF A NEW CHAPTER IN THE LIFE OF THE WORLD'S MOST AMAZING TEENAGER... AND OF THOSE WHOM FATE HAS TOSSED INTO HIS WEB OF DESTINY!
NEXT ISSUE: TWO FAMILIAR FACES RETURN FROM THE PAST! ONE IS...THE SCORPION! AND THE OTHER ..YOU SHALL SEE, WHEN YOUR EAGER EYES BEHOLD THE WONDERMENT THAT AWAITS YOU IN SPIDER-MAN #29! SEE YOU THEN!

THE SPIDER'S WEB

— If you're wondering what's next in store for Spidey, welcome to the club! Because WE'RE wondering the same thing! But, this much we can be sure of—he'll meet new friends and enemies at Empire State U., and he'll also encounter some old ones! He'll face tragedies and triumphs, happiness and heartbreak — for, after all, he isn't that much different than we! (Especially if we also happen to have any super-powers lying around the house.) But, enough maudlin sentiment — now, on to our spider scribblings —

Dear Stan and Steve,

Oops! I goofed! Reading SPIDER-MAN #24, I suspected Dr. Rinehart was an old foe of Spidey in disguise and at once jumped to the wrong conclusion. I was certain he was the Chameleon! (How wrong could I be?!) Later, while re-reading X-MEN #10, I had an interesting thought. Peter Parker's Aunt May has been trying to get him a blind date for the longest. Why not have Peter consent? When the girl arrives, it's Jean Grey (Marvel Girl) who's visiting her aunt. This will give both Betty Brant and Liz Allan and, also, the X-men something new to worry about. The difference in their crimebusting talents should prove a suitable basis for new thrills and excitement as both Spider-Man and Marvel Girl go into action. Give the idea some thought, please. It will be a change from the Human Torch, Spider-Man's regular guest star!

L. L. Simpson, Rt. 10
Tyler, Texas

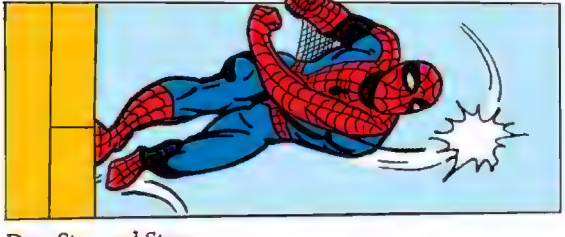
Okay, L. L., we'll think about it! (Because we're all heart!) But, it's funny the way so many fans write to mention that the Torch is Spidey's regular guest star! As far as we can remember, we haven't used him in a *long* time! It seems that when ol' Hot-Head *does* appear, he really comes on strong!

Dear Stan and Steve,

Well, you did it again in SPIDER-MAN #24. "Spider-Man Goes Mad!" reached new heights of realism, irony, thrills and suspense. Yes, I did guess that Rinehart was a fake and that he was hoaxing Spidey, but it didn't detract from the story in the slightest. Artwise, the story was the usual fine job. A particular kudo is in order for the seventh panel of page 22, it conveyed the essence of raw terror. But I hope you haven't used up all the ways to make Spidey miserable. If Spidey doesn't suffer, then the story quality does.

Brian Yates, 1094 Chestnut St.
Newton, Mass.

Now hold on, Brian! You don't think we *try* to make our little web-spinner suffer, do you? Perish forbid! He just manages to get in trouble despite anything we can do! Gosh, pretty soon you'll start accusing us of making these stories up!



Dear Stan and Steve,

Out of all this month's issues, Spider-Mai #24 was the best of all of them. "Spider-Man Goes Mad" is one of the best written stories I have ever read. Wow!! That surprise ending really shocked me! We must give Mysterio credit; he has devised some of the most fantastic plans to defeat Spider-Man. This is the best I have seen to this day. What a scheme! It almost worked. Only Dr. Doom has created equally astounding plots. This is the type of story you should have more of—mystery! Good job, Stan! I say Mysterio created the best plan to defeat Spidey. More mysteries, please! It's a change of pace! Just think, if not for Jameson . . .

Vincent C. Stuart II, 1438 W. Euclid
Detroit, Mich. 48206

Okay, Vince, we'll try to cook up a few more mysteries for you. But, you know us—by the time we reach the end of the story, we'll probably forget who the villain is ourselves!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR # 42: This one has to be seen to be believed! It actually features a rampaging Thing battling Mr. Fantastic in a fight to the finish, while the Torch and Sue Storm have their hands full with the Frightful Four! And the shock ending will knock you out of your seat!

AVENGERS #19: Whatever you do—wherever you go—whatever happens—don't dare miss this one! It introduces a new master menace, in the tradition of Wonder Man and Hawkeye! We guarantee that once you see the Swordsman, you'll be hooked for life—and Cap's quaint quartet was never greater!

X-MEN #12: At last! The long-awaited origin of Professor X—plus the most dramatic introduction of a mysterious new villain that you've ever seen! Stan and Jack pulled out all the stops on this one!

DAREDEVIL #9: A completely different type of adventure for D.D.! He dares to invade a killer's castle in another country, and runs into one of the strangest dangers any costumed hero has ever faced. Also, he finally consents to an eye operation, and—but why not see for yourself?

THOR #119: This is the issue you've been waiting for, starring the incredible battle between the Thunder God and the more-powerful Destroyer! Filled with drama, action, and startling surprises, it has everything any lover of enchanted pageantry could want!

STRANGE TALES #136: Only mighty Marvel could follow the first fantastic episode of Nick Fury, The Man From Shield with an even greater second episode! And wait till you see Fury's new hidden headquarters! As for Doc Strange—he's got to learn "What Lurks Behind the Mask?"

SUSPENSE #69: Iron Man battles another new Lee-Heck creation—the Titanium Man, and he's as awesome as you'd expect him to be! As for Captain America, this one has a new twist, as he invades the castle of a real old-time mad scientist! You'll think it's right out of the Frankenstein era!

ASTONISH #71: Once again you've a chance to cheer and gape in wonder at the brilliant art of Adam Austin who brings Sub-Mariner to his greatest heights of glory! And we can't wait till you see the stupifying Seaweed Man! Meantime, the Hulk is in desperate danger as he faces his gravest decision!

SGT FURY #21: Fury and his Howlers once again invade Hitler's own domain as they dare the impossible in a spectacular effort to free "The Hostages"! If you hate ordinary war magazines, what are you waiting for? This one's for you!

— Have you noticed the change in the trade-mark which appears on the left hand corner of our cover? So many of you frantic fans have objected to calling our Marvel mags "comics" that we felt we just had to come up with a better name! And so, from now on, you are no longer reading "comic books" when you read our little masterpieces! Instead, you're reading a "Pop Art book"! Remember, from now on, Brand X, Y, and Z are comic books, but when you buy a Marvel mag, you ask for a Marvel Pop Art book! We'll be checking on you, so don't let us down!

Dear Stan and Steve,

After reading Spider-Man #23, I thought it might be to my advantage to find out what kind of detergent Spidey uses when washing his costume. I was pleased with the results he got on his costume and thought that he might share his secret with me. One thing you can say for Mr. Spider-Man, he has the cleanest wash in town!

Ronald Miller, 404 Smith St.
West Union, Iowa

Don't ask *us* what detergent Spidey uses, Ron! Ask Aunt May—you can usually find her behind that nutty washing machine of hers that cleans as if it's ten feet tall!

— By the way, when you receive your swingin' Marvel stationery, don't waste it by scribbling on it! It's much too beautiful! Save it for your most important letter writing! We wish we could see your faces when you receive it — we think it's probably the most original, most amusing pop art creation of the year! And the autographs on back of the portfolio will absolutely knock you out! We kid you not!

Dear Stan and Steve,

You once said "since when do we have competitors?" I'll tell you, ever since you were on the stands. I think that your so-called super-heroes are terrible. In fact, they are all copies! (except Spider-Man). Don't think that I have just read 1 or 2 of your comics. I have read over 50 of them. I get them so I can read your letters pages. They are the only good thing in your comics.

Edward Brumby, 2423 Greenway
Raleigh, N. C.

Can't make *us* mad, Eddie boy! We don't care if you get 'em just because you like to pull out the staples—just so long as you keep *getting* them!

Dear Stan and Steve,

What happened in Spidey #24? You had in the special announcements the next ish listed as #22. Boy, at this rate it won't be long till we will see AMAZING FANTASY #15 again. Oh, before I forget, what was Flash Thompson doing when he said "wah-hoo?" Please don't tell me Nick Fury is his uncle. Hold it a sec! "Splat!!" Darn spiders!?

David Saari, 1319 Queen
Minneapolis, Minn.

Careful, Dave! One of 'em may be a relative of Pete's! As for Flash shouting "Wah-Hooo!" — why not? He probably reads the Howlers the same as 'most everyone else! (You don't think *we'd* ever miss a chance for a plug, do you?)

Dear Stan and Steve,

Please don't add any more characters to Spider-man. I loved it when it first came out, because it was original and it seemed a well-knit little group of people in an interesting book. Now he has 24 of his own villains and 5 co-stars. And now it's missing something it had before. Now Spider-man is real well-known and glamorous (in the book itself). And something else before I get off my soap-box—How do you reserve copies of various magazines at the stores? I've tried but the clerk didn't know. So do something and tell me how, huh?

Wayne Damon, 3824 Aldington Dr.
Jacksonville 10, Fla.

It's easy, Wayne! Buy your mags at the same store until the dealer gets to know you. Then, in your best super-hero tone of voice you say to him "When the next ish of SPIDER-MAN comes out, put one way for me, huh?" It helps if you can let a tear trickle down your cheek at the same time. If he's a skinflint, it also helps to pay him the 12¢ in advance. This system is foolproof, unless he's a spy for Brand X!

Dear Stan and Steve,

I have just finished reading Spidey #24 and it is truly a milestone in Marvel history. Instead of the run-of-the-mill regular action, human interest, great characterization, wonderful plot, beautiful story, you have Spidey crack up! Go nuts! Only Stan and Steve could have conceived such a masterpiece in comics history. Steve's art in Spidey cannot be compared with any other art forms but Picasso and Da Vinci! But, Steve, your art with guest stars is awful (I couldn't spell 'ech"). Leave Torch and all the other Kirby stars alone. I also agree with John Honovich (#24) and wish more readers would realize that Spidey is more than equal to stop anything the Torch starts! Stan, your writing is so wonderful I wonder why I haven't seen any sci-fix books by you lately.

Gary Pinaid, RFD#2
Safattus, Maine

These days, Gary, who's got time to *write* 'em?

Dear Stan and Steve,

To start out with, both my brother and I really go for your mag. But ish #24 May, we didn't like. We felt rather let down because it didn't have the action we are addicted to! Spidey has his hands full without you guys killin' his love life the way you do. I must admit I was stumped all the way thru. My brother doesn't know how Mysterio stayed in that chair upside down! Was he nailed there, too? I think you guys are really "George." Keep it up!!!!

Bill and Steve Kuiper, 2357 Macon
Aurora, Colo.

Thanks, guys. We think Mysterio had little hidden clamps holding him in that chair—don't forget, he's a specialist at inventing those kind of kooky things. And, speaking of action, was there enough for you in *this* ish?

Dear Stan and Steve,

I've been reading your magazines since the Fantastic Four came out and I've enjoyed most of them. I like Spider-man and Thor the most, but the Fantastic Four is great. Recently I brought several of your titles back to the dorm with me and my roommates all got a real kick out of them. They had never seen stories with such real humor in them, writers who made fun of themselves and their heroes and had a good time doing it. Thanks for good reading. By the way, I'd like to see Spider-man at the wedding of Sue and Reed. I don't think you plan on leaving him out though. So long.

Bob Manlee, Box 854 Murphree Area
University of Florida, Gainesville, Fla.

Okay, Bobby—just for you we'll send him an invitation! But it'll mean he has to bring a present, and you know how broke he always is!

— Next ish you'll see a fighting-mad Spider-Man battling to protect one of his worst enemies! It's another electrifying experience in Marvel greatness! SPIDER-MAN # 29 — you may have to turn in your T-shirt if you miss it!

SPIDERMAN ANNUAL
72 BIG PAGES
MARVEL COMICS GROUP 25¢
SPECIAL KING SIZE ANNUAL!
the AMAZING SPIDER-MAN
IND.
APPROVED BY THE COMICS CODE AUTHORITY
#2
1965
"THE WONDROUS WORLDS OF DOCTOR STRANGE!"
ALL NEW
PLUS..
3 OF SPIDEY'S EARLIEST, GREATEST, MOST-REQUESTED FULL-LENGTH EPICS!

SPIDER-MAN
"THE WONDROUS WORLD OF Dr. STRANGE!"
WRITTEN and EDITED BY THE TOAST of MARVEL: STAN LEE
PLOTTED and DRAWN BY THE BOAST of MARVEL: STEVE DITKO
LETTERED and BORDERED BY THE GHOST of MARVEL: SAM ROSEN
This COULD BE CALLED OUR "BE NICE TO STEVEY DITKO" ISSUE! WE WANTED TO FEATURE A REALLY OFF-BEAT YARN FOR SPIDEY'S ANNUAL, AND STEVERINO DREAMED THIS ONE UP! (THE FACT THAT HE ALSO DRAWS DOC STRANGE MAY HAVE HAD SOMETHING TO DO WITH IT!) SO, READY OR NOT, HERE WE GO...!

THERE ARE EIGHT MILLION STORIES IN THE BIG CITY, BUT YOU'VE NEVER SEEN *ANY* LIKE THIS ONE! AS THE SHADES OF NIGHT BEGIN TO FALL, A SILENT FIGURE PROWLS OVERHEAD! THUS DOES YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* MAKE HIS APPOINTED ROUNDS...!

EVERYTHING IS QUIET SO FAR! I MIGHT AS WELL HAVE STAYED HOME WITH A GOOD BOOK!...OR EVEN A BAD ONE!

THIS IS REALLY *DULLVILLE!* I CAN'T EVEN FIND A *LITTERBUG*, OR A *JAY-WALKER!*

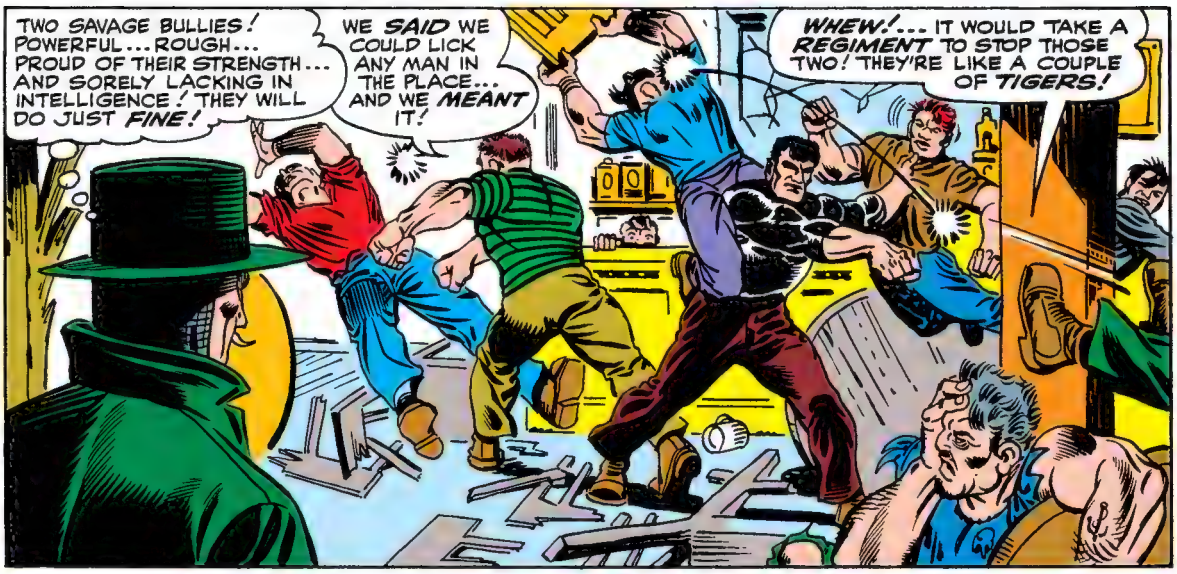
ON A NIGHT LIKE THIS, I FEEL ABOUT AS USEFUL AS A SECOND-HAND TUBE OF *DINOSAUR REPELLANT!*

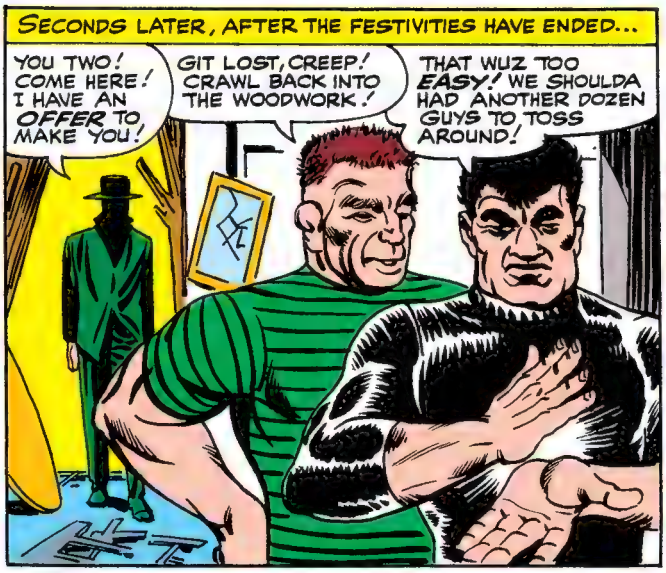
WELL, I MIGHT AS WELL LOOK AT THE *BRIGHT* SIDE! AT LEAST THIS IS KEEPING ME OUT OF THE POOLROOM!

MAYBE I CAN HELP A LITTLE OLD LADY CROSS THE STREET, SO THE EVENING WON'T BE A *COMPLETE* WASTE!

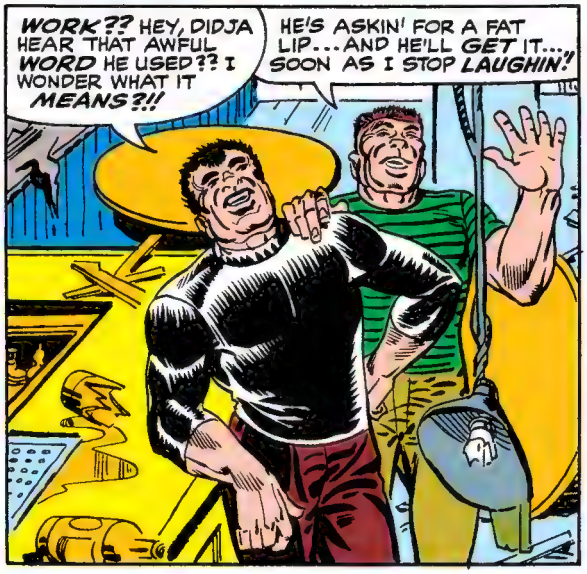
BUT, IN ANOTHER PART OF TOWN, A SITUATION IS ABOUT TO DEVELOP WHICH WILL SOON EMBROIL THE COSTUMED TEENAGER IN ONE OF THE MOST FANTASTIC BATTLES OF HIS LIFE! LET'S WATCH THIS TALL, SILENT STRANGER AS HE WALKS TOWARD... THE UNKNOWN...!

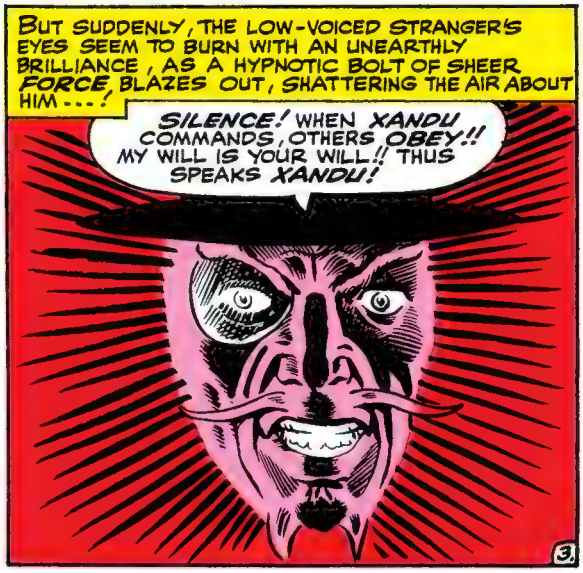
A TYPICAL BAR-ROOM BRAWL! PERHAPS *HERE* I SHALL FIND WHAT I SEEK!


TWO SAVAGE BULLIES! POWERFUL... ROUGH... PROUD OF THEIR STRENGTH... AND SORELY LACKING IN INTELLIGENCE! THEY WILL DO JUST FINE!
WE SAID WE COULD LICK ANY MAN IN THE PLACE... AND WE MEANT IT!
WHEW!... IT WOULD TAKE A REGIMENT TO STOP THOSE TWO! THEY'RE LIKE A COUPLE OF TIGERS!

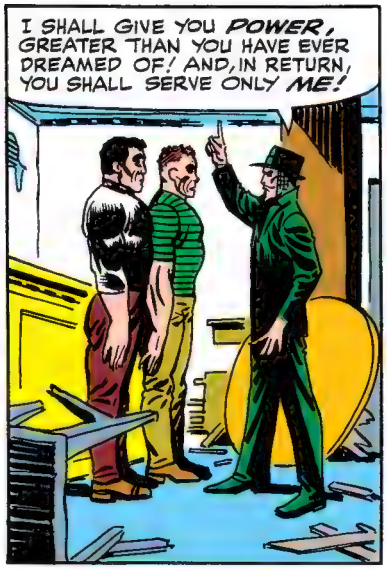

SECONDS LATER, AFTER THE FESTIVITIES HAVE ENDED...
YOU TWO! COME HERE! I HAVE AN OFFER TO MAKE YOU!
GIT LOST, CREEP! CRAWL BACK INTO THE WOODWORK!
THAT WUZ TOO EASY! WE SHOULDA HAD ANOTHER DOZEN GUYS TO TOSS AROUND!

HEY! ARE YOU STILL AROUND? WE TOLD YA TO GIT LOST, DIDN'T WE?
YOU FOOLS! IT IS I WHO GIVE THE ORDERS! IT IS YOU WHO SHALL OBEY THEM!
I HAVE DECIDED THAT YOU SHALL BOTH WORK FOR ME!

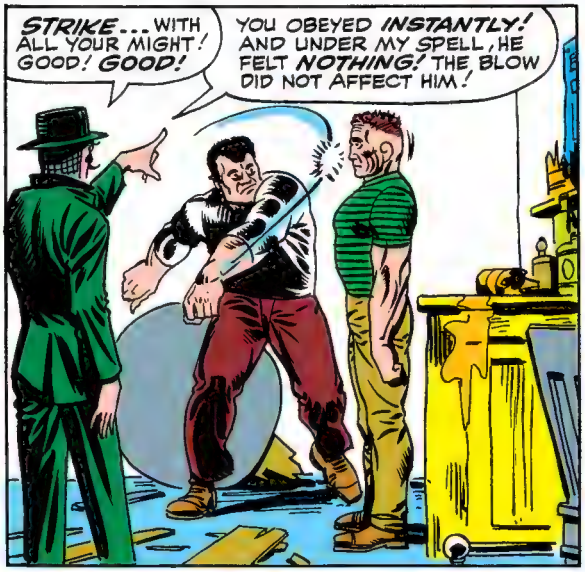

WORK?? HEY, DIDJA HEAR THAT AWFUL WORD HE USED?? I WONDER WHAT IT MEANS?!!
HE'S ASKIN' FOR A FAT LIP... AND HE'LL GET IT... SOON AS I STOP LAUGHIN'!

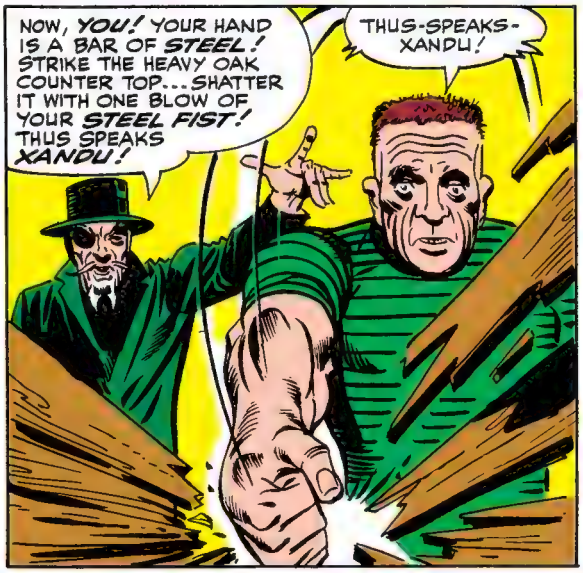

BUT SUDDENLY, THE LOW-VOICED STRANGER'S EYES SEEM TO BURN WITH AN UNEARTHLY BRILLIANCE, AS A HYPNOTIC BOLT OF SHEER FORCE, BLAZES OUT, SHATTERING THE AIR ABOUT HIM...!
SILENCE! WHEN XANDU COMMANDS, OTHERS OBEY!! MY WILL IS YOUR WILL!! THUS SPEAKS XANDU!

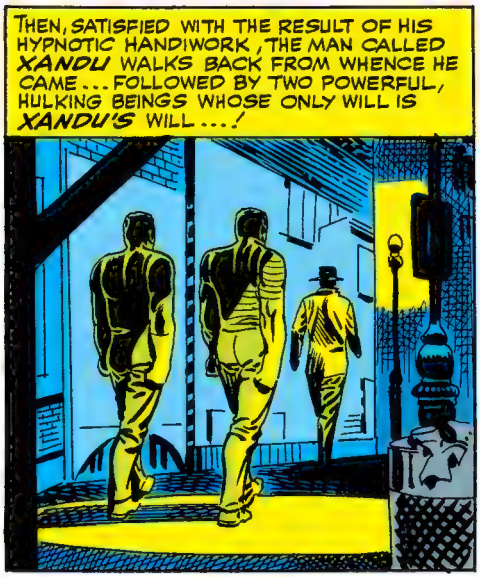
YOUR-WILL-IS-OUR-WILL!
XANDU-MUST-BE-OBEYED!

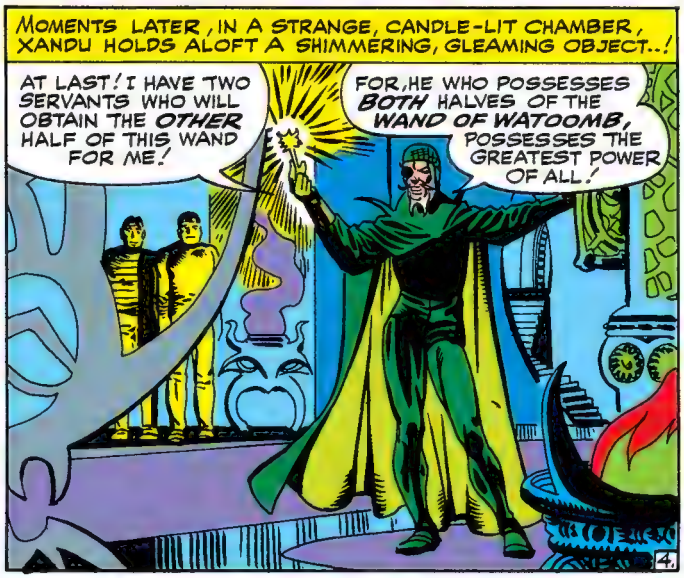

I SHALL GIVE YOU POWER, GREATER THAN YOU HAVE EVER DREAMED OF! AND, IN RETURN, YOU SHALL SERVE ONLY ME!

UNDER MY HYPNOTIC SPELL, YOU WILL FEEL NO PAIN...YOU WILL FEAR NO FOE!! AND NOW, TO TEST MY CONTROL OVER YOU...!


STRIKE... WITH ALL YOUR MIGHT! GOOD! GOOD!
YOU OBEYED INSTANTLY! AND UNDER MY SPELL, HE FELT NOTHING! THE BLOW DID NOT AFFECT HIM!


NOW, YOU! YOUR HAND IS A BAR OF STEEL! STRIKE THE HEAVY OAK COUNTER TOP... SHATTER IT WITH ONE BLOW OF YOUR STEEL FIST! THUS SPEAKS XANDU!
THUS-SPEAKS-XANDU!

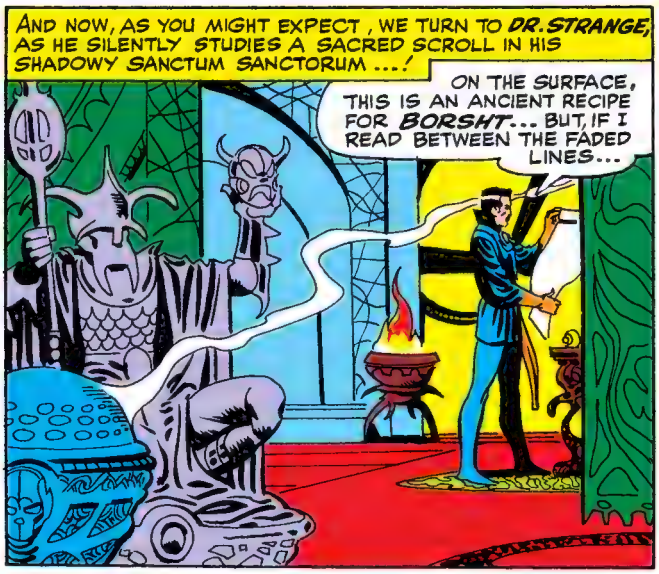

THEN, SATISFIED WITH THE RESULT OF HIS HYPNOTIC HANDIWORK, THE MAN CALLED XANDU WALKS BACK FROM WHENCE HE CAME... FOLLOWED BY TWO POWERFUL, HULKING BEINGS WHOSE ONLY WILL IS XANDU'S WILL...!

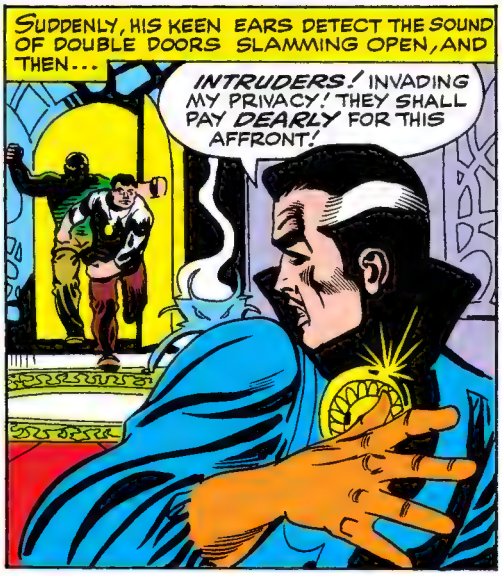

MOMENTS LATER, IN A STRANGE, CANDLE-LIT CHAMBER, XANDU HOLDS ALOFT A SHIMMERING, GLEAMING OBJECT..!
AT LAST! I HAVE TWO SERVANTS WHO WILL OBTAIN THE OTHER HALF OF THIS WAND FOR ME!
FOR, HE WHO POSSESSES BOTH HALVES OF THE WAND OF WATOOMB, POSSESSES THE GREATEST POWER OF ALL!

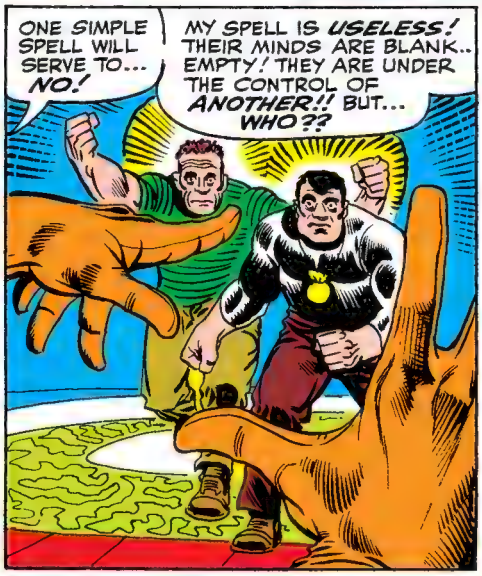
THE MISSING HALF OF THIS ENCHANTED WAND WAS TAKEN FROM ANOTHER DIMENSION... BY THE MASTER OF THE MYSTIC ARTS... DOCTOR STRANGE!!

BUT, ONCE I WREST IT FROM HIM, IT IS I, XANDU, WHO WILL BE MASTER OF THE MYSTIC ARTS!! INDEED, I SHALL BE MASTER OF ALL!

NOW, GO, MY UNWITTING SLAVES! IT IS YOU WHO SHALL DEFEAT DR. STRANGE FOR ME!
WHILE I GUIDE YOU ON YOUR QUEST... THROUGH THE POWER OF MY HYPNOTIC EYES!


AND NOW, AS YOU MIGHT EXPECT, WE TURN TO DR. STRANGE, AS HE SILENTLY STUDIES A SACRED SCROLL IN HIS SHADOWY SANCTUM SANCTORUM ...!
ON THE SURFACE, THIS IS AN ANCIENT RECIPE FOR BORSHT... BUT, IF I READ BETWEEN THE FADED LINES...

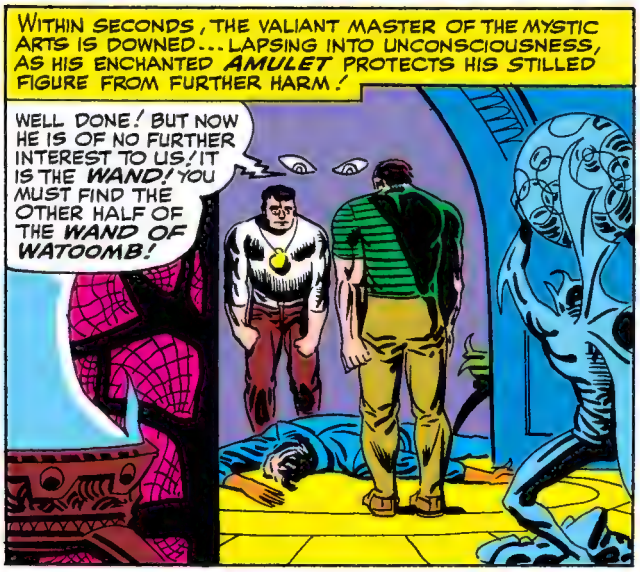

SUDDENLY, HIS KEEN EARS DETECT THE SOUND OF DOUBLE DOORS SLAMMING OPEN, AND THEN...
INTRUDERS! INVADING MY PRIVACY! THEY SHALL PAY DEARLY FOR THIS AFFRONT!


ONE SIMPLE SPELL WILL SERVE TO... NO!
MY SPELL IS USELESS! THEIR MINDS ARE BLANK.. EMPTY! THEY ARE UNDER THE CONTROL OF ANOTHER!! BUT... WHO??

I MUST GAIN TIME... TIME TO PONDER THIS PUZZLE!
I'LL CREATE A MULTI-FIGURED ILLUSION... TO DISTRACT THEM... TO KEEP THEM FROM GETTING WITHIN STRIKING DISTANCE OF ME!

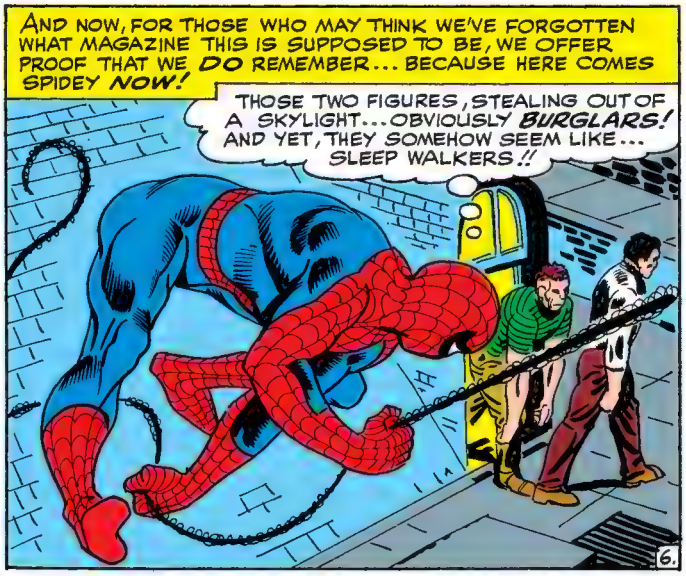
BUT XANDU, WHO IS PRESENT THROUGH THE POWER OF HIS HYPNOTIC EYES, CAN DETECT THE TRUE DOCTOR STRANGE... AS HE GUIDES HIS TWO HUMAN CATS'-PAWS...!
MY ILLUSION DOES NOT FOOL THEM!

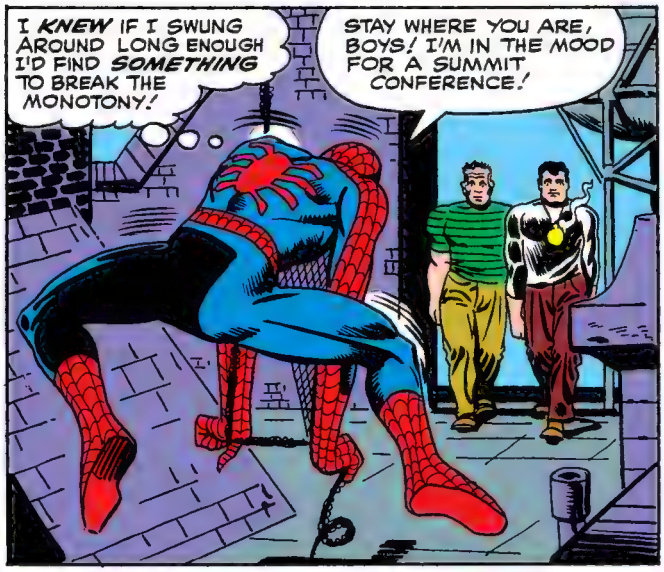
THERE IS NO TIME FOR FURTHER EVASIVE ACTION! I MUST DO BATTLE! BUT..THEIR STRENGTH IS INCONCEIVABLE!!
...UHHHH!


WITHIN SECONDS, THE VALIANT MASTER OF THE MYSTIC ARTS IS DOWNED... LAPSING INTO UNCONSCIOUSNESS, AS HIS ENCHANTED AMULET PROTECTS HIS STILLED FIGURE FROM FURTHER HARM!
WELL DONE! BUT NOW HE IS OF NO FURTHER INTEREST TO US! IT IS THE WAND! YOU MUST FIND THE OTHER HALF OF THE WAND OF WATOOMB!

IT MUST BE LOCKED SOMEWHERE! SMASH OPEN EVERY CABINET UNTIL IT IS FOUND! THUS SPEAKS XANDU!
WHUMP!

WAIT! SEARCH NO LONGER! THE FATES HAVE SMILED UPON ME! THERE IT IS! WE'VE FOUND IT!


AND NOW, FOR THOSE WHO MAY THINK WE'VE FORGOTTEN WHAT MAGAZINE THIS IS SUPPOSED TO BE, WE OFFER PROOF THAT WE DO REMEMBER... BECAUSE HERE COMES SPIDEY NOW!
THOSE TWO FIGURES, STEALING OUT OF A SKYLIGHT... OBVIOUSLY BURGLARS! AND YET, THEY SOMEHOW SEEM LIKE... SLEEP WALKERS!!

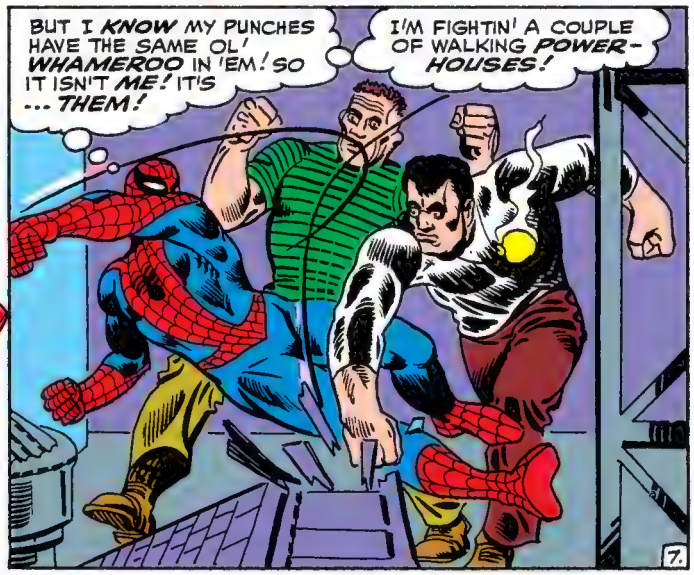

I KNEW IF I SWUNG AROUND LONG ENOUGH I'D FIND SOMETHING TO BREAK THE MONOTONY!
STAY WHERE YOU ARE, BOYS! I'M IN THE MOOD FOR A SUMMIT CONFERENCE!

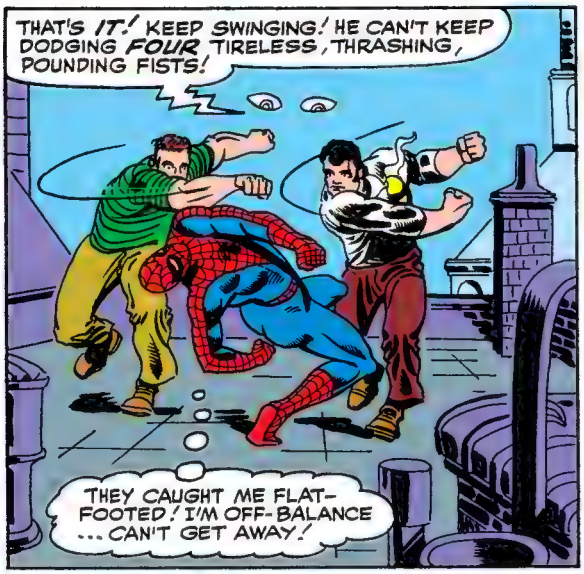
IT'S SPIDER-MAN!! BUT WE'VE COME TOO FAR TO BE STOPPED NOW! HE CANNOT HURT YOU! SMASH HIM!

HEY! ARE YOU GUYS KIDDING??! TAKING A POKE AT ME IS LIKE INSTANT ANNIHILATION!

BUT I GUESS YOU WANNA BE ABLE TO BRAG TO YOUR GRANDCHILDREN THAT YOU WERE ONCE KNOCKED OUT BY SPIDEY... SO HERE'S YOUR CHANCE!

SAY! WHAT GIVES? IT'S LIKE HITTING A STONE WALL! THEY DON'T EVEN FEEL IT! I MUST BE SLIPPING!


BUT I KNOW MY PUNCHES HAVE THE SAME OL' WHAMEROO IN 'EM! SO IT ISN'T ME! IT'S ... THEM!
I'M FIGHTIN' A COUPLE OF WALKING POWER-HOUSES!

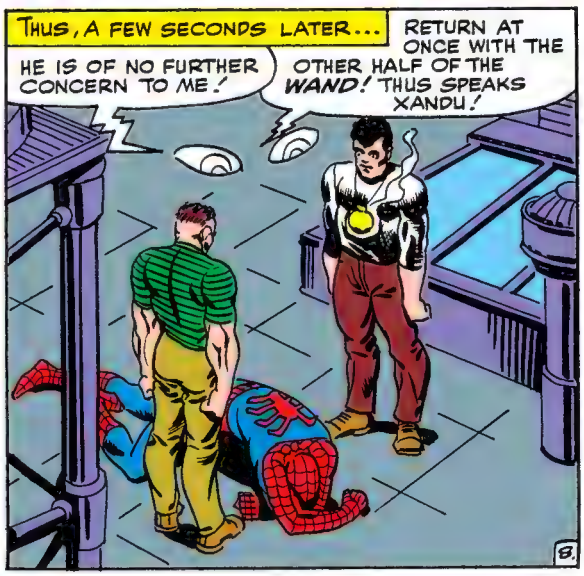

THAT'S IT! KEEP SWINGING! HE CAN'T KEEP DODGING FOUR TIRELESS, THRASHING, POUNDING FISTS!
THEY CAUGHT ME FLAT-FOOTED! I'M OFF-BALANCE ... CAN'T GET AWAY!

WHOOFF!
I'LL NEVER COMPLAIN ABOUT CATCHING JAY-WALKERS AGAIN!

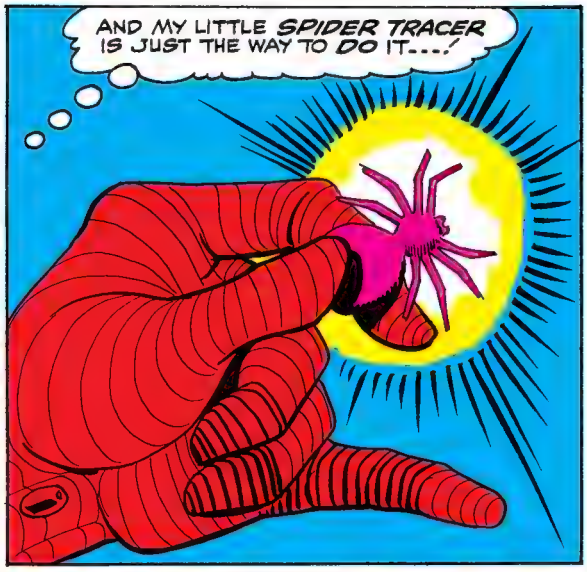
I'VE GOT TO GET SOME TIME TO CATCH MY BREATH! A LITTLE DOSE OF QUICK-STICK WEBBING OUGHT TO SLOW HIM DOWN!

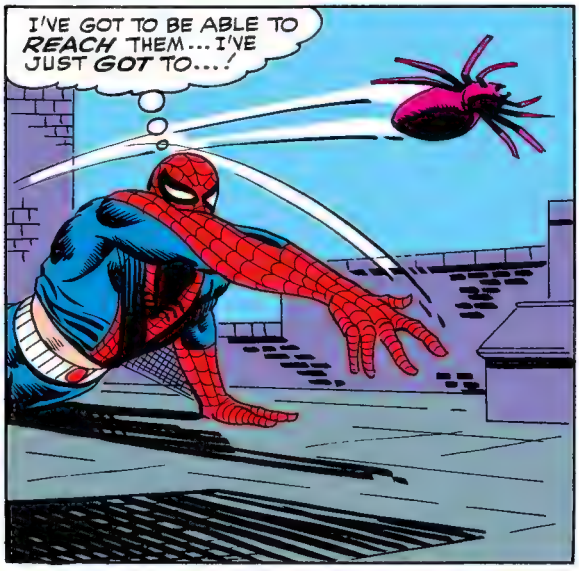
THAT WEBBING IS LIKE TISSUE-PAPER! YOUR STRENGTH CAN TEAR IT WITH EASE! RIP IT APART... NOW!

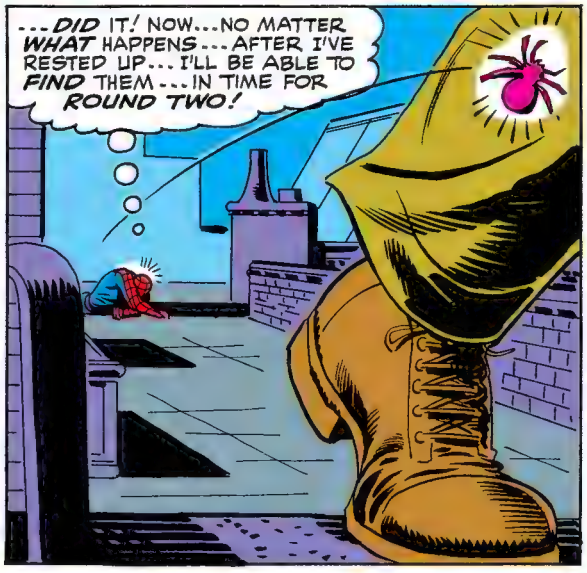
THAT SINKS IT! I'M NOT FIGHTING ANY ORDINARY HOODS!
THESE TWO LOVEBIRDS HAVE SUPER-STRENGTH... AND ARE IMMUNE TO PAIN! ...UGH!...I WISH I WERE!!
EVEN MY OWN SPIDER-STRENGTH CAN'T TAKE A BEATING LIKE THIS FOREVER! I..I'M STARTING TO BLACK OUT... EVERYTHING'S SPINNING AROUND..!

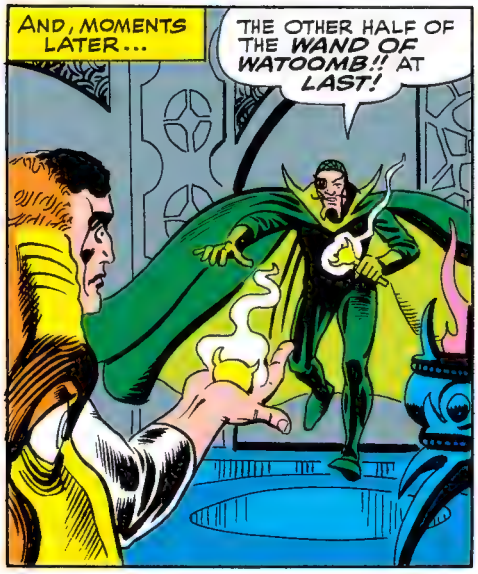

THUS, A FEW SECONDS LATER...
HE IS OF NO FURTHER CONCERN TO ME!
RETURN AT ONCE WITH THE OTHER HALF OF THE WAND! THUS SPEAKS XANDU!

THEY'RE LEAVING! BUT...I CAN'T LET IT END THIS WAY! I MUST MAKE SURE...I'LL BE ABLE TO FIND THEM AGAIN....!

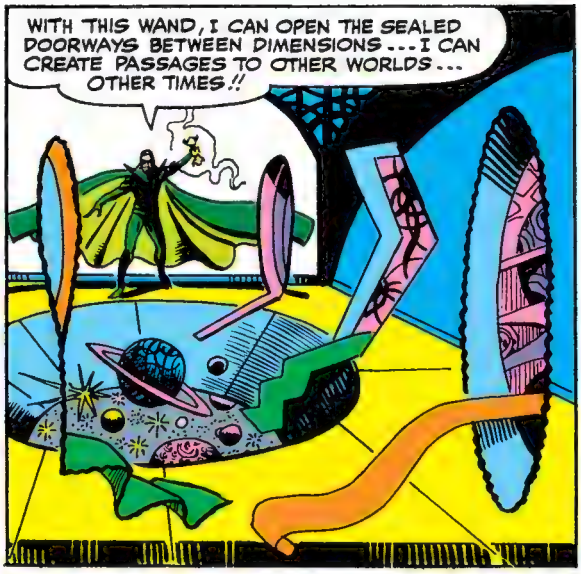

AND MY LITTLE SPIDER TRACER IS JUST THE WAY TO DO IT....!

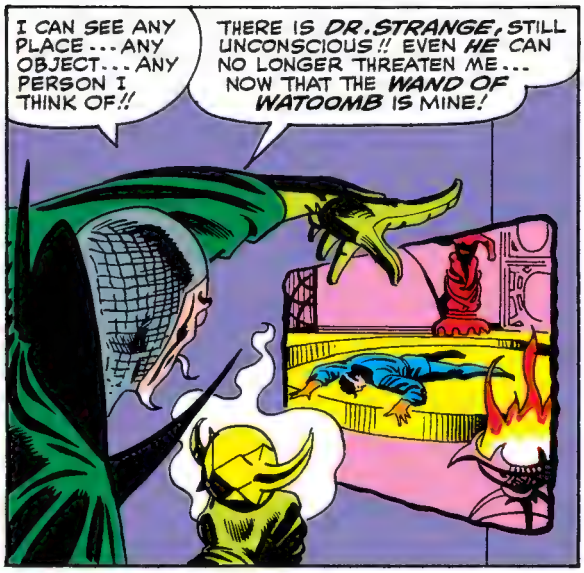

I'VE GOT TO BE ABLE TO REACH THEM...I'VE JUST GOT TO...!

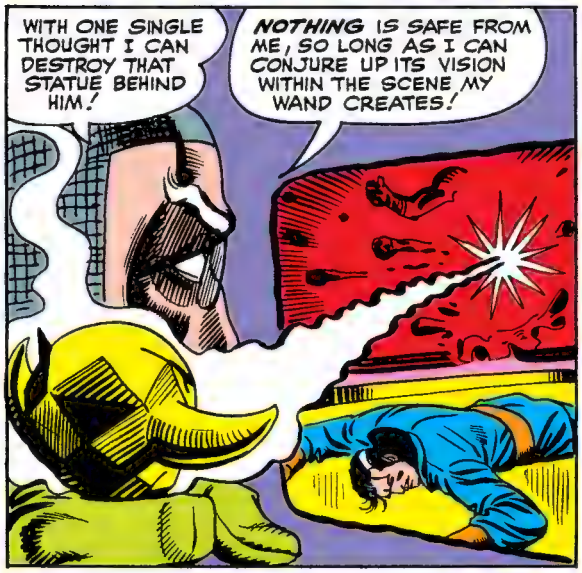

...DID IT! NOW...NO MATTER WHAT HAPPENS...AFTER I'VE RESTED UP...I'LL BE ABLE TO FIND THEM...IN TIME FOR ROUND TWO!


AND, MOMENTS LATER...
THE OTHER HALF OF THE WAND OF WATOOMB!! AT LAST!

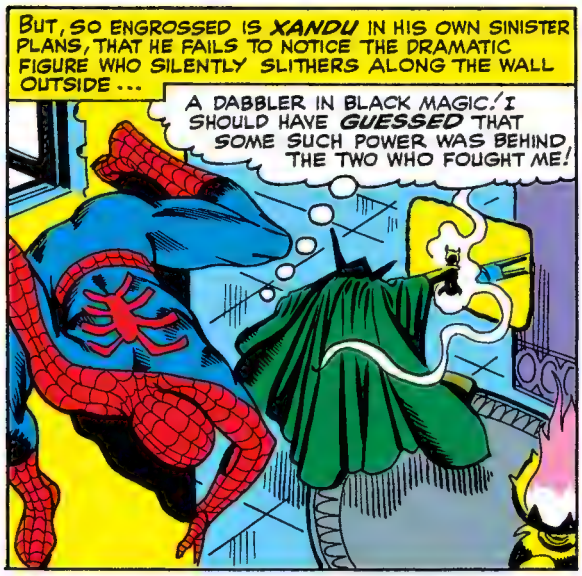
JOINING THE TWO GLOWING HALVES WITH TREMBLING FINGERS, THE EVIL XANDU FINALLY HOLDS THE COMPLETE OBJECT IN ONE HAND...FEELING A NEW SURGE OF SHEER POWER PULSATING THROUGH THE VERY FIBERS OF HIS BEING!!
IT'S THE GREATEST SOURCE OF MYSTIC POWER EVER POSSESSED BY ONE MAN...AND IT'S MINE... MINE!!


WITH THIS WAND, I CAN OPEN THE SEALED DOORWAYS BETWEEN DIMENSIONS ... I CAN CREATE PASSAGES TO OTHER WORLDS ... OTHER TIMES!!


I CAN SEE ANY PLACE ... ANY OBJECT ... ANY PERSON I THINK OF!!
THERE IS DR. STRANGE, STILL UNCONSCIOUS!! EVEN HE CAN NO LONGER THREATEN ME ... NOW THAT THE WAND OF WATOOMB IS MINE!

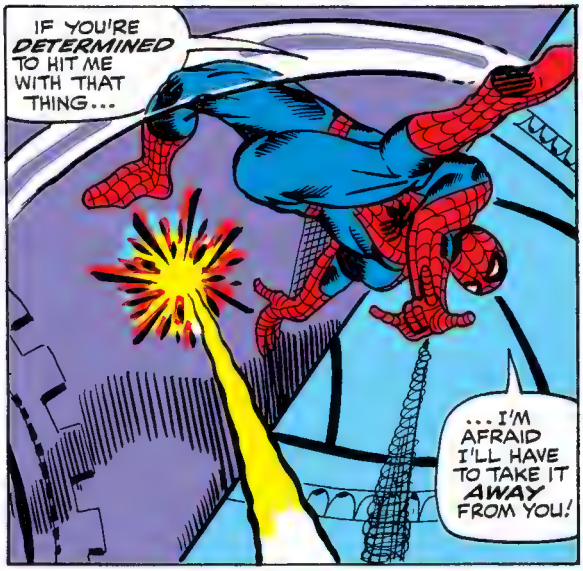

WITH ONE SINGLE THOUGHT I CAN DESTROY THAT STATUE BEHIND HIM!
NOTHING IS SAFE FROM ME, SO LONG AS I CAN CONJURE UP ITS VISION WITHIN THE SCENE MY WAND CREATES!

SLOWLY, INEXORABLY, RELENTLESSLY, I SHALL DESTROY MY ENEMIES, ONE BY ONE, UNTIL NONE REMAIN TO DEFY ME!
AND DR. STRANGE SHALL BE THE FIRST TO BECOME MY VICTIM!

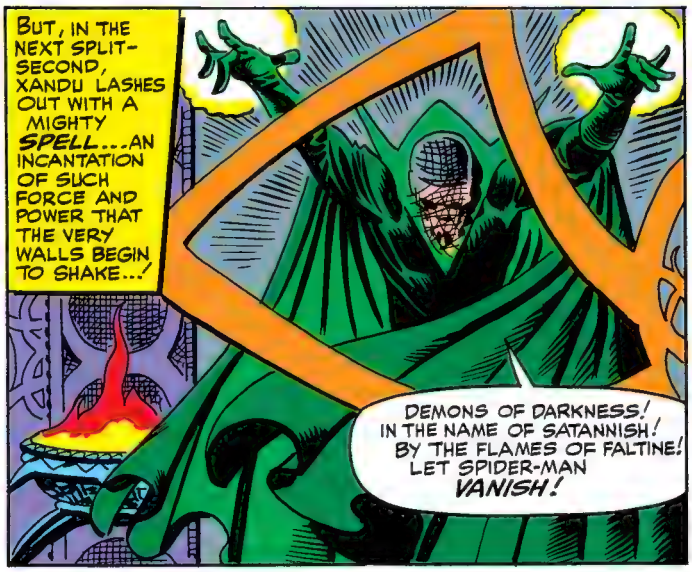

BUT, SO ENGROSSED IS XANDU IN HIS OWN SINISTER PLANS, THAT HE FAILS TO NOTICE THE DRAMATIC FIGURE WHO SILENTLY SLITHERS ALONG THE WALL OUTSIDE ...
A DABBLER IN BLACK MAGIC! I SHOULD HAVE GUESSED THAT SOME SUCH POWER WAS BEHIND THE TWO WHO FOUGHT ME!

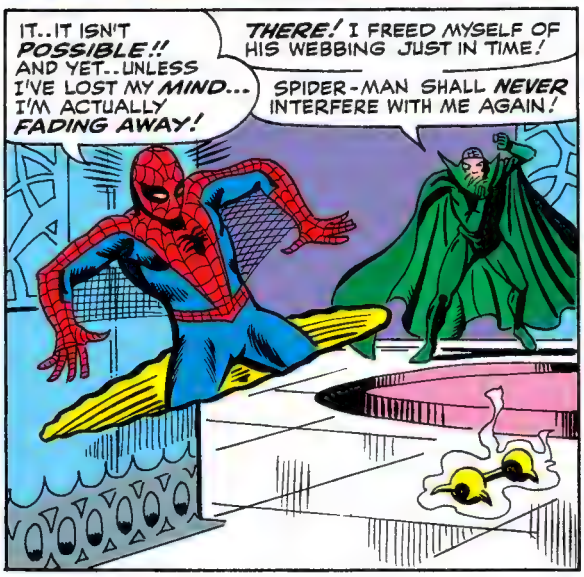
THEN, AS THE AMAZING WEB-SPINNER DRAWS NEARER ...
WHA ...? SPIDER-MAN!!
CONGRATULATIONS! YOU JUST SAID THE MAGIC WORD!

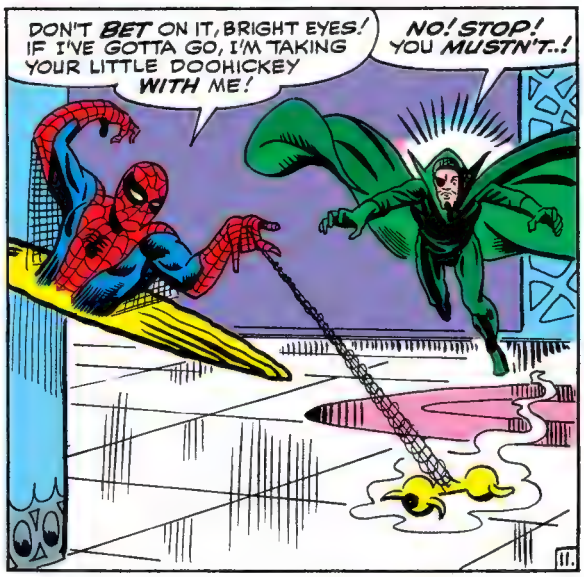
FOOL! YOU DIDN'T KNOW WHEN YOU WERE WELL-OFF!
THAT'S A FAILING WE SPIDER-MEN HAVE!

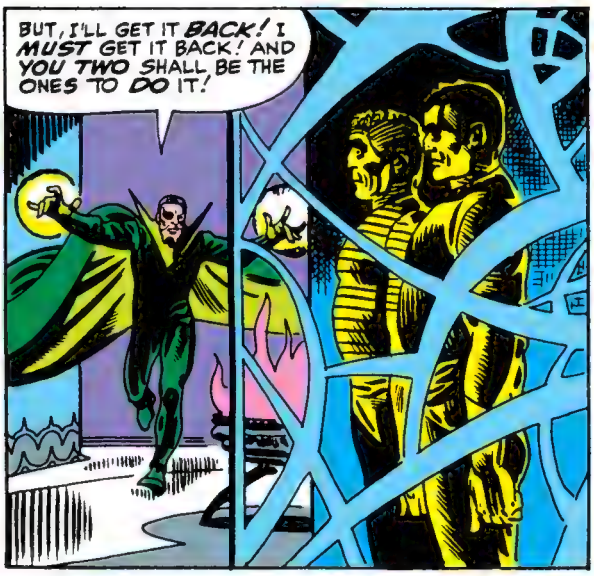

IF YOU'RE DETERMINED TO HIT ME WITH THAT THING...
...I'M AFRAID I'LL HAVE TO TAKE IT AWAY FROM YOU!

CAUGHT BY SURPRISE BY SPIDEY'S SUDDEN MANEUVER, XANDU DROPS THE ENCHANTED WAND AS THE QUICK-STICK WEBBING COVERS HIS EYES, OBSCURING HIS VISION...!
MY EYES! I...I CAN'T SEE!


BUT, IN THE NEXT SPLIT-SECOND, XANDU LASHES OUT WITH A MIGHTY SPELL...AN INCANTATION OF SUCH FORCE AND POWER THAT THE VERY WALLS BEGIN TO SHAKE...!
DEMONS OF DARKNESS! IN THE NAME OF SATANNISH! BY THE FLAMES OF FALTINE! LET SPIDER-MAN VANISH!


IT..IT ISN'T POSSIBLE!! AND YET..UNLESS I'VE LOST MY MIND... I'M ACTUALLY FADING AWAY!
THERE! I FREED MYSELF OF HIS WEBBING JUST IN TIME!
SPIDER-MAN SHALL NEVER INTERFERE WITH ME AGAIN!


DON'T BET ON IT, BRIGHT EYES! IF I'VE GOTTA GO, I'M TAKING YOUR LITTLE DOOHICKEY WITH ME!
NO! STOP! YOU MUSTN'T..!

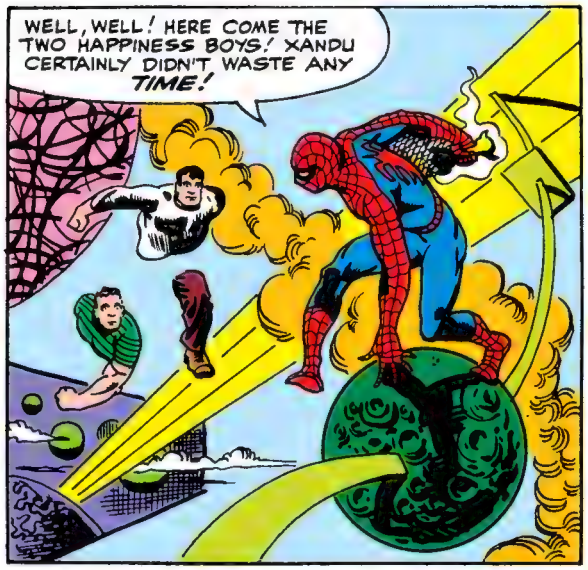


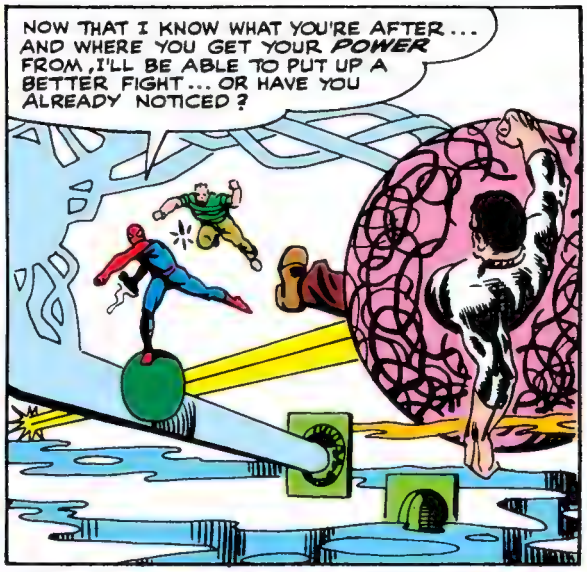
MEANWHILE, A STARTLED SPIDER-MAN FINDS HIMSELF IN A PLACE WHICH COULD SERVE AS A STAGE SETTING FOR ALICE IN WONDERLAND...!

I..I DON'T HAVE AN IDEA WHERE I AM! BUT ONE THING IS FOR SURE...

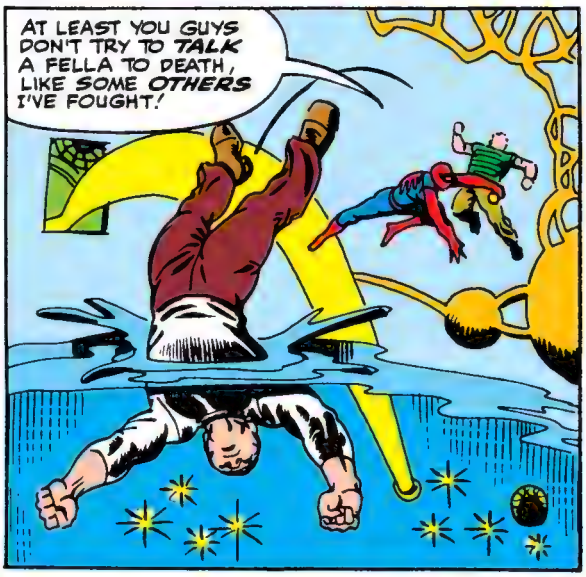
..IT'S GONNA TAKE MORE THAN A 15¢ BUS RIDE TO GET ME BACK TO FOREST HILLS IN NEW YORK!

ANYWAY, I'M GLAD I GRABBED THIS CRAZY WAND! IF THERE'S ANY CHANCE OF FINDING ME, XANDU IS SURE TO COME AFTER ME NOW!

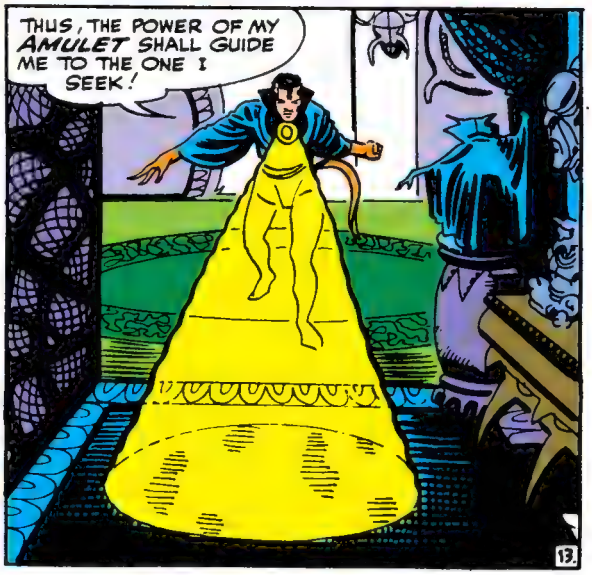

WELL, WELL! HERE COME THE TWO HAPPINESS BOYS! XANDU CERTAINLY DIDN'T WASTE ANY TIME!


NOW THAT I KNOW WHAT YOU'RE AFTER... AND WHERE YOU GET YOUR POWER FROM, I'LL BE ABLE TO PUT UP A BETTER FIGHT... OR HAVE YOU ALREADY NOTICED?

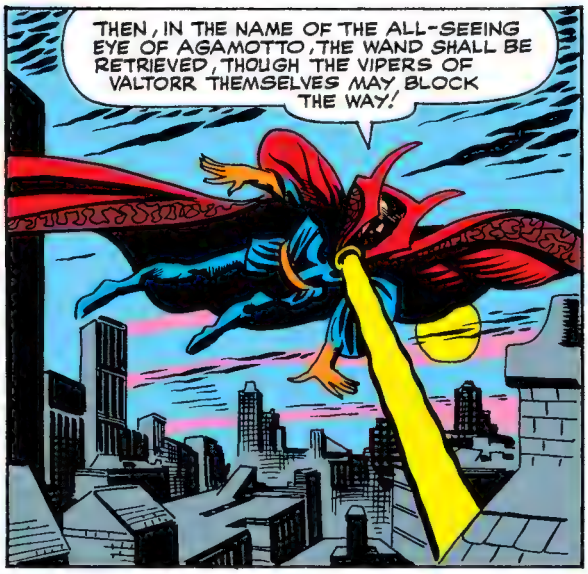
I'LL HAVE TO KEEP THIS UP UNTIL THEY HEAD FOR HOME, AND THEN TRY TO FOLLOW THEM!

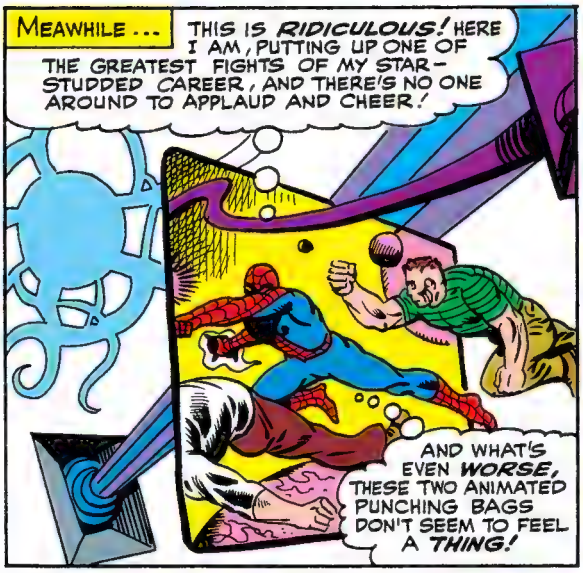

AT LEAST YOU GUYS DON'T TRY TO TALK A FELLA TO DEATH, LIKE SOME OTHERS I'VE FOUGHT!

MEANWHILE, IN HIS MYSTIC RETREAT IN GREENWICH VILLAGE, DR. STRANGE FINALLY RECOVERS CONSCIOUSNESS...
MY HALF OF THE ENCHANTED WAND OF WATOOMB IS GONE! SO THAT'S WHAT THEY WERE AFTER!
BUT IT MUST BE FOUND! ITS POWER IS TOO GREAT TO BE ALLOWED TO FALL INTO OTHER HANDS!


THUS, THE POWER OF MY AMULET SHALL GUIDE ME TO THE ONE I SEEK!

I SHALL TAKE MY MAGIC CLOAK OF LEVITATION AND FOLLOW, NO MATTER WHERE THE TRAIL MAY LEAD!

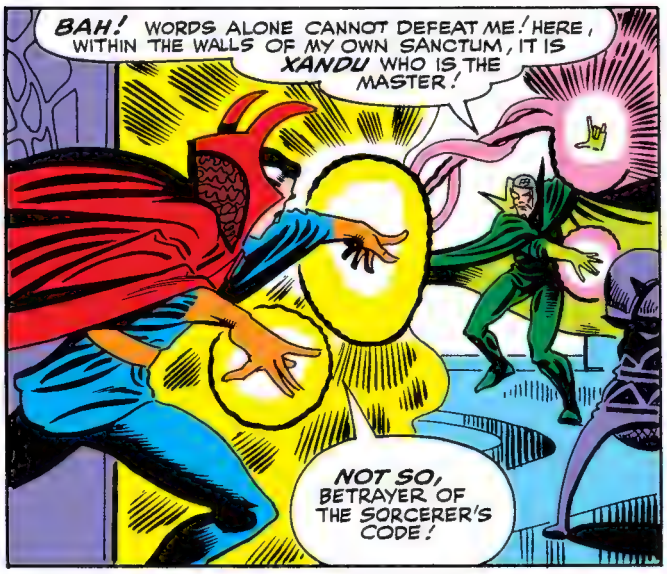

THEN, IN THE NAME OF THE ALL-SEEING EYE OF AGAMOTTO, THE WAND SHALL BE RETRIEVED, THOUGH THE VIPERS OF VALTORR THEMSELVES MAY BLOCK THE WAY!

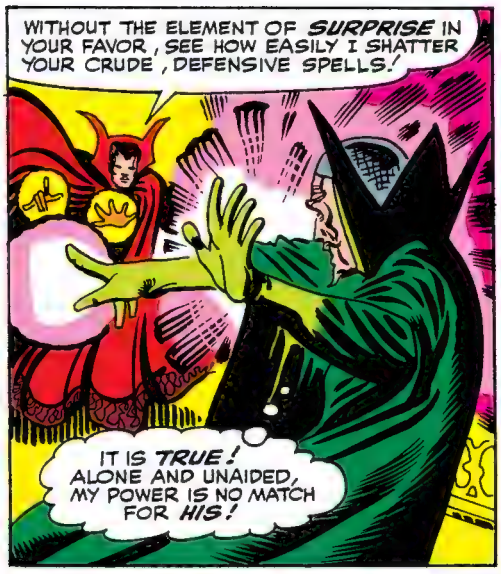

MEANWHILE ...
THIS IS RIDICULOUS! HERE I AM, PUTTING UP ONE OF THE GREATEST FIGHTS OF MY STAR-STUDDED CAREER, AND THERE'S NO ONE AROUND TO APPLAUD AND CHEER!
AND WHAT'S EVEN WORSE, THESE TWO ANIMATED PUNCHING BAGS DON'T SEEM TO FEEL A THING!

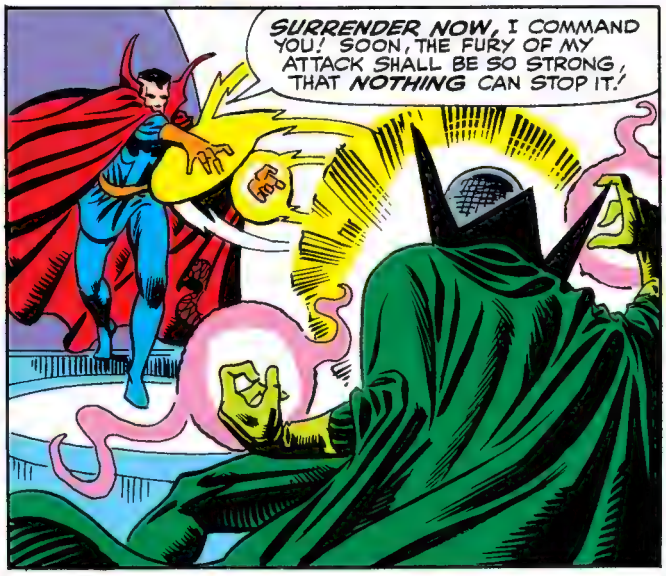
KEEP FIGHTING!! HE HAS TO WEAKEN SOON! GOOD! GOOD! YOU ALMOST SEIZED IT THEN!

ONCE THEY RETRIEVE IT AGAIN, I SHALL BRING IT BACK FROM THE BEYOND, AND SUPREME POWER SHALL BE MINE ONCE MORE!

NEVER, MAN OF EVIL! NOT WHILE DR. STRANGE LIVES!
YOU! YOU FOUND ME! BUT... HOW??
MANY ARE THE POWERS OF THE MASTER OF THE MYSTIC ARTS!

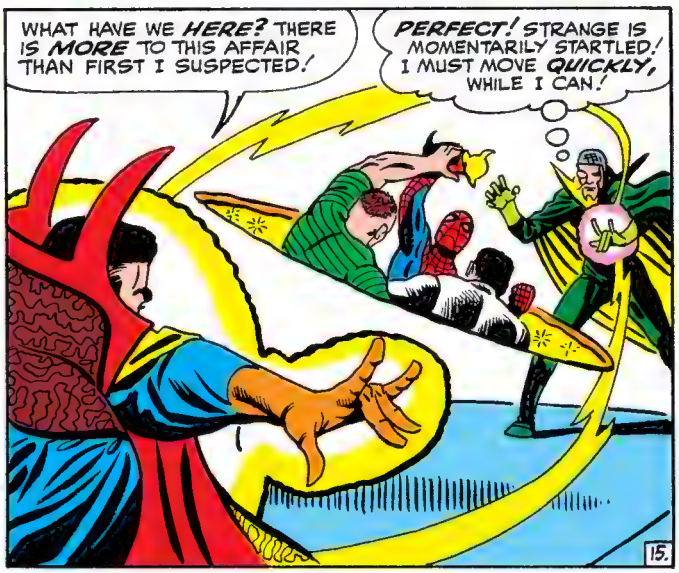

BAH! WORDS ALONE CANNOT DEFEAT ME! HERE, WITHIN THE WALLS OF MY OWN SANCTUM, IT IS XANDU WHO IS THE MASTER!
NOT SO, BETRAYER OF THE SORCERER'S CODE!


WITHOUT THE ELEMENT OF SURPRISE IN YOUR FAVOR, SEE HOW EASILY I SHATTER YOUR CRUDE, DEFENSIVE SPELLS!
IT IS TRUE! ALONE AND UNAIDED, MY POWER IS NO MATCH FOR HIS!

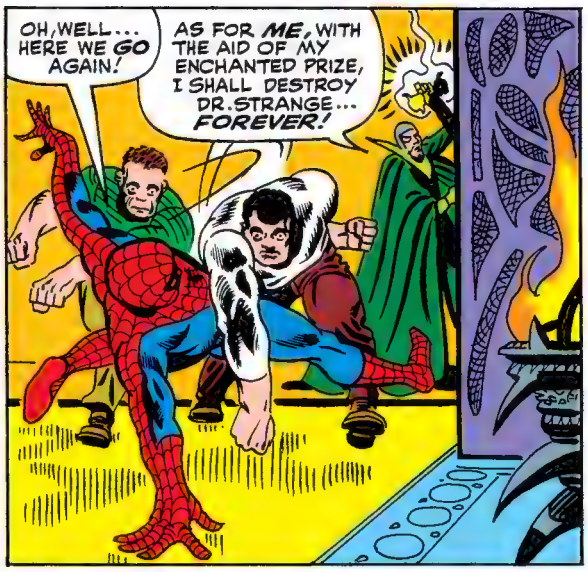

SURRENDER NOW, I COMMAND YOU! SOON, THE FURY OF MY ATTACK SHALL BE SO STRONG, THAT NOTHING CAN STOP IT!

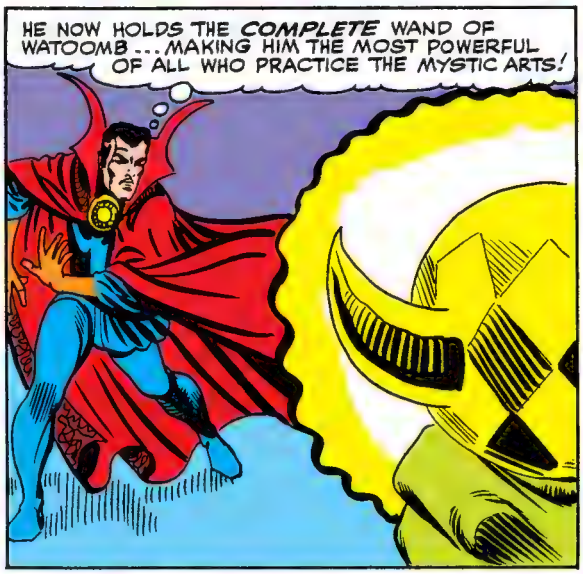
I MUST DO AS HE ORDERS, OR... NO!
THEY ARE HERE! I AM SAVED! NOW I AM THE MASTER AGAIN!

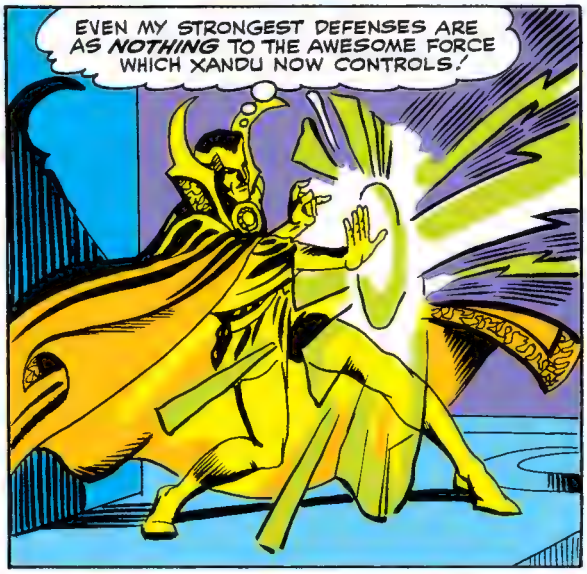
I HAD TO LET THEM GET ME, IN ORDER FOR THEM TO BRING ME BACK! BUT NOW... I'VE GOT TO FIND A WAY TO ESCAPE ANEW!

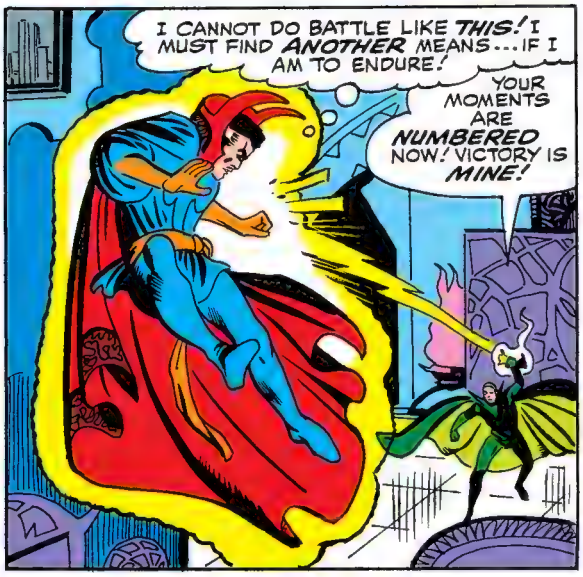

WHAT HAVE WE HERE? THERE IS MORE TO THIS AFFAIR THAN FIRST I SUSPECTED!
PERFECT! STRANGE IS MOMENTARILY STARTLED! I MUST MOVE QUICKLY, WHILE I CAN!

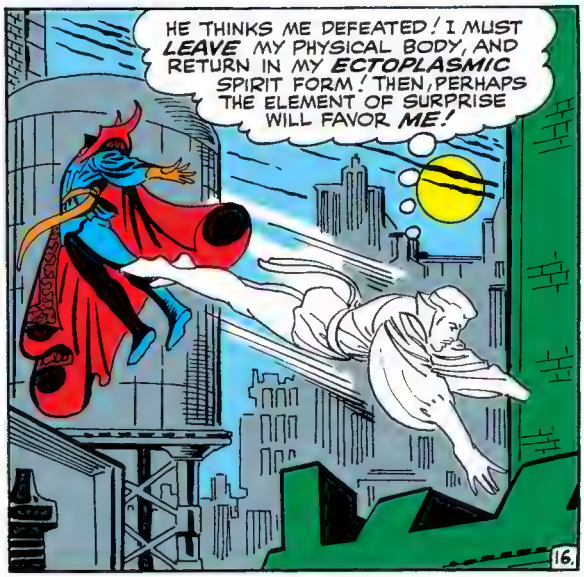
AND NOW, I SHALL RELIEVE YOU OF THAT WAND ... FOR THE LAST TIME!
DISPOSE OF HIM NOW, MY WITLESS ONES! HE HAS SERVED HIS PURPOSE!

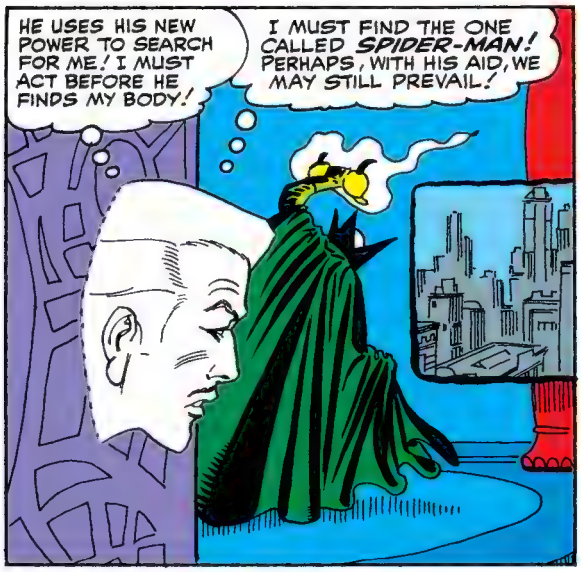

OH, WELL... HERE WE GO AGAIN!
AS FOR ME, WITH THE AID OF MY ENCHANTED PRIZE, I SHALL DESTROY DR. STRANGE... FOREVER!

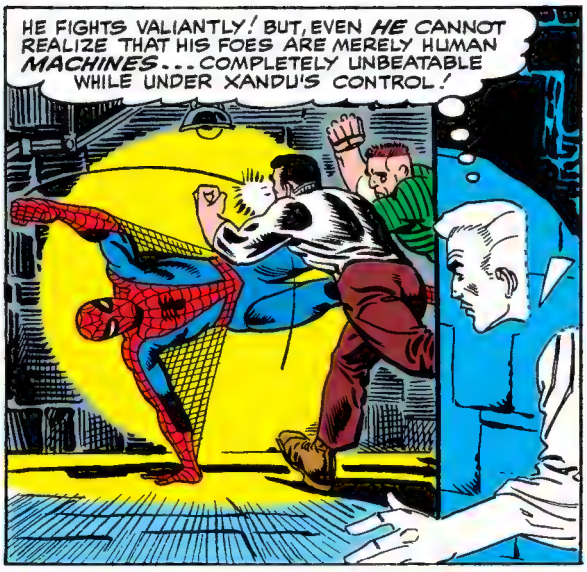

HE NOW HOLDS THE COMPLETE WAND OF WATOOMB ... MAKING HIM THE MOST POWERFUL OF ALL WHO PRACTICE THE MYSTIC ARTS!


EVEN MY STRONGEST DEFENSES ARE AS NOTHING TO THE AWESOME FORCE WHICH XANDU NOW CONTROLS!

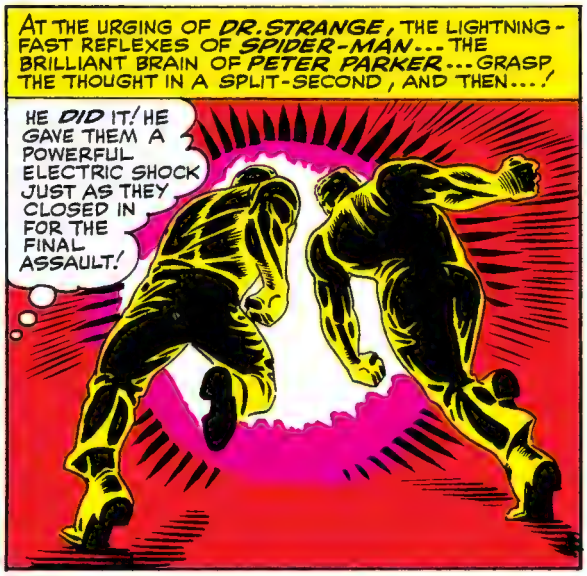

I CANNOT DO BATTLE LIKE THIS! I MUST FIND ANOTHER MEANS ... IF I AM TO ENDURE!
YOUR MOMENTS ARE NUMBERED NOW! VICTORY IS MINE!


HE THINKS ME DEFEATED! I MUST LEAVE MY PHYSICAL BODY, AND RETURN IN MY ECTOPLASMIC SPIRIT FORM! THEN, PERHAPS THE ELEMENT OF SURPRISE WILL FAVOR ME!

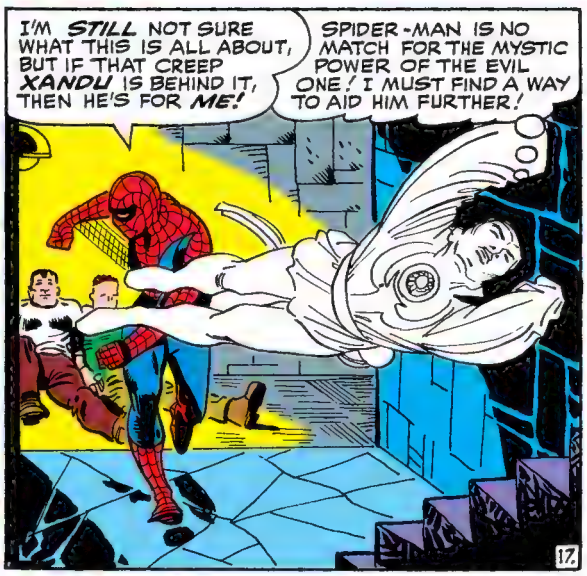

HE USES HIS NEW POWER TO SEARCH FOR ME! I MUST ACT BEFORE HE FINDS MY BODY!
I MUST FIND THE ONE CALLED SPIDER-MAN! PERHAPS, WITH HIS AID, WE MAY STILL PREVAIL!

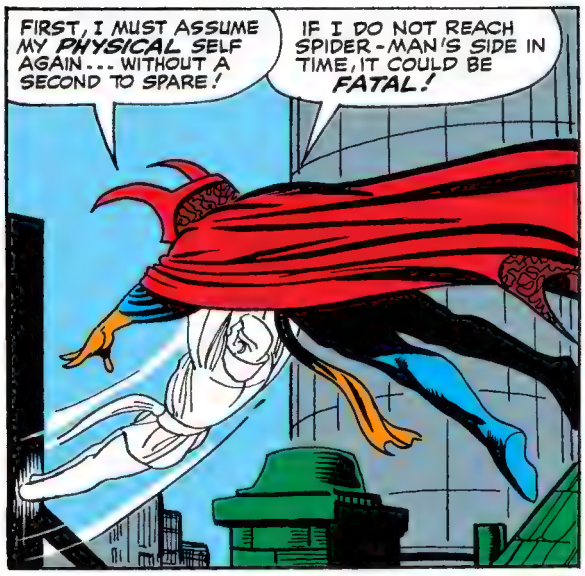

HE FIGHTS VALIANTLY! BUT, EVEN HE CANNOT REALIZE THAT HIS FOES ARE MERELY HUMAN MACHINES... COMPLETELY UNBEATABLE WHILE UNDER XANDU'S CONTROL!

I MUST PLANT A THOUGHT IN HIS MIND... A THOUGHT WHICH CAN SAVE HIM!
THE WIRES BEHIND YOU... GRAB THEM! LET THEM TOUCH AT THE PROPER SECOND...!

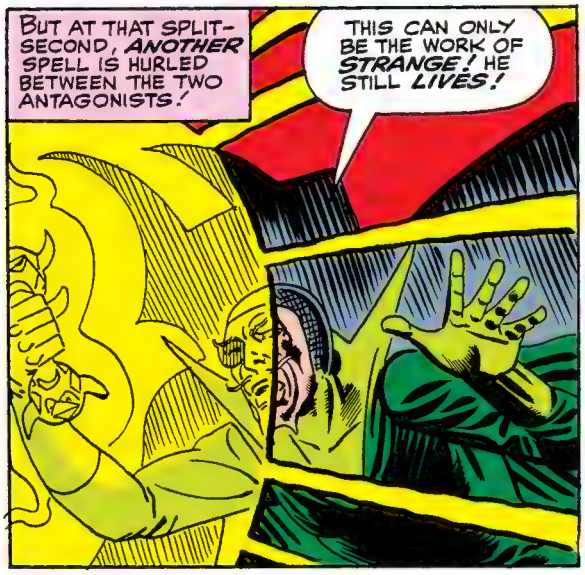

AT THE URGING OF DR. STRANGE, THE LIGHTNING-FAST REFLEXES OF SPIDER-MAN... THE BRILLIANT BRAIN OF PETER PARKER... GRASP THE THOUGHT IN A SPLIT-SECOND, AND THEN...!
HE DID IT! HE GAVE THEM A POWERFUL ELECTRIC SHOCK JUST AS THEY CLOSED IN FOR THE FINAL ASSAULT!

HEY, WHAT GIVES? WHAT'S GOIN ON HERE?
SEARCH ME!? HOW'D WE GET HERE? AND... WHY AM I SO BLAMED TIRED?
IT WAS THE ONLY WAY TO RELEASE THEM FROM XANDU'S SPELL! THEY WILL NOT TROUBLE YOU AGAIN!


I'M STILL NOT SURE WHAT THIS IS ALL ABOUT, BUT IF THAT CREEP XANDU IS BEHIND IT, THEN HE'S FOR ME!
SPIDER-MAN IS NO MATCH FOR THE MYSTIC POWER OF THE EVIL ONE! I MUST FIND A WAY TO AID HIM FURTHER!


FIRST, I MUST ASSUME MY PHYSICAL SELF AGAIN... WITHOUT A SECOND TO SPARE!
IF I DO NOT REACH SPIDER-MAN'S SIDE IN TIME, IT COULD BE FATAL!

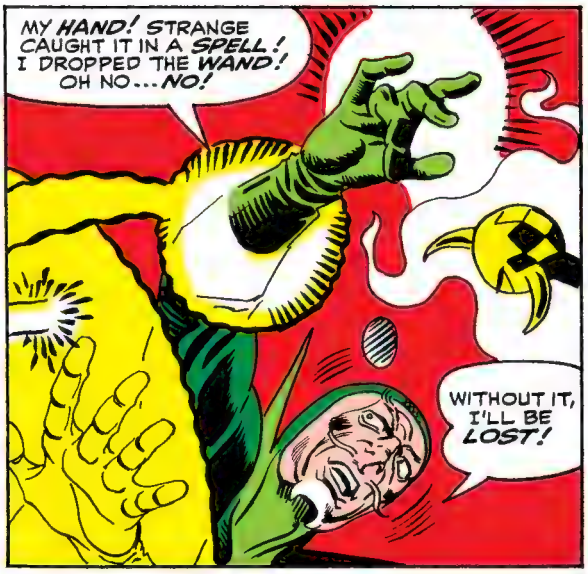
OKAY, XANDU! NOW IT'S JUST YOU AND ME!!
BUT NOT FOR LONG! WHEN I FINISH USING MY MYSTIC WAND, IT SHALL BE ONLY ME!!


BUT AT THAT SPLIT-SECOND, ANOTHER SPELL IS HURLED BETWEEN THE TWO ANTAGONISTS!
THIS CAN ONLY BE THE WORK OF STRANGE! HE STILL LIVES!

MY POWER IS THE GREATEST! AND YET, I AM CONFUSED! BETWEEN SPIDER-MAN'S WEB... AND THE SPELLS OF DR. STRANGE... I DO NOT KNOW WHERE TO TURN FIRST!!

THAT'S IT, SPIDER-MAN! KEEP MOVING FAST! KEEP HIM OFF-BALANCE... IT'S OUR ONLY CHANCE AGAINST HIS DEADLY WAND!
I HEAR YA TALKIN', DOC! THIS IS BEGINNING TO FEEL LIKE OLD TIMES!

GOOD SHOT! YOU CAUGHT HIS LEGS! HE'S TOTTERING... THIS IS OUR CHANCE!
IT ISN'T FAIR! I-I HAVEN'T TIME TO THINK!

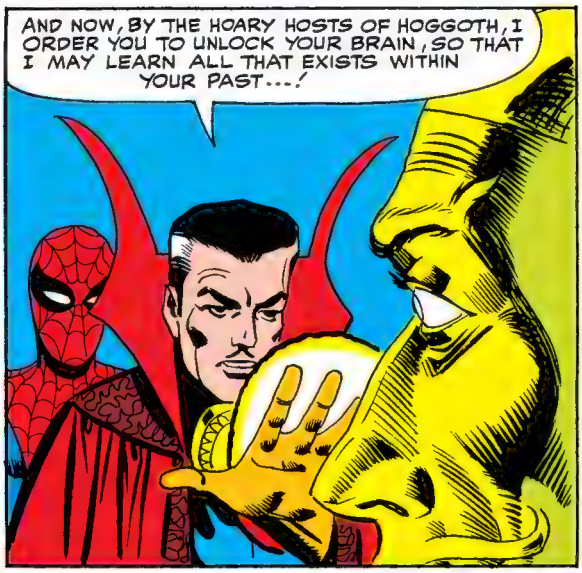

MY HAND! STRANGE CAUGHT IT IN A SPELL! I DROPPED THE WAND! OH NO... NO!
WITHOUT IT, I'LL BE LOST!

I'VE GOT TO GET IT BACK! SO LONG AS I HAVE IT, I... THAT WEBBING!! I CAN'T MOVE MY HANDS!
THWAP!

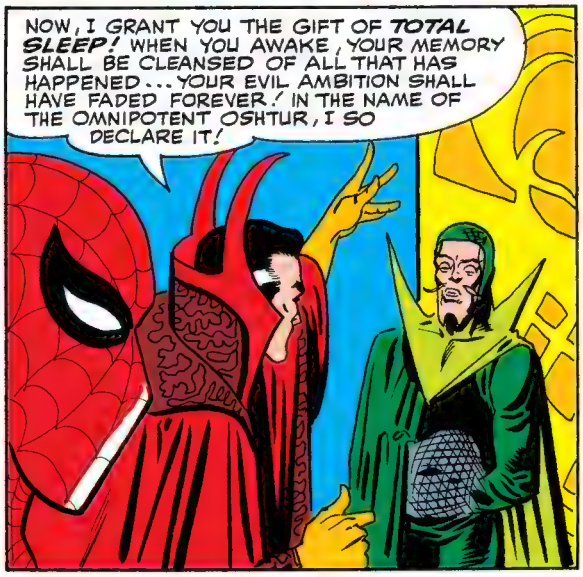
STAY WHERE YOU ARE, XANDU! THE CHARADE IS ENDED! YOUR POWER HAS VANISHED!
WHA.. WHAT WILL BECOME OF ME!?

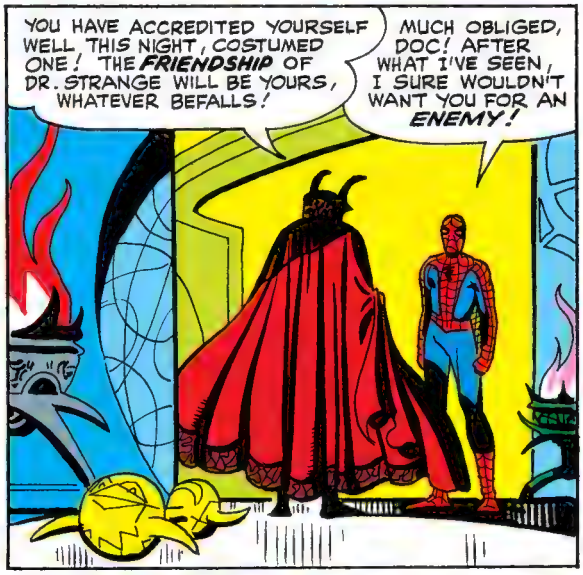
BEFORE YOU ANSWER HIS QUEASY QUESTION, WHAT DO WE DO ABOUT THIS GADGET?
I REALIZE NOW THAT THE WAND OF WATOOMB IS TOO POTENT, TOO MENACING TO EVER FALL INTO OTHER HANDS!

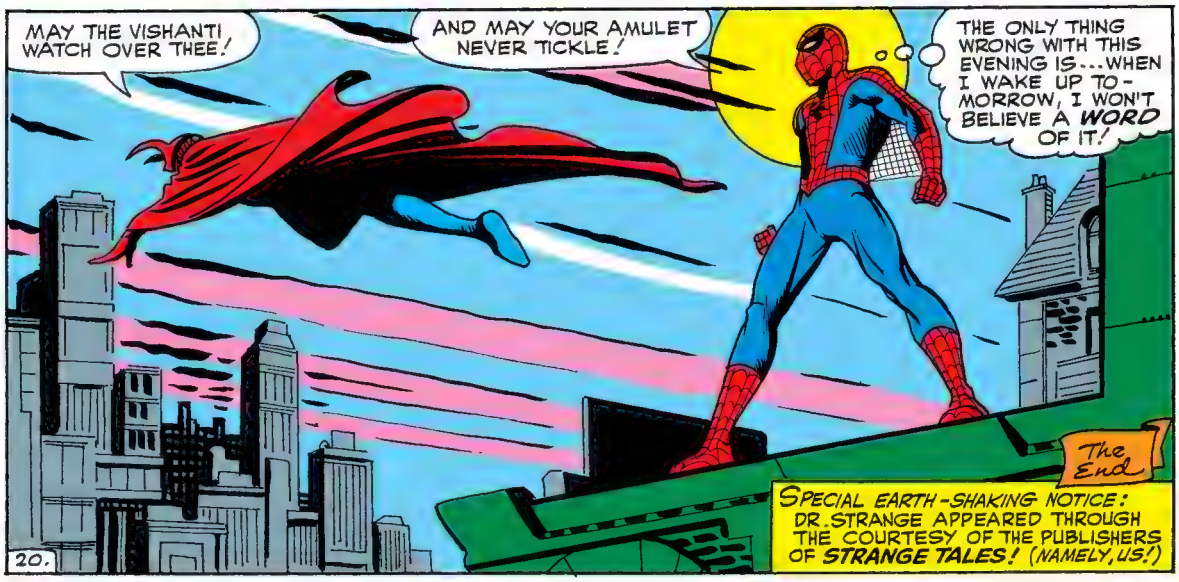
AND SO, MY MYSTIC AMULET WILL DRAIN EVERY BIT OF POWER OUT OF IT, UNTIL ALL THAT REMAINS IS A HARMLESS, SIMPLE ORNAMENT!! THE THREAT OF WATOOMB EXISTS NO MORE!


AND NOW, BY THE HOARY HOSTS OF HOGGOTH, I ORDER YOU TO UNLOCK YOUR BRAIN, SO THAT I MAY LEARN ALL THAT EXISTS WITHIN YOUR PAST...!

AHH, IT IS REVEALED TO ME!! YOU WERE A STUDENT OF THE MYSTIC ARTS! YOU LEARNED OF WATOOMB'S WAND, AND OF ITS POWER! YOU STOLE YOUR HALF, AND ONCE YOU KNEW THAT I HAD THE OTHER HALF, YOU PLOTTED TO SEIZE IT FROM ME...!


NOW, I GRANT YOU THE GIFT OF TOTAL SLEEP! WHEN YOU AWAKE, YOUR MEMORY SHALL BE CLEANSED OF ALL THAT HAS HAPPENED... YOUR EVIL AMBITION SHALL HAVE FADED FOREVER! IN THE NAME OF THE OMNIPOTENT OSHTUR, I SO DECLARE IT!


YOU HAVE ACCREDITED YOURSELF WELL THIS NIGHT, COSTUMED ONE! THE FRIENDSHIP OF DR. STRANGE WILL BE YOURS, WHATEVER BEFALLS!
MUCH OBLIGED, DOC! AFTER WHAT I'VE SEEN, I SURE WOULDN'T WANT YOU FOR AN ENEMY!


MAY THE VISHANTI WATCH OVER THEE!
AND MAY YOUR AMULET NEVER TICKLE!
THE ONLY THING WRONG WITH THIS EVENING IS...WHEN I WAKE UP TOMORROW, I WON'T BELIEVE A WORD OF IT!
The End
SPECIAL EARTH-SHAKING NOTICE: DR. STRANGE APPEARED THROUGH THE COURTESY OF THE PUBLISHERS OF STRANGE TALES! (NAMELY, US!)

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE CIRCUS OF CRIME

As INTRODUCED IN SPIDER-MAN #16 AND #22

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

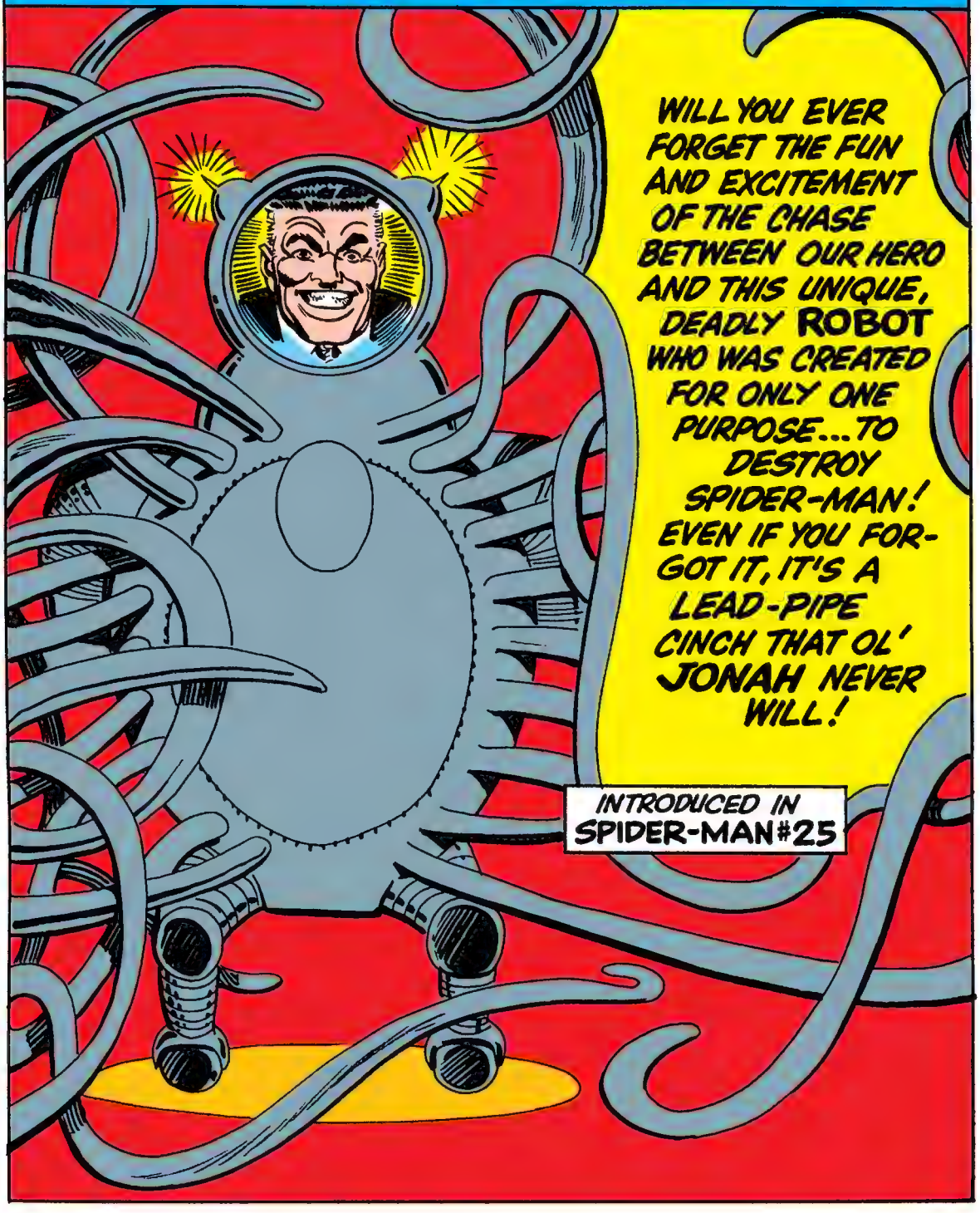
The SCORPION

A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

THE BEETLE

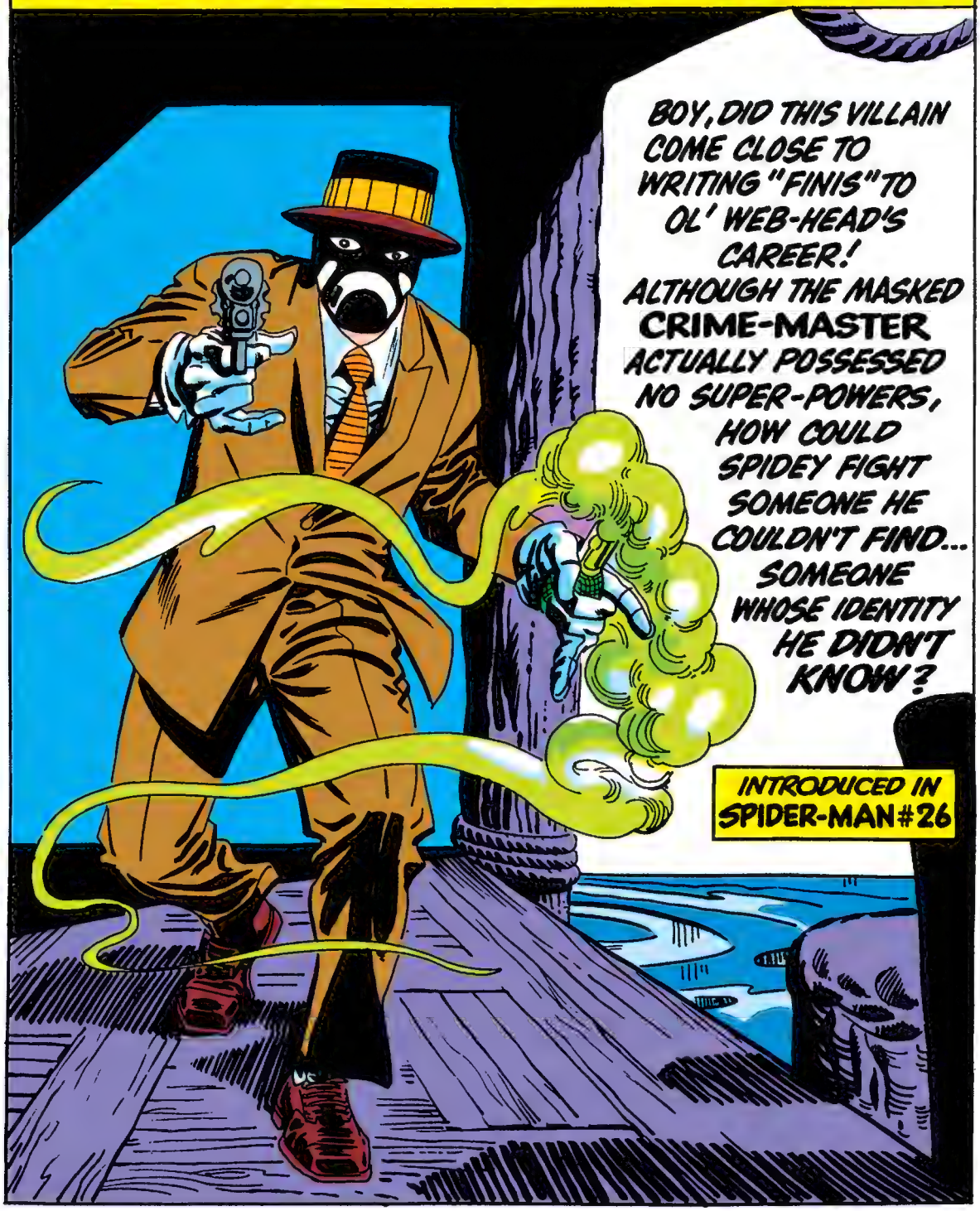
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

JONAH'S ROBOT



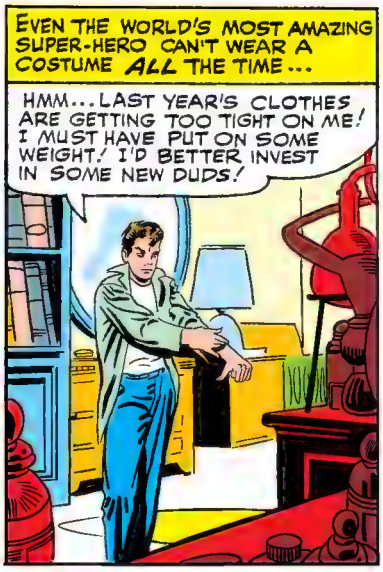
A GALLERY OF SPIDER-MAN'S MOST FAMOUS FOES!

The CRIME-MASTER



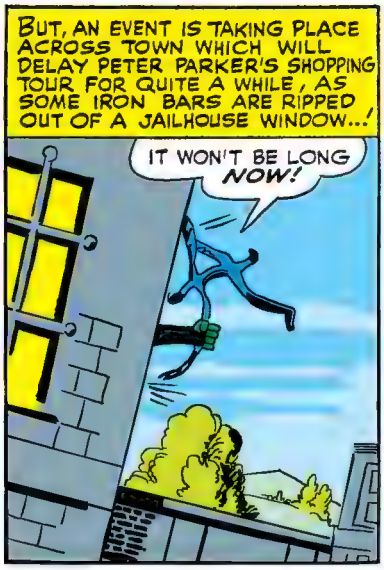
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL POP ART PRODUCTIONS
12¢
29 OCT
IND.
WHATEVER YOU DO... WHEREVER YOU GO...
"NEVER STEP ON A SCORPION!"

SPIDER-MAN
"NEVER STEP ON A SCORPION!"
OR...
"..YOU THINK IT'S EASY TO DREAM UP TITLES LIKE THIS?"
ON THE SURFACE, THIS MAY SEEM TO BE A SUPER-HERO ACTION THRILLER! BUT, IF YOU PROBE DOWN DEEP, IF YOU ANALYZE EACH SUBTLE NUANCE, IF YOU DISSECT EACH PHILOSOPHICAL PHRASE, IF YOU STUDY EACH NON-EXISTENTIALISTIC PANEL, YOU'LL DISCOVER THAT IT ACTUALLY IS... A SUPER-HERO ACTION-THRILLER!
WHEN ACADEMY AWARD TIME ROLLS AROUND, LEAVE US NOT FORGET...
Writing and Editing by: STAN LEE
Plotting and Drawing by: STEVE DITKO
Lettering and Loafing by: SAM ROSEN

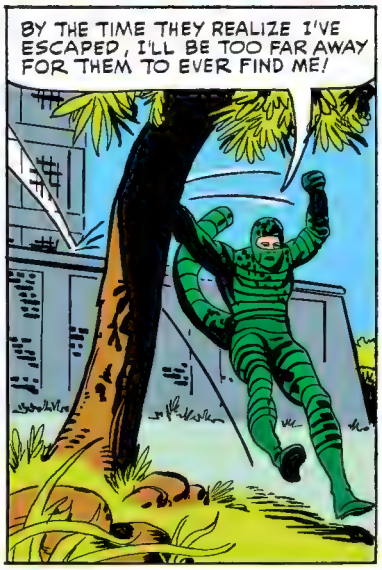

EVEN THE WORLD'S MOST AMAZING SUPER-HERO CAN'T WEAR A COSTUME ALL THE TIME...
HMM... LAST YEAR'S CLOTHES ARE GETTING TOO TIGHT ON ME! I MUST HAVE PUT ON SOME WEIGHT! I'D BETTER INVEST IN SOME NEW DUDS!

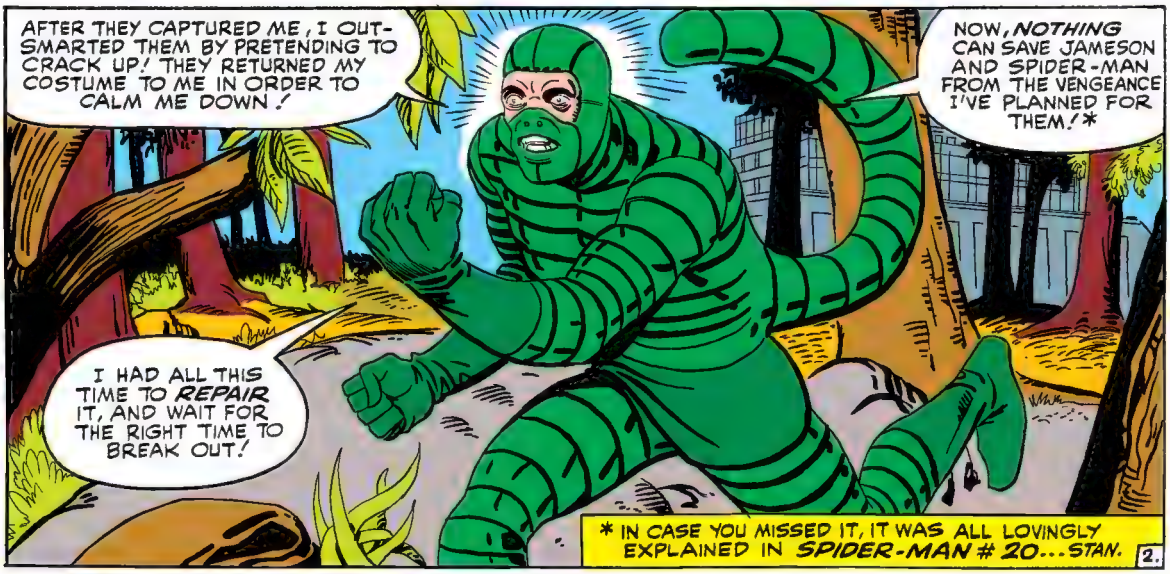
LATER, AT PETER PARKER'S LOCAL BANK...
HERE'S YOUR MONEY, MR. PARKER!
THIS PRACTICALLY CLEANS ME OUT! I'D BETTER NOT SPEND IT TOO FAST!

AS A MATTER OF FACT, I'LL DROP IN AND SEE BETTY BRANT WHILE I'M IN THE NEIGHBORHOOD!
I CAN GO SHOPPING LATER, WHEN IT'S LESS CROWDED!


BUT, AN EVENT IS TAKING PLACE ACROSS TOWN WHICH WILL DELAY PETER PARKER'S SHOPPING TOUR FOR QUITE A WHILE, AS SOME IRON BARS ARE RIPPED OUT OF A JAILHOUSE WINDOW...!
IT WON'T BE LONG NOW!

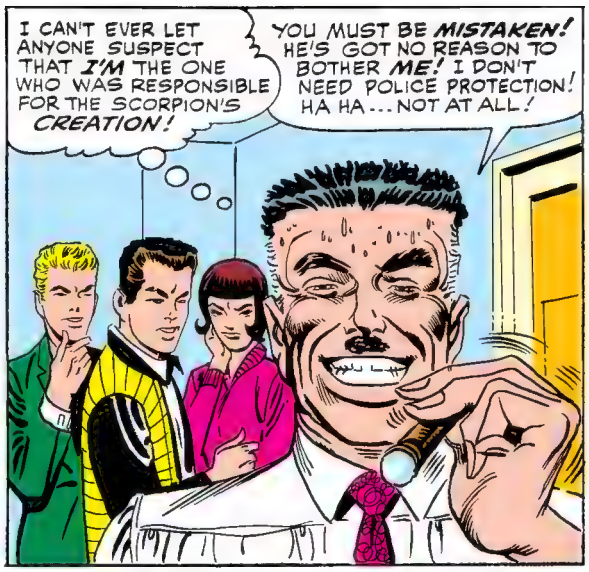
I WARNED THEM, BUT THEY LAUGHED AT ME! I TOLD THEM NO JAIL COULD HOLD THE SCORPION!


BY THE TIME THEY REALIZE I'VE ESCAPED, I'LL BE TOO FAR AWAY FOR THEM TO EVER FIND ME!

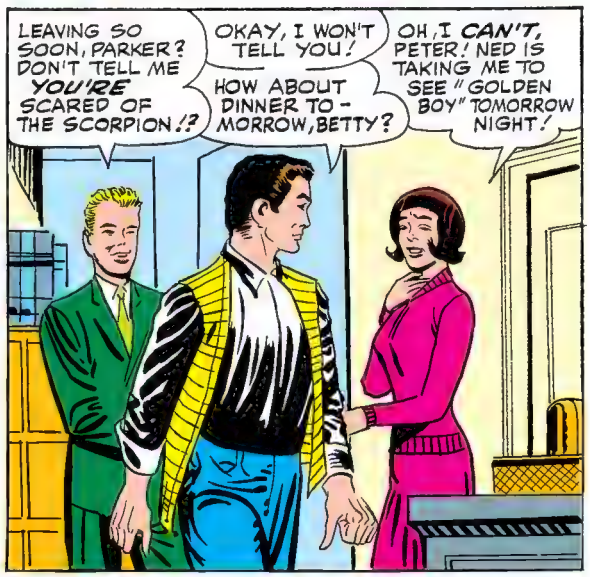

AFTER THEY CAPTURED ME, I OUT-SMARTED THEM BY PRETENDING TO CRACK UP! THEY RETURNED MY COSTUME TO ME IN ORDER TO CALM ME DOWN!
NOW, NOTHING CAN SAVE JAMESON AND SPIDER-MAN FROM THE VENGEANCE I'VE PLANNED FOR THEM!*
I HAD ALL THIS TIME TO REPAIR IT, AND WAIT FOR THE RIGHT TIME TO BREAK OUT!
* IN CASE YOU MISSED IT, IT WAS ALL LOVINGLY EXPLAINED IN SPIDER-MAN # 20... STAN.

MEANWHILE, UNAWARE THAT ONE OF THE STRONGEST, MOST DANGEROUS MENACES OF ALL TIME IS HEADING HIS WAY, J. JONAH JAMESON GOES ABOUT HIS BUSINESS AS PUBLISHER OF THE FAMOUS N.Y. BUGLE...
ANY NEW REPORTS ABOUT THE CAT BURGLAR, FOSWELL... OR THOSE ROBBERIES OF SCIENTIFIC EQUIPMENT?
NOTHING, MR. JAMESON! IT'S ALMOST LIKE THE LULL BEFORE THE STORM!
CAT BURGLAR? SCIENTIFIC EQUIPMENT BEING STOLEN? SOUNDS INTERESTING!
I'LL GET MORE DETAILS FROM JONAH LATER! HE'LL BE GLAD TO TELL ME SO THAT I'LL GO OUT AND GET SOME NEWS PHOTOS FOR HIM!
I WONDER WHAT HE'D SAY IF HE EVER FOUND OUT I GET THOSE PIX IN MY IDENTITY AS SPIDER-MAN!?!
I'M IN LUCK... THERE'S BETTY NOW!
IT'S BEEN A LONG TIME SINCE I'VE SEEN HER IN SUCH A GOOD MOOD!
IN FACT, IT'S BEEN A LONG TIME SINCE I'VE SEEN HER!
YOU MUST TELL ME MORE ABOUT IT!
I WONDER WHO SHE'S...?
WELL, HELLO THERE, PARKER! LONG TIME NO SEE!
ISN'T IT WONDERFUL, PETER? NED'S BACK TO STAY! HE FINISHED HIS EUROPEAN ASSIGNMENT!
HOLY SMOKE! IT'S THAT REPORTER SHE HAS A CRUSH ON... NED LEEDS! HE'S BACK FROM EUROPE!
YEAH... JUST WONDERFUL!
HE DIDN'T EVEN TELL ME HE WAS COMING! HE WANTED TO SURPRISE ME! WASN'T THAT SWEET OF HIM?
MAYBE HE JUST DIDN'T WANT TO SPEND A POSTAGE STAMP!
I ALWAYS SAID YOU HAD A GREAT SENSE OF HUMOR, PARKER!
BUT THEN, SUDDENLY...
MR. JAMESON! I'VE BEEN LOOKING FOR YOU!
A POLICEMAN! WONDER WHAT'S UP?
NOW LOOK, OFFICER... I PUT A DIME IN THE PARKING METER... I CAN PROVE IT!
IT'S NOTHING TO DO WITH PARKING THIS TIME!
3.

HEADQUARTERS JUST LEARNED THAT THE SCORPION ESCAPED! THE CHIEF SENT ME TO OFFER YOU POLICE PROTECTION!
THE SCORPION'S BEEN THREATENING YOUR LIFE ALL THE TIME HE WAS IN JAIL!
W-WHY WOULD HE THREATEN ME?

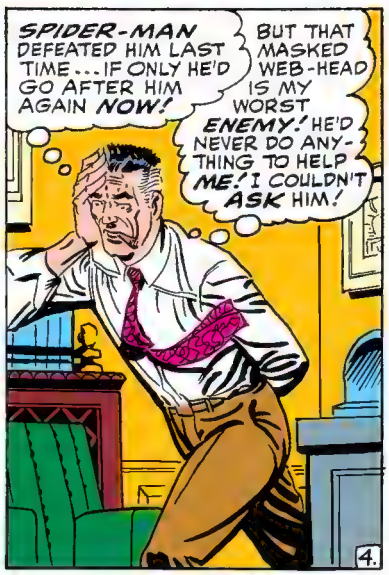

I CAN'T EVER LET ANYONE SUSPECT THAT I'M THE ONE WHO WAS RESPONSIBLE FOR THE SCORPION'S CREATION!
YOU MUST BE MISTAKEN! HE'S GOT NO REASON TO BOTHER ME! I DON'T NEED POLICE PROTECTION! HA HA... NOT AT ALL!

WELL, WE'LL DETAIL SOME EXTRA MEN TO THIS AREA ANYWAY, JUST IN CASE!
SUIT YOURSELF, OFFICER! BUT I'M SURE THE SCORPION ISN'T INTERESTED IN ME!
HE'S BLUFFING! I CAN SENSE HIS VOICE SHAKING! AND, JUST MY LUCK, I'M THE ONLY ONE WHO CAN STOP THE SCORPION!


LEAVING SO SOON, PARKER? DON'T TELL ME YOU'RE SCARED OF THE SCORPION!?
OKAY, I WON'T TELL YOU!
HOW ABOUT DINNER TOMORROW, BETTY?
OH, I CAN'T, PETER! NED IS TAKING ME TO SEE "GOLDEN BOY" TOMORROW NIGHT!

WELL, GOODY FOR YOU!
OKAY, HAVE A BALL! I'LL BE SEEING YOU!
GOOD-BYE, PETER!
YEAH... GOODBYE!

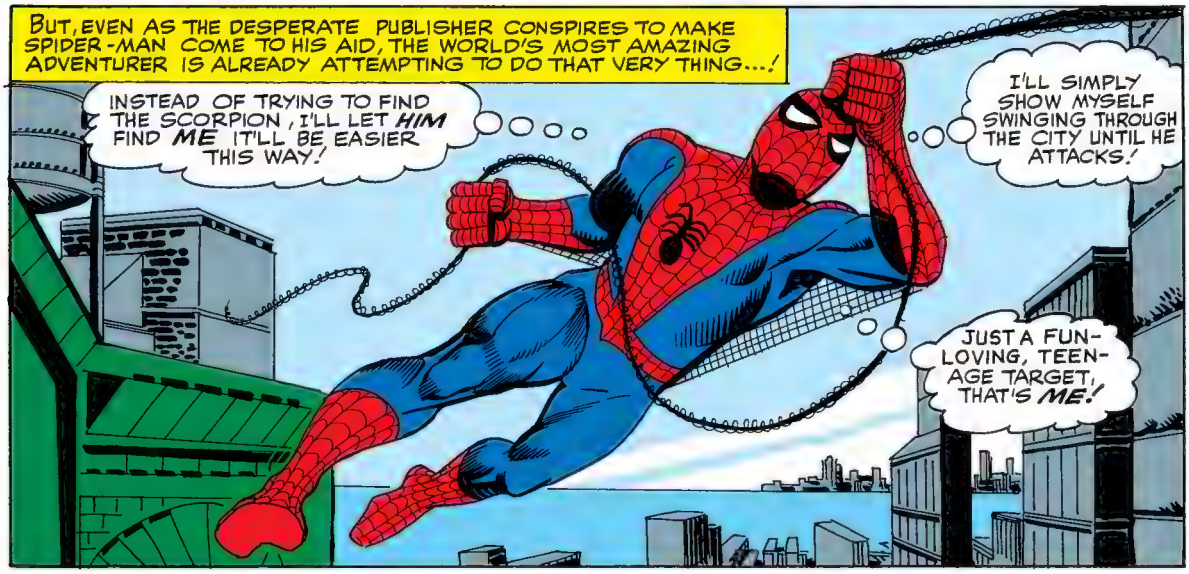
MEANWHILE, ALONE IN HIS OFFICE, THE MASK OF CHEERFULNESS FALLS FROM J. JONAH JAMESON WITH A SICKENING THUD...!
THE SCORPION TRIED TO FINISH ME BEFORE SPIDER-MAN STOPPED HIM MONTHS AGO!
SO NOW HE'LL TAKE UP WHERE HE LEFT OFF! ...UNLESS I CAN THINK OF SOMETHING!


SPIDER-MAN DEFEATED HIM LAST TIME... IF ONLY HE'D GO AFTER HIM AGAIN NOW!
BUT THAT MASKED WEB-HEAD IS MY WORST ENEMY! HE'D NEVER DO ANYTHING TO HELP ME! I COULDN'T ASK HIM!

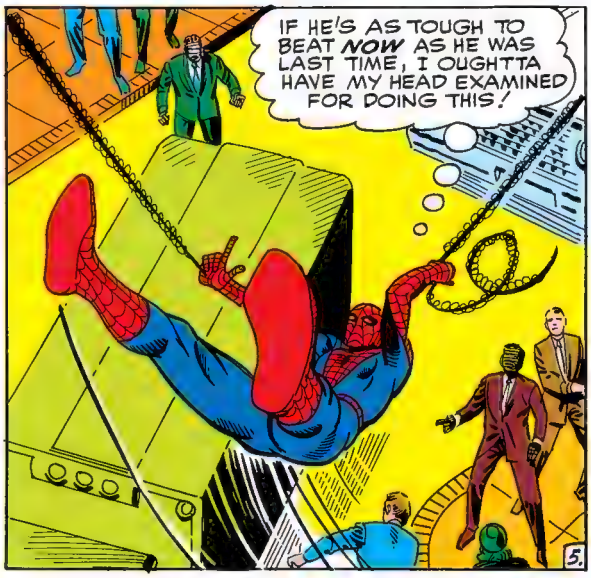
BUT, THERE MUST BE SOME WAY FOR ME TO TRICK HIM INTO HELPING ME! AND, I THINK I KNOW WHAT IT IS...!

MISS BRANT, CALL THE PRESS ROOM! HAVE THEM GET READY FOR AN EXTRA!
I HAVEN'T A MINUTE TO LOSE! THE SCORPION COULD STRIKE AT ANY TIME!

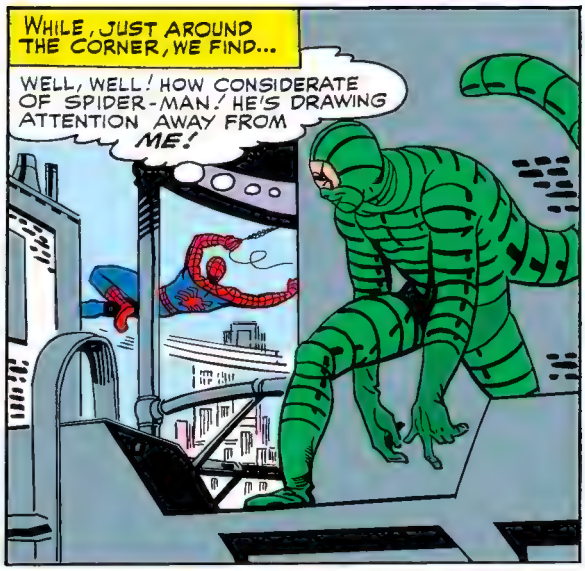
AND, IF MY PLAN DOESN'T WORK, I'M DOOMED... DOOMED BY THE VERY CREATURE I MYSELF UNTHINKINGLY HELPED TO CREATE!


BUT, EVEN AS THE DESPERATE PUBLISHER CONSPIRES TO MAKE SPIDER-MAN COME TO HIS AID, THE WORLD'S MOST AMAZING ADVENTURER IS ALREADY ATTEMPTING TO DO THAT VERY THING...!
INSTEAD OF TRYING TO FIND THE SCORPION, I'LL LET HIM FIND ME IT'LL BE EASIER THIS WAY!
I'LL SIMPLY SHOW MYSELF SWINGING THROUGH THE CITY UNTIL HE ATTACKS!
JUST A FUN-LOVING, TEEN-AGE TARGET, THAT'S ME!

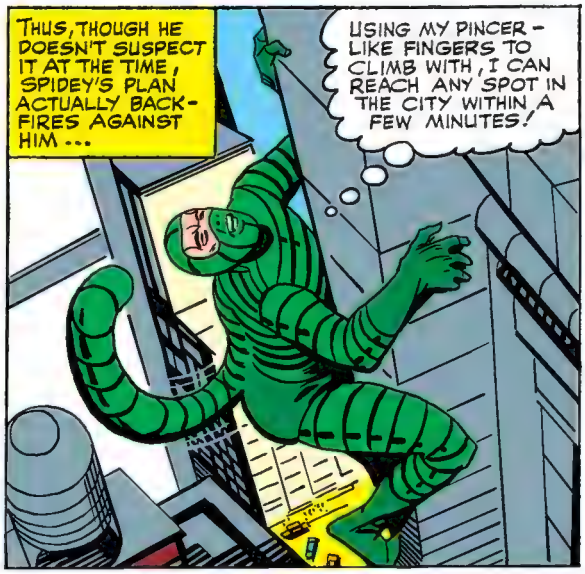
I'LL CONFINE MYSELF TO THIS ONE AREA! HE'S BOUND TO LEARN THAT I'M HERE, AND THEN, HE'LL COME RUNNING!

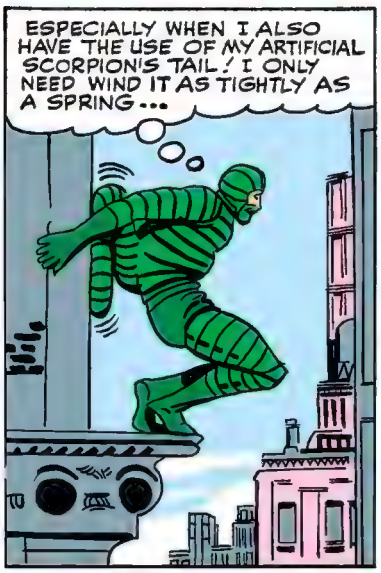

IF HE'S AS TOUGH TO BEAT NOW AS HE WAS LAST TIME, I OUGHTTA HAVE MY HEAD EXAMINED FOR DOING THIS!

BUT, I'LL NEVER MAKE THE SUPER-HEROES' HALL OF FAME BY HIDING UNDER THE BED!
IT'S SPIDER-MAN! WHAT'S HE SWINGIN' AROUND UP THERE FOR?
I DON'T KNOW... BUT IT'S GETTING ON MY NERVES!
IF YOU ASK ME, HE'S A PROFESSIONAL NUT!


WHILE, JUST AROUND THE CORNER, WE FIND...
WELL, WELL! HOW CONSIDERATE OF SPIDER-MAN! HE'S DRAWING ATTENTION AWAY FROM ME!

WHILE HE'S HERE, MY OTHER VICTIM IS UNPROTECTED! SO, I'LL FINISH JAMESON OFF FIRST, AND SAVE SPIDER-MAN FOR MY GRAND FINALE!


THUS, THOUGH HE DOESN'T SUSPECT IT AT THE TIME, SPIDEY'S PLAN ACTUALLY BACK-FIRES AGAINST HIM...
USING MY PINCER-LIKE FINGERS TO CLIMB WITH, I CAN REACH ANY SPOT IN THE CITY WITHIN A FEW MINUTES!


ESPECIALLY WHEN I ALSO HAVE THE USE OF MY ARTIFICIAL SCORPION'S TAIL! I ONLY NEED WIND IT AS TIGHTLY AS A SPRING...

...AND THEN... RELEASE IT!
THIS SERVED TO PROPEL ME ACROSS THE PRISON COURTYARD DURING MY ESCAPE...

...AND, IT CAN GET ME FROM ROOFTOP TO ROOFTOP ALMOST AS FAST AS FLYING!

EVEN AS THE SCORPION GETS CLOSER TO HIS INTENDED VICTIM, JONAH JAMESON'S EXTRA EDITION HITS THE STREET WITH SCREAMING HEADLINES...!

SAY! DO YOU THINK JAMESON CAN BE RIGHT? IMAGINE... IF SPIDER-MAN AND THE SCORPION EVER TEAMED UP... HOO BOY!

THE ONLY WAY SPIDER-MAN CAN PROVE HE'S NOT THE SCORPION'S ALLY IS IF HE TACKLES HIM AGAIN!

"SPIDER-MAN AND SCORPION ARE PARTNERS," SAYS PUBLISHER!

BOTH THOSE PUBLIC MENACES HAVE THREATENED J.J. JAMESON, THE FEARLESS FOE OF ALL LAW-BREAKERS!

"IF SPIDER-MAN ISN'T SCORPION'S PARTNER, LET HIM CATCH THE SCORPION," SAYS

The whole city is...

BUT HIGH ABOVE THE NEWS-READING PUBLIC, THE NEWS-MAKING ADVENTURER BEGINS TO GROW RESTLESS...!

I DON'T LIKE IT! HE SHOULD HAVE COME AFTER ME BY NOW! I KNOW HE'S NOT AFRAID!

AND, AT THE SPEED HE TRAVELS, IT WOULDN'T TAKE HIM LONG TO REACH ME...

UNLESS...

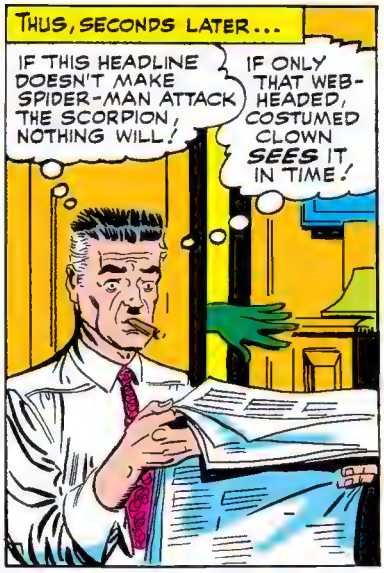
WAIT A MINUTE! I COULD JUST BE THE PRIZE CHUMP OF THE YEAR!

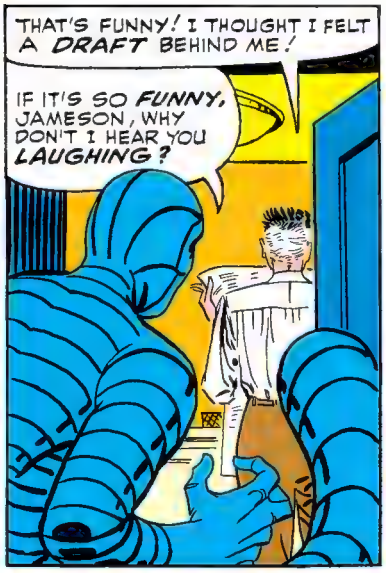
I MIGHT BE PLAYING RIGHT INTO SCORPY'S HANDS!!

WHILE I'M WALTZING AROUND UP HERE, JAMESON IS ALONE AT HIS OFFICE... AND THE SCORPION PROBABLY KNOWS IT!

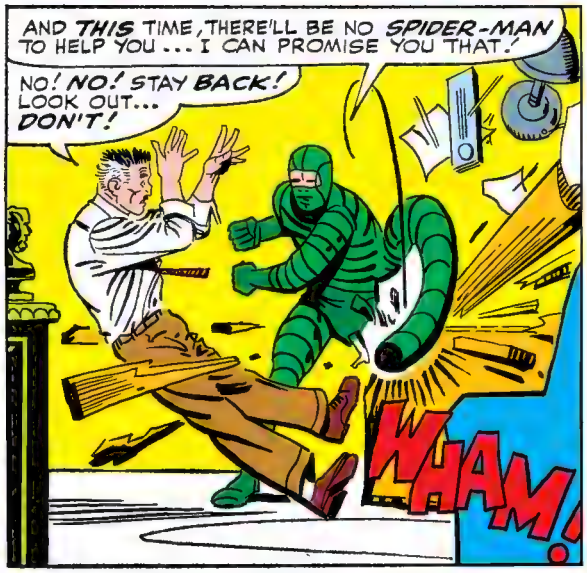
AND, DIRECTLY ACROSS TOWN, EVEN AS SPIDEY COLLECTS HIS THOUGHTS...

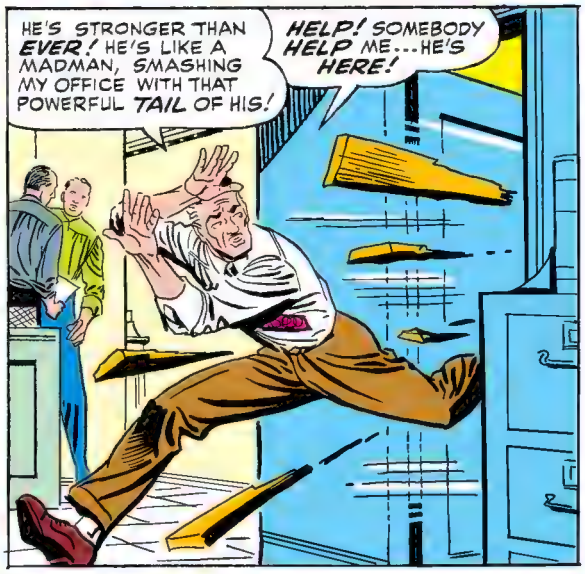
IT WON'T BE LONG NOW! ONCE I SILENTLY CLIMB THOSE BACK STEPS, I'LL BE JUST OUTSIDE HIS PRIVATE OFFICE!


THUS, SECONDS LATER...
IF THIS HEADLINE DOESN'T MAKE SPIDER-MAN ATTACK THE SCORPION, NOTHING WILL!
IF ONLY THAT WEB-HEADED, COSTUMED CLOWN SEES IT IN TIME!

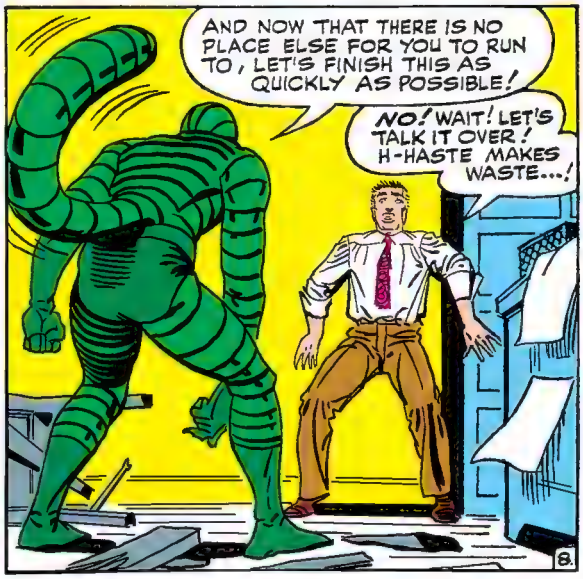

THAT'S FUNNY! I THOUGHT I FELT A DRAFT BEHIND ME!
IF IT'S SO FUNNY, JAMESON, WHY DON'T I HEAR YOU LAUGHING?

WHO SAID..?
SCORPION! IT...IT'S YOU!
OF COURSE IT'S ME! I SAID I'D GET YOU SOME DAY, DIDN'T I?


AND THIS TIME, THERE'LL BE NO SPIDER-MAN TO HELP YOU ... I CAN PROMISE YOU THAT!
NO! NO! STAY BACK! LOOK OUT... DON'T!
WHAM!

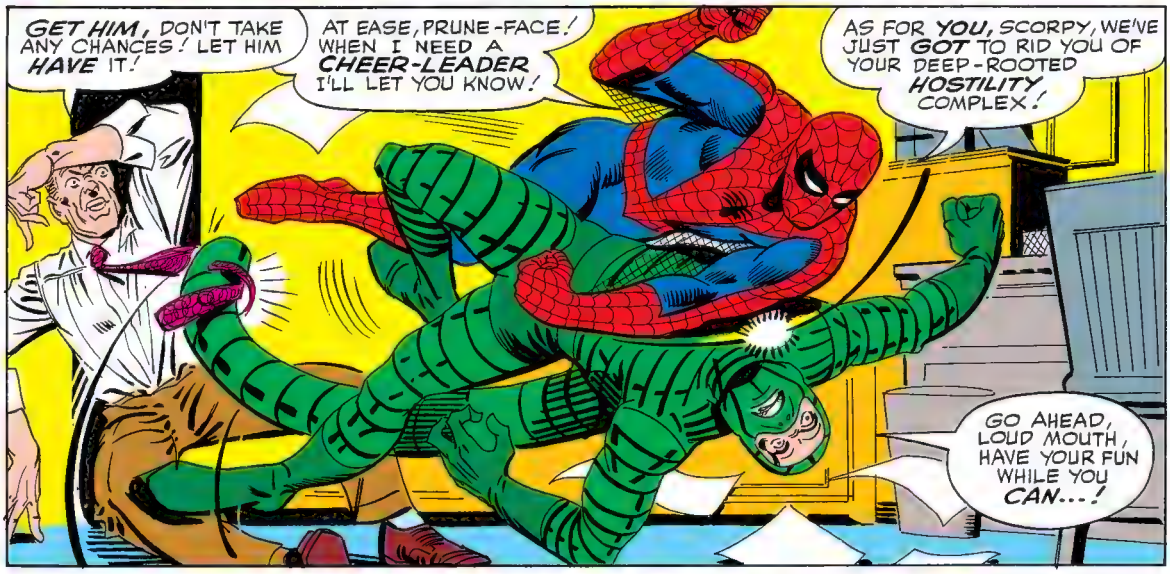

HE'S STRONGER THAN EVER! HE'S LIKE A MADMAN, SMASHING MY OFFICE WITH THAT POWERFUL TAIL OF HIS!
HELP! SOMEBODY HELP ME...HE'S HERE!

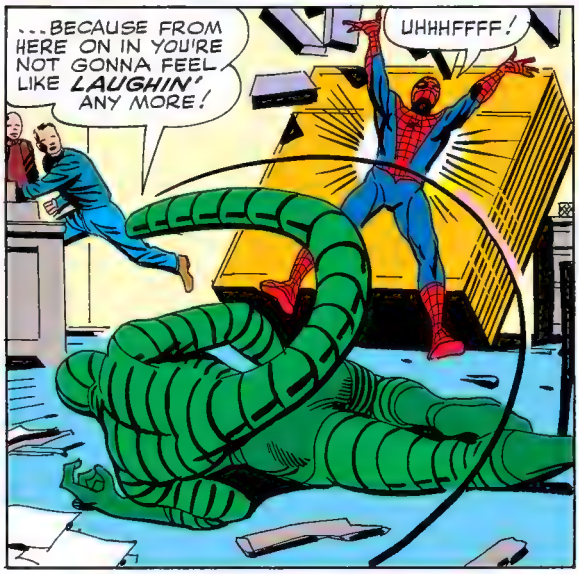
YOU'RE ONLY DELAYING THE INEVITABLE, JAMESON! YOU CAN'T ESCAPE ME!
IT'S THE SCORPION! HE'S AFTER THE BOSS!
STOP HIM! WHY DOESN'T SOMEBODY STOP HIM?
SORRY, MR. JAMESON! THAT'S NOT PART OF OUR CONTRACT!


AND NOW THAT THERE IS NO PLACE ELSE FOR YOU TO RUN TO, LET'S FINISH THIS AS QUICKLY AS POSSIBLE!
NO! WAIT! LET'S TALK IT OVER! H-HASTE MAKES WASTE...!

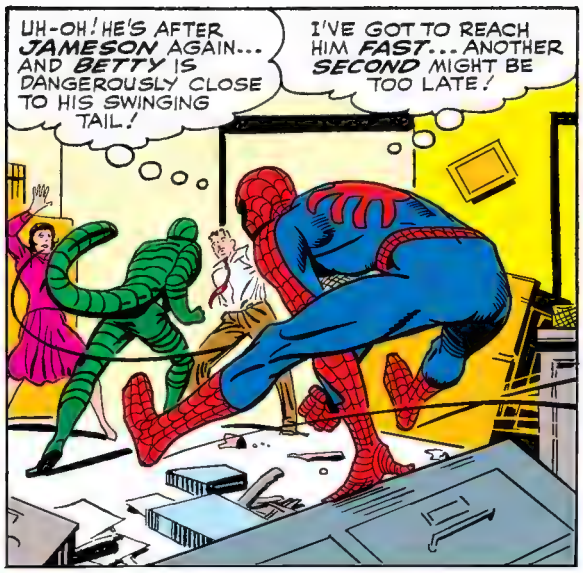
BUT, AT THAT VERY INSTANT...
SPIDER-MAN!
OKAY, FEARLESS, YOU CAN STOP SHAKING NOW! YOUR LARGE ECONOMY-SIZED WEB-SPINNER IS HERE... IN GLORIOUS LIVING COLOR!

DON'T GO 'WAY, JAMESON! THIS IS ONLY A TEMPORARY RESPITE FOR YOU! I'LL DISPOSE OF SPIDER-MAN QUICKLY, AND THEN WE'LL CONTINUE WHERE WE LEFT OFF!

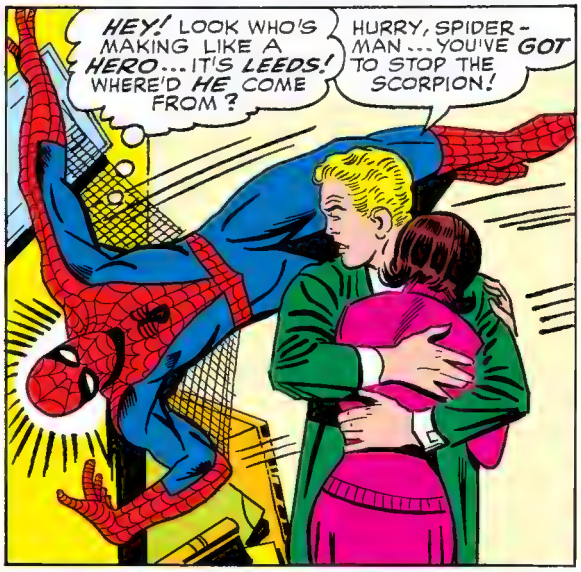

GET HIM, DON'T TAKE ANY CHANCES! LET HIM HAVE IT!
AT EASE, PRUNE-FACE! WHEN I NEED A CHEER-LEADER I'LL LET YOU KNOW!
AS FOR YOU, SCORPY, WE'VE JUST GOT TO RID YOU OF YOUR DEEP-ROOTED HOSTILITY COMPLEX!
GO AHEAD, LOUD MOUTH, HAVE YOUR FUN WHILE YOU CAN...!

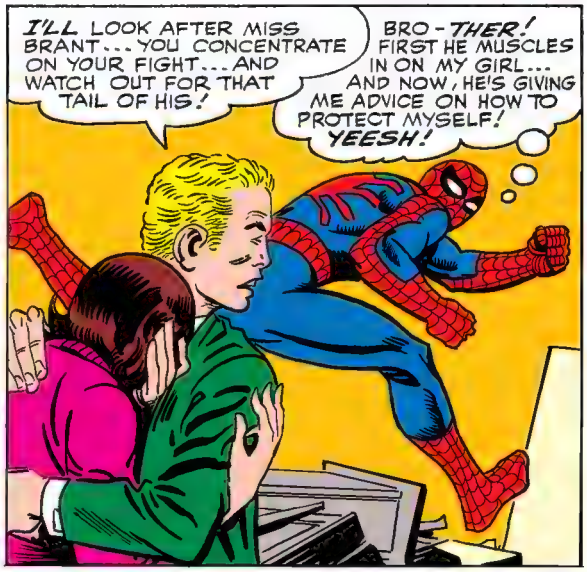

...BECAUSE FROM HERE ON IN YOU'RE NOT GONNA FEEL LIKE LAUGHIN' ANY MORE!
UHHHFFFF!

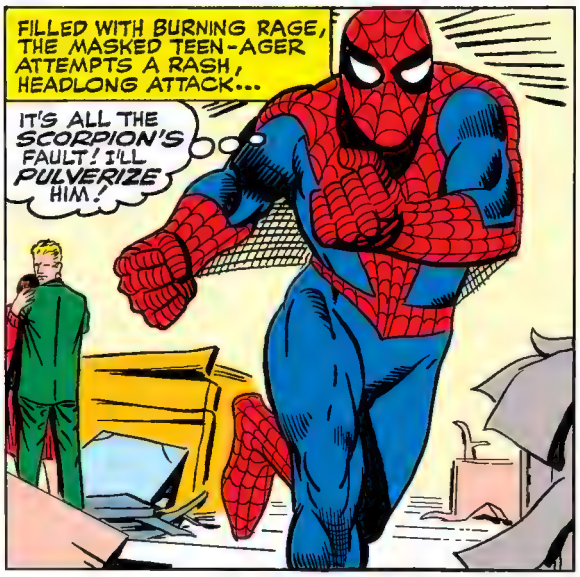
THIS IS MY CHANCE TO ESCAPE!
HOLD IT, JAMESON! I WARNED YOU NOT TO TRY ANYTHING!
THAT DEADLY TAIL...THERE'S NO ESCAPING IT!

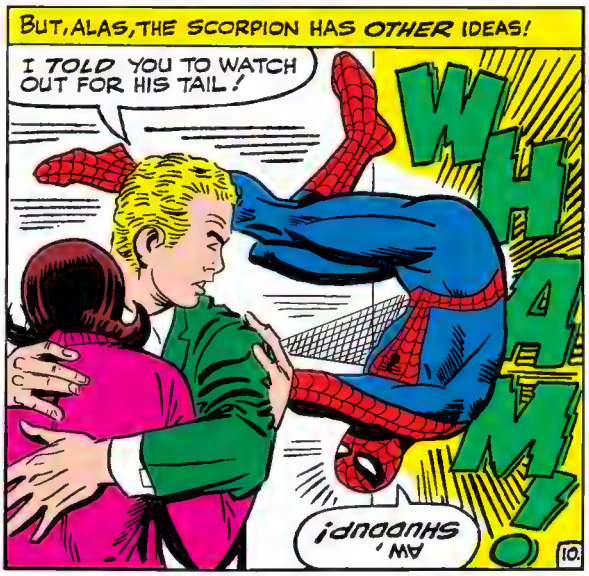

UH-OH! HE'S AFTER JAMESON AGAIN... AND BETTY IS DANGEROUSLY CLOSE TO HIS SWINGING TAIL!
I'VE GOT TO REACH HIM FAST... ANOTHER SECOND MIGHT BE TOO LATE!

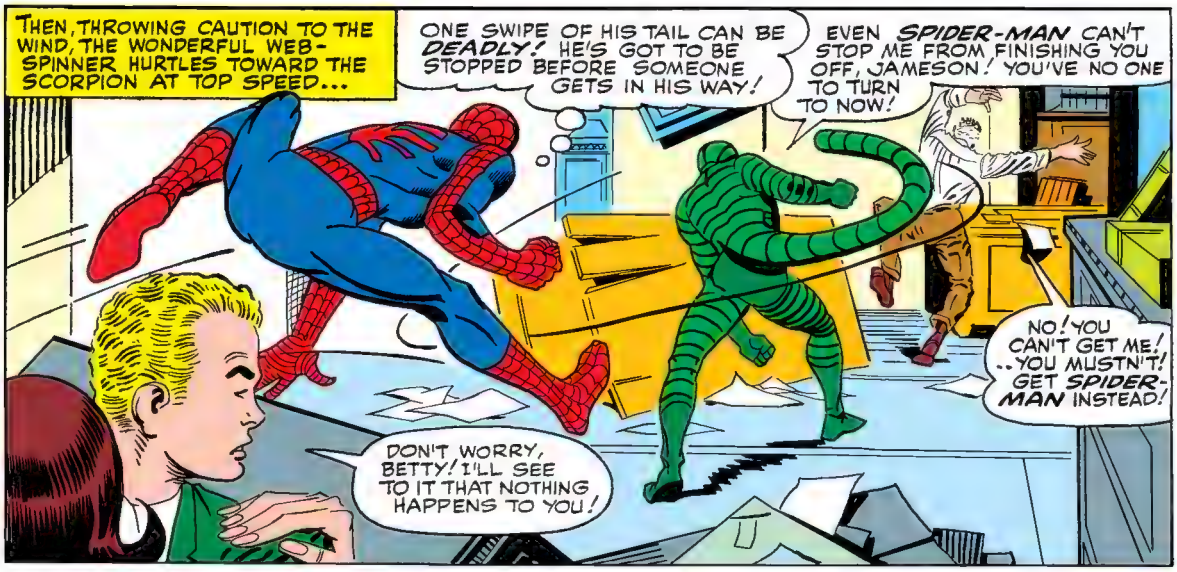
THOK!
I WAS OFF-BALANCE... HE CLIPPED ME WITH HIS TAIL!
BUT I COULDN'T AFFORD TO WAIT! THERE WAS TOO MUCH AT STAKE!


HEY! LOOK WHO'S MAKING LIKE A HERO... IT'S LEEDS! WHERE'D HE COME FROM?
HURRY, SPIDER-MAN... YOU'VE GOT TO STOP THE SCORPION!


I'LL LOOK AFTER MISS BRANT... YOU CONCENTRATE ON YOUR FIGHT... AND WATCH OUT FOR THAT TAIL OF HIS!
BRO-THER! FIRST HE MUSCLES IN ON MY GIRL... AND NOW, HE'S GIVING ME ADVICE ON HOW TO PROTECT MYSELF! YEESH!


FILLED WITH BURNING RAGE, THE MASKED TEEN-AGER ATTEMPTS A RASH, HEADLONG ATTACK...
IT'S ALL THE SCORPION'S FAULT! I'LL PULVERIZE HIM!

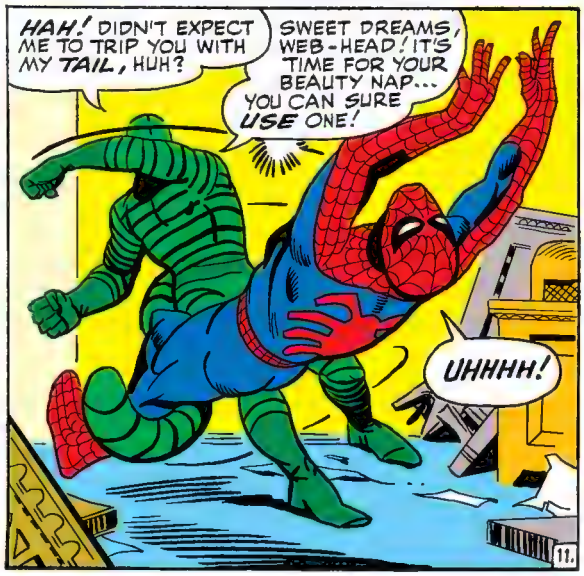

BUT, ALAS, THE SCORPION HAS OTHER IDEAS!
I TOLD YOU TO WATCH OUT FOR HIS TAIL!
WHAM!
AW, SHUDDUP!


THEN, THROWING CAUTION TO THE WIND, THE WONDERFUL WEB-SPINNER HURTLES TOWARD THE SCORPION AT TOP SPEED...
ONE SWIPE OF HIS TAIL CAN BE DEADLY! HE'S GOT TO BE STOPPED BEFORE SOMEONE GETS IN HIS WAY!
EVEN SPIDER-MAN CAN'T STOP ME FROM FINISHING YOU OFF, JAMESON! YOU'VE NO ONE TO TURN TO NOW!
NO! YOU CAN'T GET ME! ..YOU MUSTN'T! GET SPIDER-MAN INSTEAD!
DON'T WORRY, BETTY! I'LL SEE TO IT THAT NOTHING HAPPENS TO YOU!

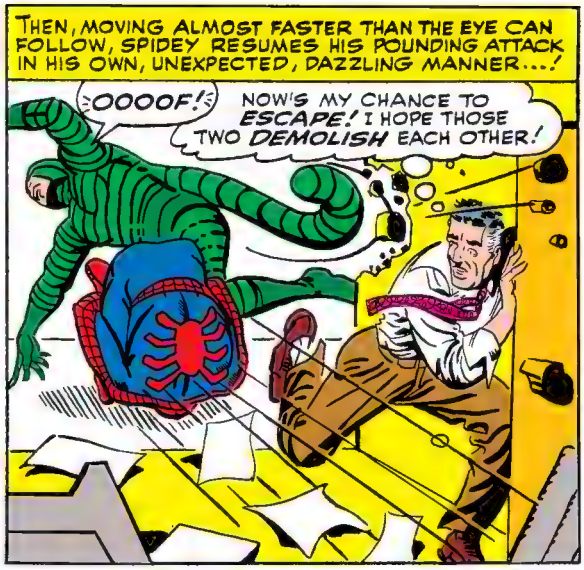
YOU'D THROW ANYONE TO ME IN ORDER TO SAVE YOURSELF, WOULDN'T YOU?
BUT, IT'S SPIDER-MAN'S JOB TO FIGHT KILLERS LIKE YOU!
WELL, IF HE KNOWS WHAT'S GOOD FOR 'IM, HE'LL RESIGN REAL QUICK!

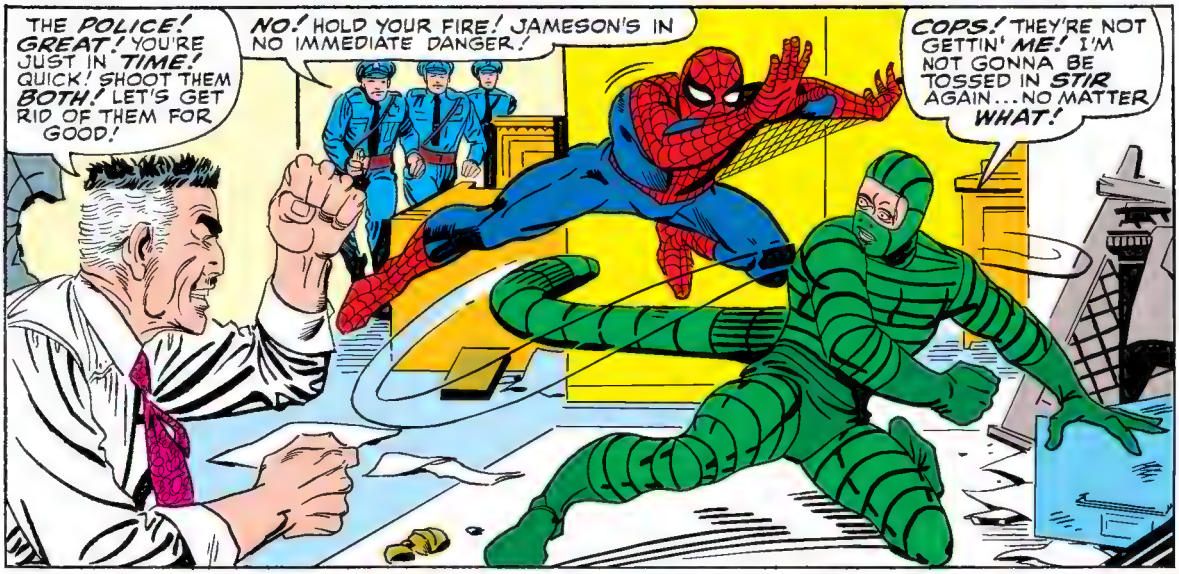
IF I KNEW WHAT WAS GOOD FOR ME, I WOULDN'T BE HERE IN THE FIRST PLACE, MISTER!
THIS IS FOR FRIGHTENING BETTY BRANT, YOU FINK!
HIT HIM AGAIN! HARDER! HARDER!

BUT, THE VERY FIT OF SHEER RAGE WHICH MAKES HIM FIGHT LIKE A DEMON, ALSO MAKES SPIDER-MAN UNUSUALLY CARELESS...
HE'S SWINGING TOO FAST.. MISSING ME! HE'S WIDE OPEN NOW..!
BLAST IT! IF I'D ONLY CONNECTED WITH THAT ROUNDHOUSE RIGHT!


HAH! DIDN'T EXPECT ME TO TRIP YOU WITH MY TAIL, HUH?
SWEET DREAMS, WEB-HEAD! IT'S TIME FOR YOUR BEAUTY NAP... YOU CAN SURE USE ONE!
UHHHH!

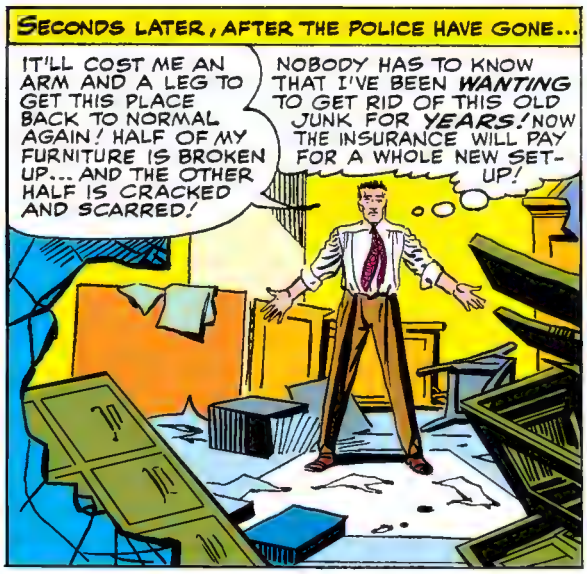
YOU OVER-RATED CLOWN! YOU BUMBLING INCOMPETENT! HE'S MAKING YOU LOOK LIKE A BUM!
THINK YOU CAN DO BETTER, BUTTERCUP? I'LL LEND YOU MY COSTUME!
LOOK OUT FOR THAT DESK!
RELAX, J.J., I'M NOT HURT!
WHO CARES ABOUT YOU!? THAT FURNITURE SET ME BACK A FORTUNE!

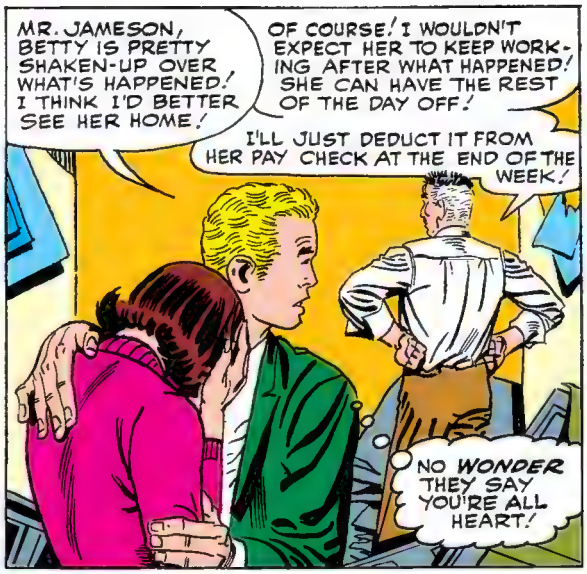

THEN, MOVING ALMOST FASTER THAN THE EYE CAN FOLLOW, SPIDEY RESUMES HIS POUNDING ATTACK IN HIS OWN, UNEXPECTED, DAZZLING MANNER...!
OOOOF!
NOW'S MY CHANCE TO ESCAPE! I HOPE THOSE TWO DEMOLISH EACH OTHER!

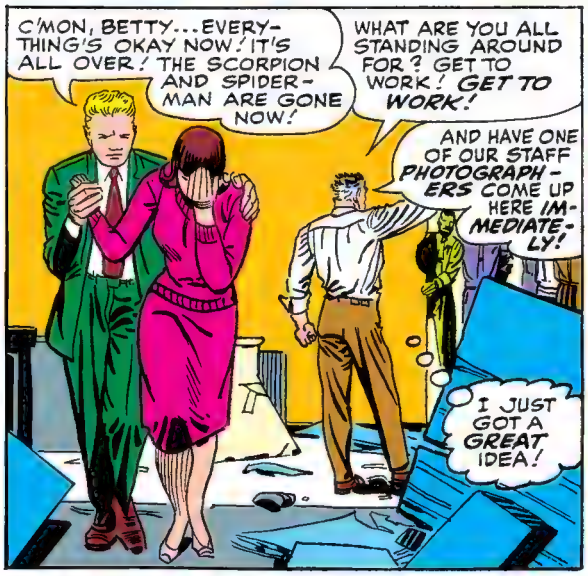

THE POLICE! GREAT! YOU'RE JUST IN TIME! QUICK! SHOOT THEM BOTH! LET'S GET RID OF THEM FOR GOOD!
NO! HOLD YOUR FIRE! JAMESON'S IN NO IMMEDIATE DANGER!
COPS! THEY'RE NOT GETTIN' ME! I'M NOT GONNA BE TOSSED IN STIR AGAIN...NO MATTER WHAT!

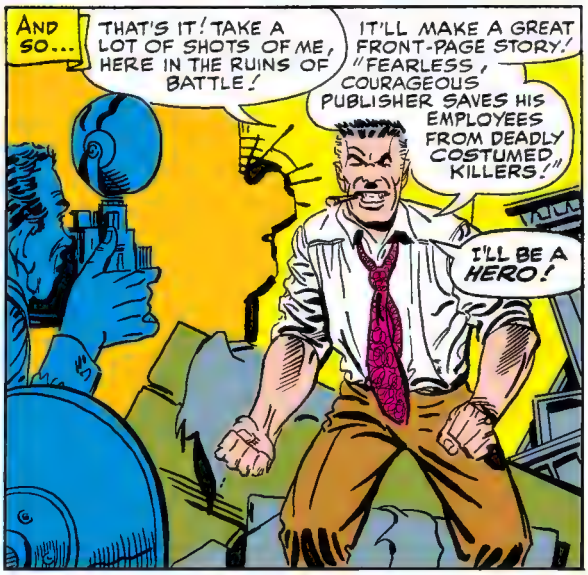
I'VE GOT NEWS FOR YOU, SCORPY! WHEN I'M THROUGH WITH YOU, YOU'LL WISH YOU WERE BACK IN YOUR NICE COZY CELL!
YOU??! AS SOON AS I CLIMB OUT OF RANGE OF THEIR GUNS, I'LL WIPE YOU OFF THE FACE OF THE EARTH!

COME BACK, YOU COWARDS! I'M NOT FINISHED WITH YOU YET! YOU'RE YELLOW...BOTH OF YOU!
BOY! JAMESON SOUNDS MIGHTY BRAVE TODAY!
SURE... SINCE WE GOT HERE!
WELL, GOOD RIDDENCE TO BOTH OF THEM! THEY'RE TWO OF A KIND! THEY DESERVE EACH OTHER!

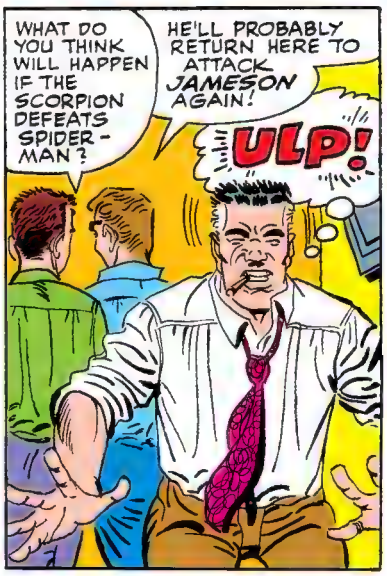

SECONDS LATER, AFTER THE POLICE HAVE GONE...
IT'LL COST ME AN ARM AND A LEG TO GET THIS PLACE BACK TO NORMAL AGAIN! HALF OF MY FURNITURE IS BROKEN UP... AND THE OTHER HALF IS CRACKED AND SCARRED!
NOBODY HAS TO KNOW THAT I'VE BEEN WANTING TO GET RID OF THIS OLD JUNK FOR YEARS! NOW THE INSURANCE WILL PAY FOR A WHOLE NEW SET-UP!

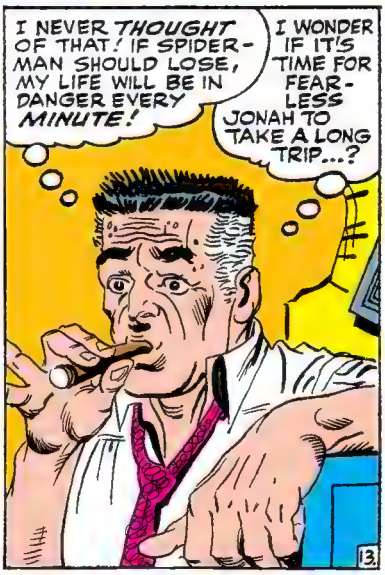

MR. JAMESON, BETTY IS PRETTY SHAKEN-UP OVER WHAT'S HAPPENED! I THINK I'D BETTER SEE HER HOME!
OF COURSE! I WOULDN'T EXPECT HER TO KEEP WORKING AFTER WHAT HAPPENED! SHE CAN HAVE THE REST OF THE DAY OFF!
I'LL JUST DEDUCT IT FROM HER PAY CHECK AT THE END OF THE WEEK!
NO WONDER THEY SAY YOU'RE ALL HEART!

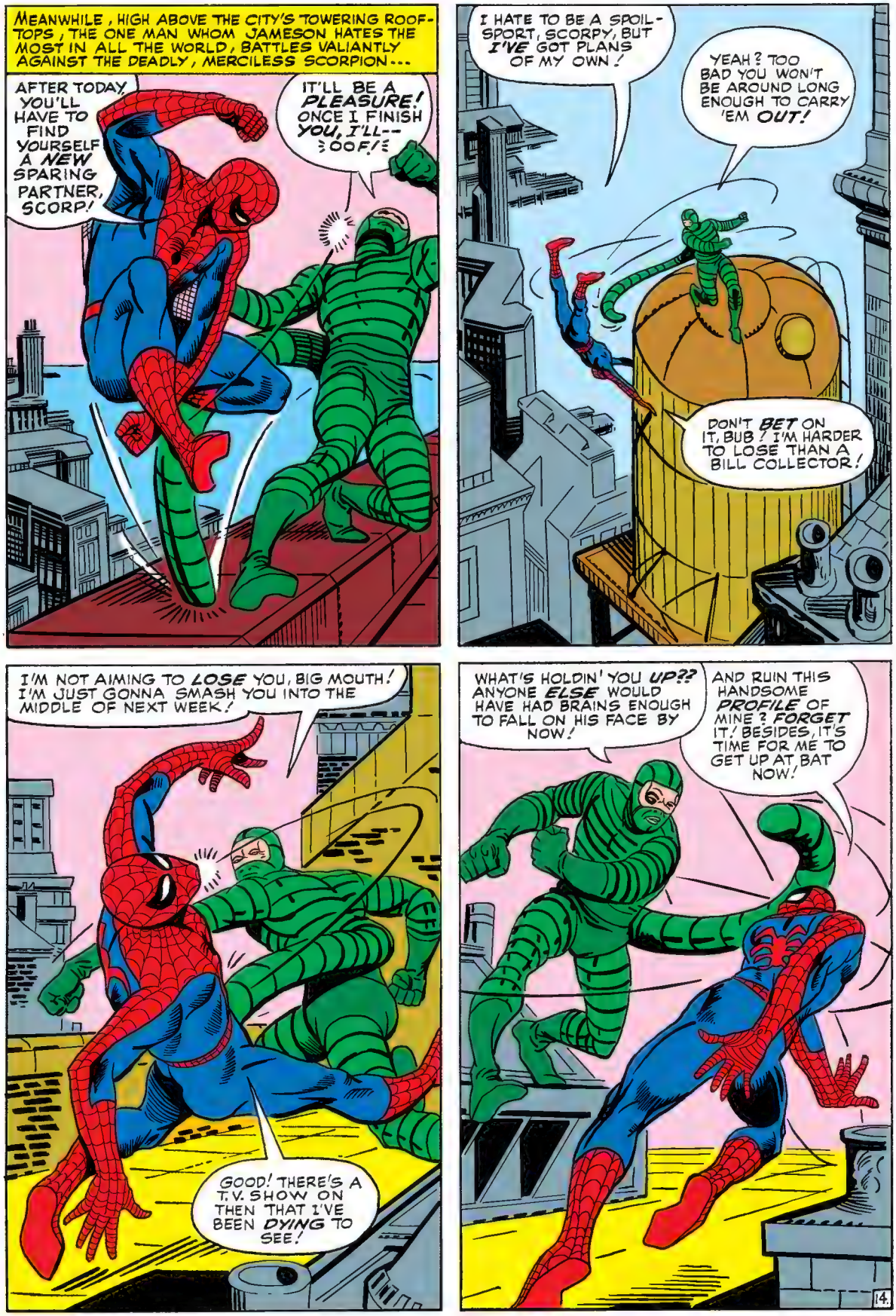

C'MON, BETTY... EVERYTHING'S OKAY NOW! IT'S ALL OVER! THE SCORPION AND SPIDER-MAN ARE GONE NOW!
WHAT ARE YOU ALL STANDING AROUND FOR? GET TO WORK! GET TO WORK!
AND HAVE ONE OF OUR STAFF PHOTOGRAPHERS COME UP HERE IMMEDIATELY!
I JUST GOT A GREAT IDEA!


AND SO...
THAT'S IT! TAKE A LOT OF SHOTS OF ME, HERE IN THE RUINS OF BATTLE!
IT'LL MAKE A GREAT FRONT-PAGE STORY! "FEARLESS, COURAGEOUS PUBLISHER SAVES HIS EMPLOYEES FROM DEADLY COSTUMED KILLERS!"
I'LL BE A HERO!

MAKE SURE THESE PICTURES DO ME JUSTICE! GET MY COURAGEOUS EXPRESSION... MY DETERMINED, FIGHTING STANCE... MY IRON FISTS, CLENCHED AND READY!

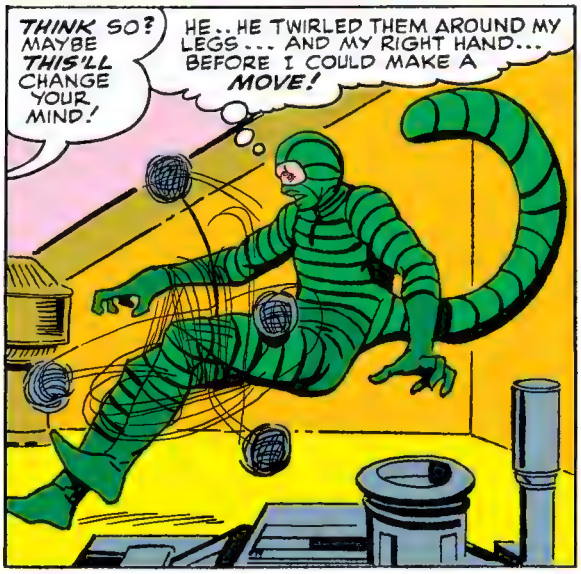

WHAT DO YOU THINK WILL HAPPEN IF THE SCORPION DEFEATS SPIDER-MAN?
HE'LL PROBABLY RETURN HERE TO ATTACK JAMESON AGAIN!
ULP!

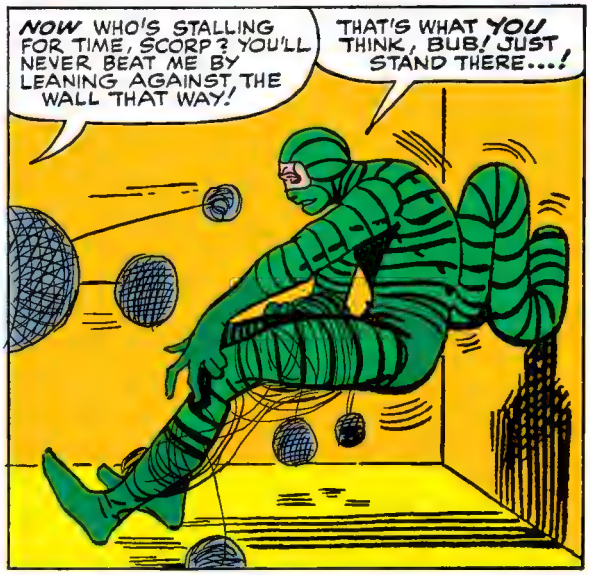

I NEVER THOUGHT OF THAT! IF SPIDER-MAN SHOULD LOSE, MY LIFE WILL BE IN DANGER EVERY MINUTE!
I WONDER IF IT'S TIME FOR FEARLESS JONAH TO TAKE A LONG TRIP...?


MEANWHILE, HIGH ABOVE THE CITY'S TOWERING ROOF-TOPS, THE ONE MAN WHOM JAMESON HATES THE MOST IN ALL THE WORLD, BATTLES VALIANTLY AGAINST THE DEADLY, MERCILESS SCORPION...
AFTER TODAY, YOU'LL HAVE TO FIND YOURSELF A NEW SPARING PARTNER, SCORP!
IT'LL BE A PLEASURE! ONCE I FINISH YOU, I'LL--
OOF!
I HATE TO BE A SPOIL-SPORT, SCORPY, BUT I'VE GOT PLANS OF MY OWN!
YEAH? TOO BAD YOU WON'T BE AROUND LONG ENOUGH TO CARRY 'EM OUT!
DON'T BET ON IT, BUB! I'M HARDER TO LOSE THAN A BILL COLLECTOR!
I'M NOT AIMING TO LOSE YOU, BIG MOUTH! I'M JUST GONNA SMASH YOU INTO THE MIDDLE OF NEXT WEEK!
GOOD! THERE'S A T.V. SHOW ON THEN THAT I'VE BEEN DYING TO SEE!
WHAT'S HOLDIN' YOU UP?? ANYONE ELSE WOULD HAVE HAD BRAINS ENOUGH TO FALL ON HIS FACE BY NOW!
AND RUIN THIS HANDSOME PROFILE OF MINE? FORGET IT! BESIDES, IT'S TIME FOR ME TO GET UP AT BAT NOW!
14.

YOU DON'T EXPECT TO BEAT THE SCORPION WITH A COUPLE OF WEB YO-YO'S, DO YOU ??
YOU NEVER CAN TELL, SCORPY! JUST STAND THERE WHILE I MAKE A FEW MORE...!

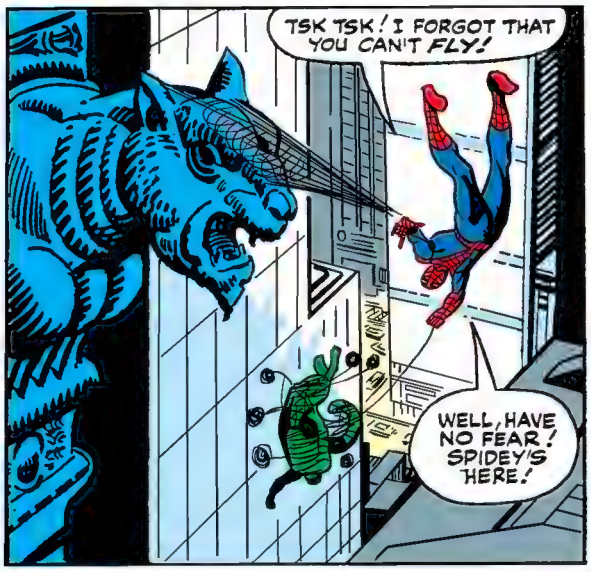
OH, I FORGOT TO TELL YOU... THEY AREN'T YO-YO'S...THEY'RE BOLAS! NOW, JUST WATCH THE BIRDIE, SON!
BAH! YOU'RE JUST STALLIN' FOR TIME...!

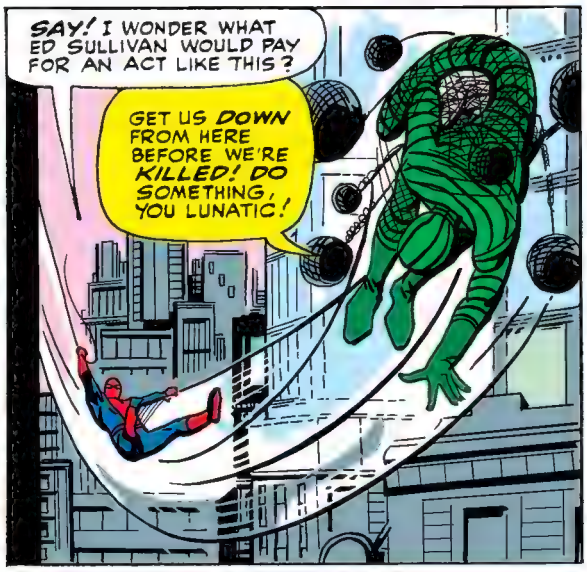

THINK SO? MAYBE THIS'LL CHANGE YOUR MIND!
HE..HE TWIRLED THEM AROUND MY LEGS... AND MY RIGHT HAND... BEFORE I COULD MAKE A MOVE!

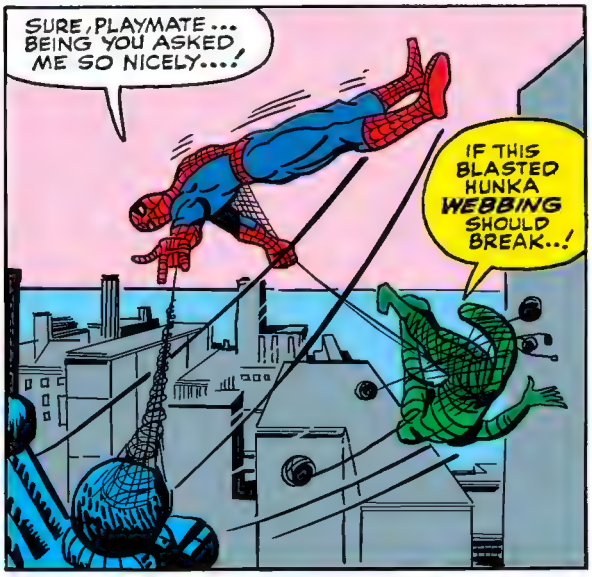

NOW WHO'S STALLING FOR TIME, SCORP? YOU'LL NEVER BEAT ME BY LEANING AGAINST THE WALL THAT WAY!
THAT'S WHAT YOU THINK, BUB! JUST STAND THERE...!

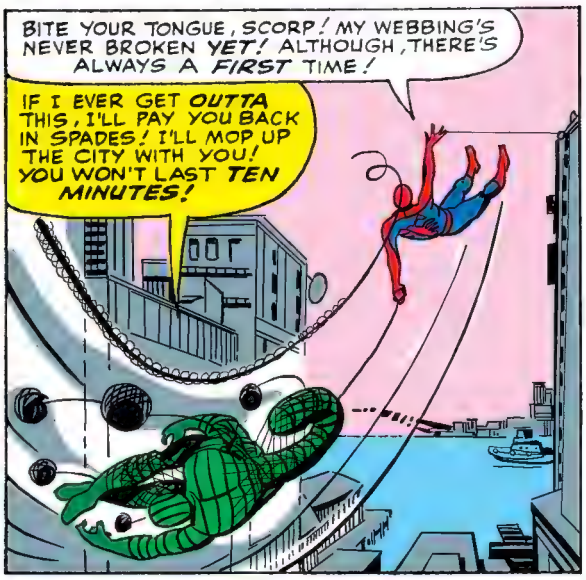
OKAY, I'M STAND... OOOFFF!
RATS! I FORGOT HOW HE CAN USE HIS TAIL LIKE A TIGHTLY COILED SPRING!
HAPPY LANDINGS, YOU FOOL!

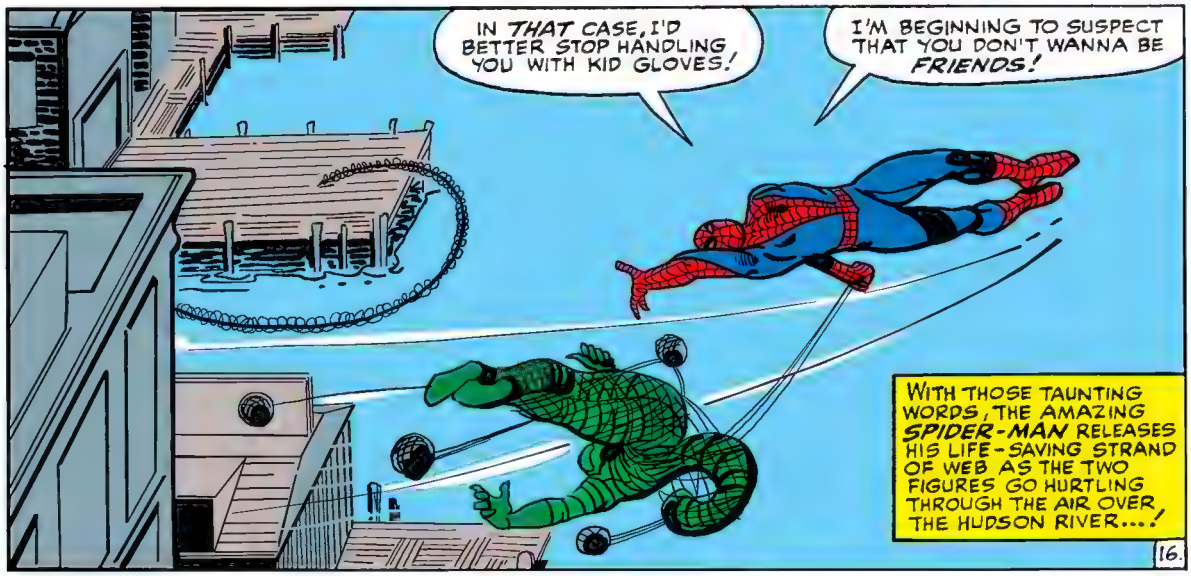
THE SAME TO YOU, CHUM! WHITHER I GO... YOU GO...THANKS TO MY EVER-LOVIN' WEBBING!
NOOOO..!

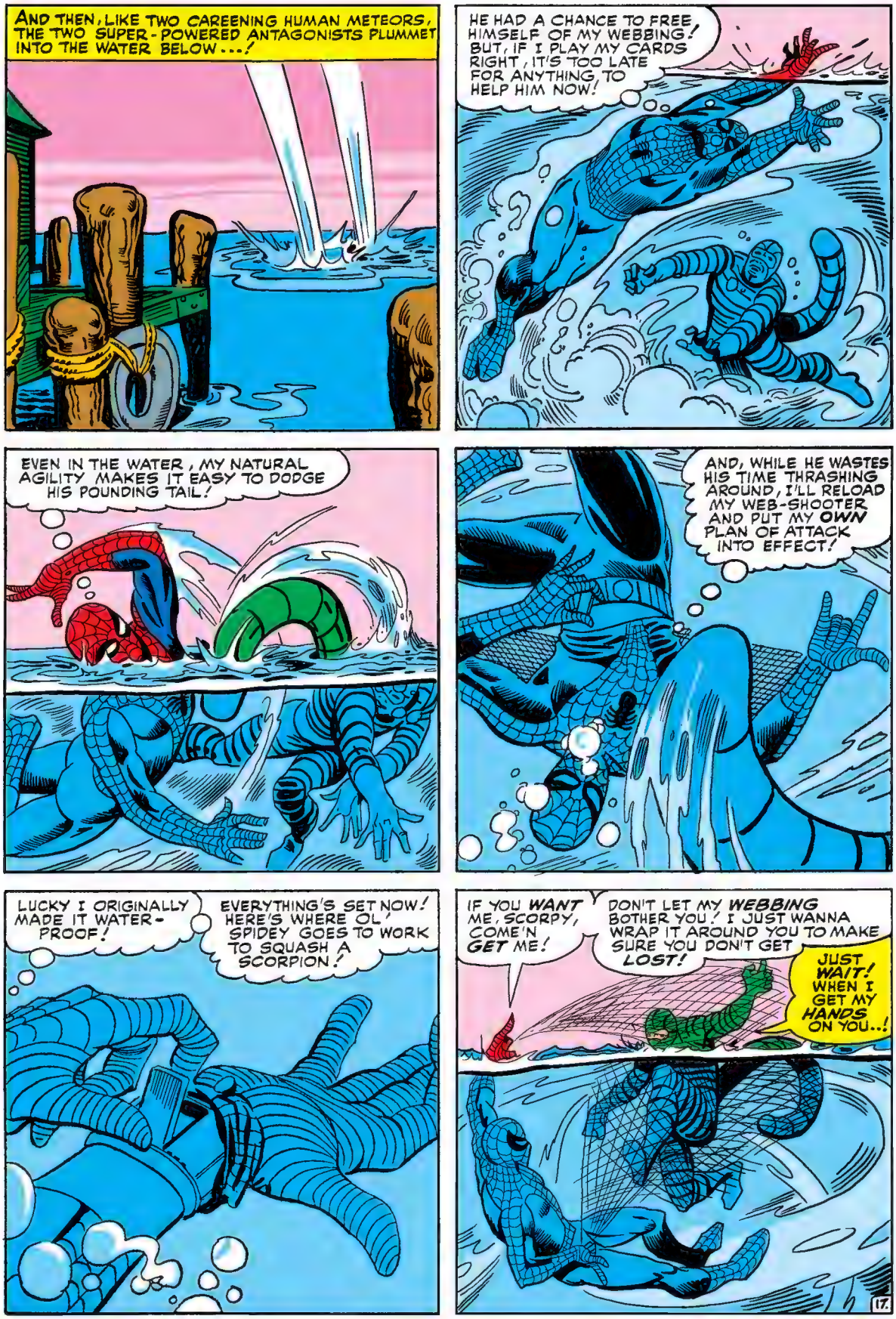

TSK TSK! I FORGOT THAT YOU CAN'T FLY!
WELL, HAVE NO FEAR! SPIDEY'S HERE!

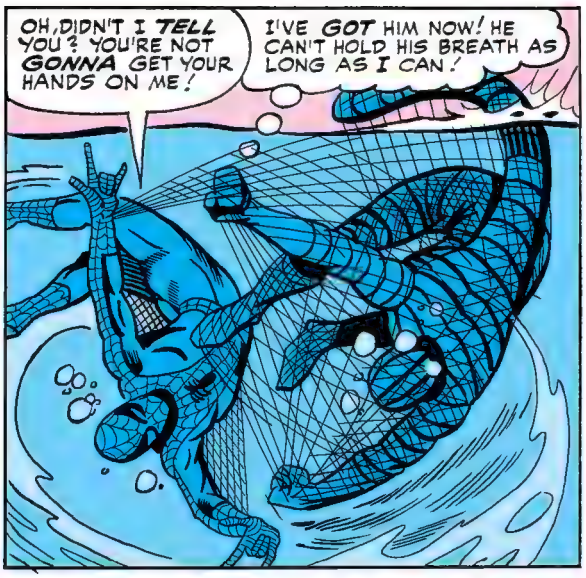

SAY! I WONDER WHAT ED SULLIVAN WOULD PAY FOR AN ACT LIKE THIS?
GET US DOWN FROM HERE BEFORE WE'RE KILLED! DO SOMETHING, YOU LUNATIC!

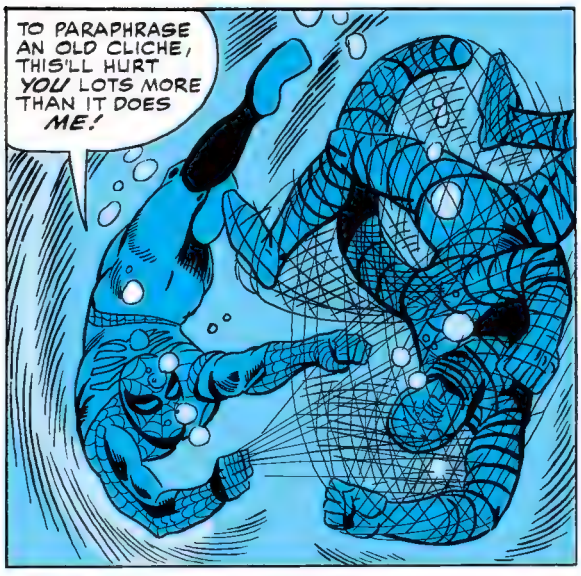

SURE, PLAYMATE... BEING YOU ASKED ME SO NICELY...!
IF THIS BLASTED HUNKA WEBBING SHOULD BREAK..!

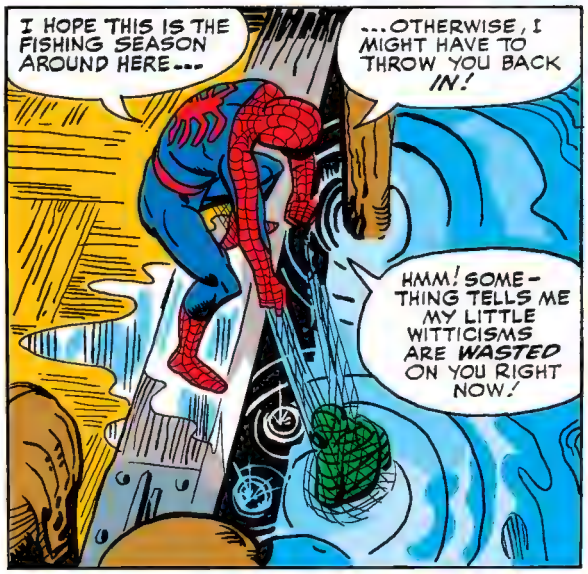

BITE YOUR TONGUE, SCORP! MY WEBBING'S NEVER BROKEN YET! ALTHOUGH, THERE'S ALWAYS A FIRST TIME!
IF I EVER GET OUTTA THIS, I'LL PAY YOU BACK IN SPADES! I'LL MOP UP THE CITY WITH YOU! YOU WON'T LAST TEN MINUTES!

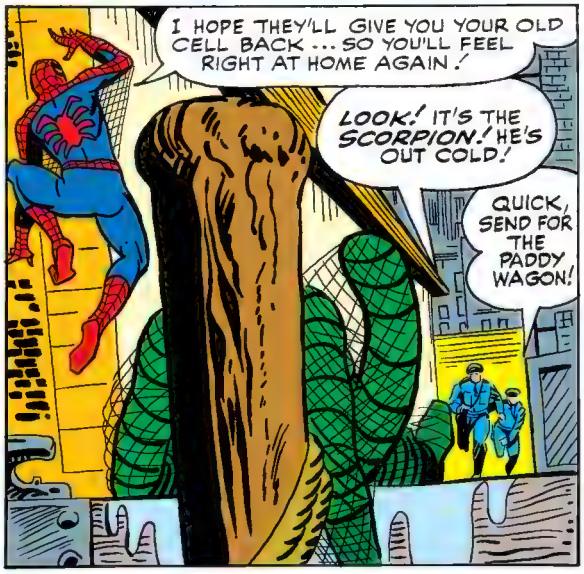

IN THAT CASE, I'D BETTER STOP HANDLING YOU WITH KID GLOVES!
I'M BEGINNING TO SUSPECT THAT YOU DON'T WANNA BE FRIENDS!
WITH THOSE TAUNTING WORDS, THE AMAZING SPIDER-MAN RELEASES HIS LIFE-SAVING STRAND OF WEB AS THE TWO FIGURES GO HURTLING THROUGH THE AIR OVER THE HUDSON RIVER...!

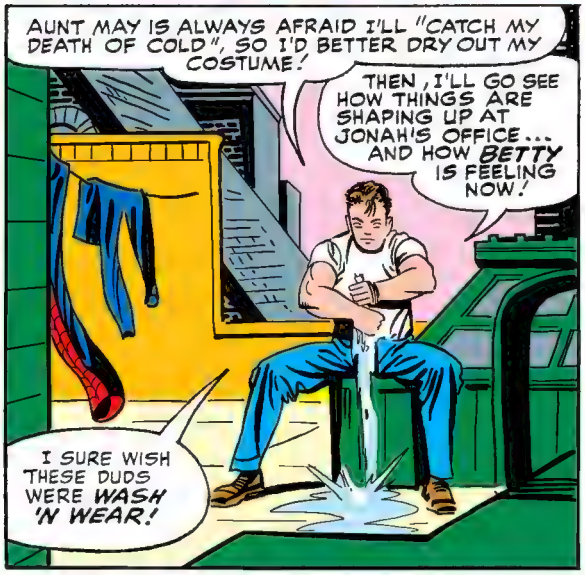

AND THEN, LIKE TWO CAREENING HUMAN METEORS, THE TWO SUPER-POWERED ANTAGONISTS PLUMMET INTO THE WATER BELOW...!
HE HAD A CHANCE TO FREE HIMSELF OF MY WEBBING! BUT, IF I PLAY MY CARDS RIGHT, IT'S TOO LATE FOR ANYTHING TO HELP HIM NOW!
EVEN IN THE WATER, MY NATURAL AGILITY MAKES IT EASY TO DODGE HIS POUNDING TAIL!
AND, WHILE HE WASTES HIS TIME THRASHING AROUND, I'LL RELOAD MY WEB-SHOOTER AND PUT MY OWN PLAN OF ATTACK INTO EFFECT!
LUCKY I ORIGINALLY MADE IT WATER-PROOF!
EVERYTHING'S SET NOW! HERE'S WHERE OL' SPIDEY GOES TO WORK TO SQUASH A SCORPION!
IF YOU WANT ME, SCORPY, COME'N GET ME!
DON'T LET MY WEBBING BOTHER YOU! I JUST WANNA WRAP IT AROUND YOU TO MAKE SURE YOU DON'T GET LOST!
JUST WAIT! WHEN I GET MY HANDS ON YOU..!

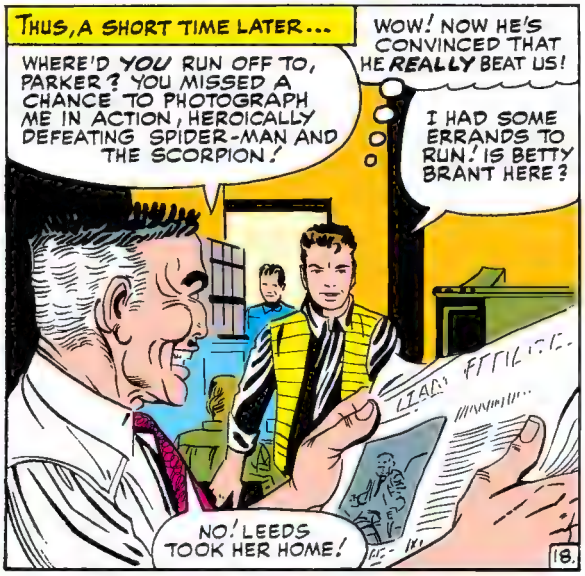

OH, DIDN'T I TELL YOU? YOU'RE NOT GONNA GET YOUR HANDS ON ME!
I'VE GOT HIM NOW! HE CAN'T HOLD HIS BREATH AS LONG AS I CAN!


TO PARAPHRASE AN OLD CLICHE, THIS'LL HURT YOU LOTS MORE THAN IT DOES ME!


I HOPE THIS IS THE FISHING SEASON AROUND HERE---
...OTHERWISE, I MIGHT HAVE TO THROW YOU BACK IN!
HMM! SOMETHING TELLS ME MY LITTLE WITTICISMS ARE WASTED ON YOU RIGHT NOW!


I HOPE THEY'LL GIVE YOU YOUR OLD CELL BACK ... SO YOU'LL FEEL RIGHT AT HOME AGAIN!
LOOK! IT'S THE SCORPION! HE'S OUT COLD!
QUICK, SEND FOR THE PADDY WAGON!

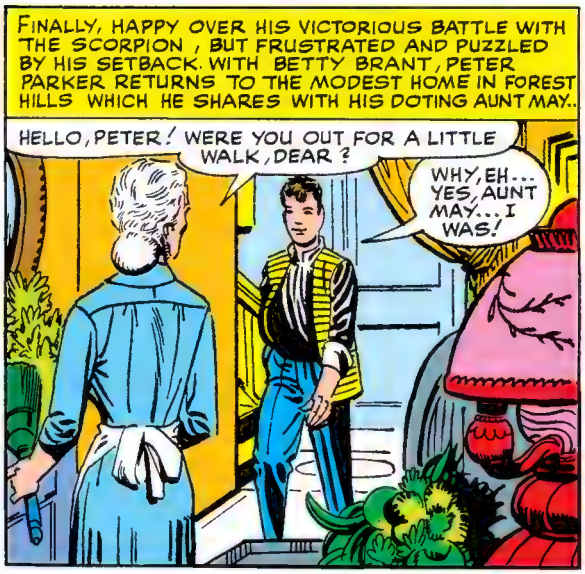

AUNT MAY IS ALWAYS AFRAID I'LL "CATCH MY DEATH OF COLD", SO I'D BETTER DRY OUT MY COSTUME!
THEN, I'LL GO SEE HOW THINGS ARE SHAPING UP AT JONAH'S OFFICE... AND HOW BETTY IS FEELING NOW!
I SURE WISH THESE DUDS WERE WASH 'N WEAR!

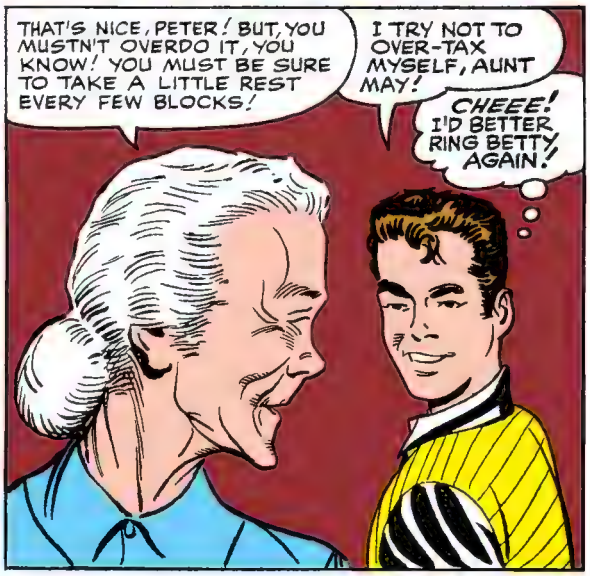

THUS, A SHORT TIME LATER...
WHERE'D YOU RUN OFF TO, PARKER? YOU MISSED A CHANCE TO PHOTOGRAPH ME IN ACTION, HEROICALLY DEFEATING SPIDER-MAN AND THE SCORPION!
WOW! NOW HE'S CONVINCED THAT HE REALLY BEAT US!
I HAD SOME ERRANDS TO RUN! IS BETTY BRANT HERE?
NO! LEEDS TOOK HER HOME!

LISTEN TO THIS: "JONAH JAMESON PROVED HIMSELF TO BE AS BRAVE AS HE IS HANDSOME!"
WHO WROTE THAT ABOUT YOU?
I DID! I DON'T BELIEVE IN FALSE MODESTY!
...OR ANY OTHER KIND!

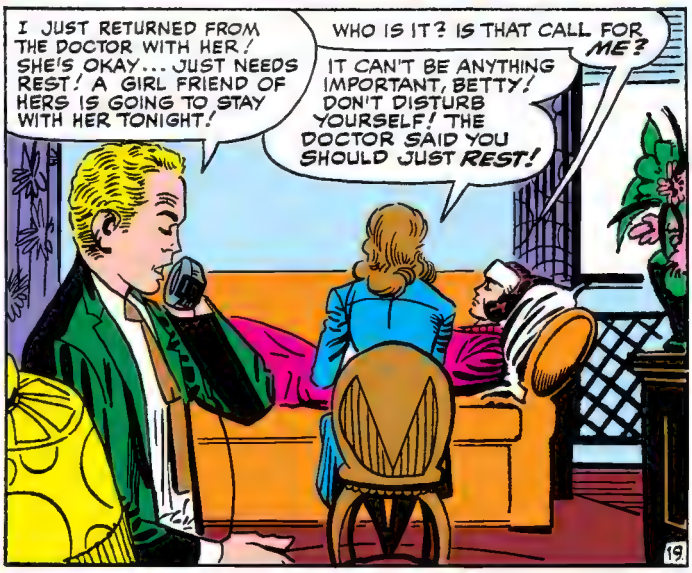
THE BEST THING ABOUT BEING A PUBLISHER IS THAT YOU CAN WRITE WHAT YOU PLEASE ABOUT YOURSELF!
IT'S LIKE I ALWAYS SAID.. HE'S EVEN MORE UN-BEARABLE WHEN HE'S CHEERFUL!
I'D BETTER PHONE BETTY NOW!

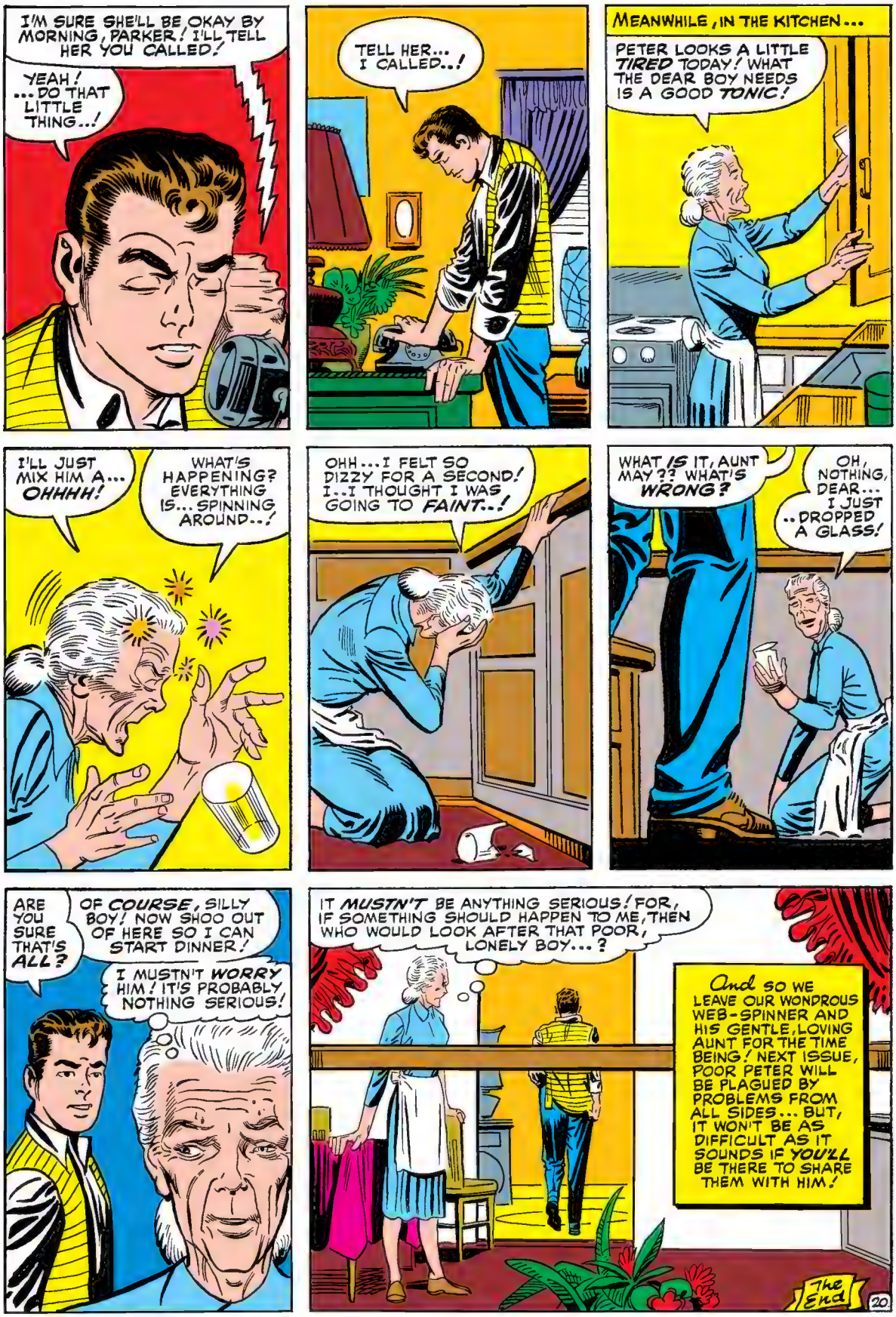
THAT'S FUNNY... THERE'S NO ANSWER!
I WONDER IF SHE WENT ANYWHERE WITH NED LEEDS! I SURE WISH HE WAS JUST A CREEP, SO I COULD REALLY DISLIKE HIM!


FINALLY, HAPPY OVER HIS VICTORIOUS BATTLE WITH THE SCORPION, BUT FRUSTRATED AND PUZZLED BY HIS SETBACK. WITH BETTY BRANT, PETER PARKER RETURNS TO THE MODEST HOME IN FOREST HILLS WHICH HE SHARES WITH HIS DOTING AUNT MAY..
HELLO, PETER! WERE YOU OUT FOR A LITTLE WALK, DEAR?
WHY, EH... YES, AUNT MAY... I WAS!


THAT'S NICE, PETER! BUT, YOU MUSTN'T OVERDO IT, YOU KNOW! YOU MUST BE SURE TO TAKE A LITTLE REST EVERY FEW BLOCKS!
I TRY NOT TO OVER-TAX MYSELF, AUNT MAY!
CHEEE! I'D BETTER RING BETTY AGAIN!

AH, SOMEONE'S PICKING UP THE PHONE! GOOD!.. SHE'S HOME!
HI, BETTY! THIS IS PETER! I WAS WONDERING HOW YOU... HUH? WHAT?!! ...WHO?
THIS IS NED LEEDS, PARKER! BETTY CAN'T COME TO THE PHONE RIGHT NOW!


I JUST RETURNED FROM THE DOCTOR WITH HER! SHE'S OKAY... JUST NEEDS REST! A GIRL FRIEND OF HERS IS GOING TO STAY WITH HER TONIGHT!
WHO IS IT? IS THAT CALL FOR ME?
IT CAN'T BE ANYTHING IMPORTANT, BETTY! DON'T DISTURB YOURSELF! THE DOCTOR SAID YOU SHOULD JUST REST!


I'M SURE SHE'LL BE OKAY BY MORNING, PARKER! I'LL TELL HER YOU CALLED!
YEAH! ...DO THAT LITTLE THING..!
TELL HER... I CALLED..!
MEANWHILE, IN THE KITCHEN...
PETER LOOKS A LITTLE TIRED TODAY! WHAT THE DEAR BOY NEEDS IS A GOOD TONIC!
I'LL JUST MIX HIM A... OHHHH!
WHAT'S HAPPENING? EVERYTHING IS... SPINNING AROUND..!
OHH...I FELT SO DIZZY FOR A SECOND! I..I THOUGHT I WAS GOING TO FAINT..!
WHAT IS IT, AUNT MAY?? WHAT'S WRONG?
OH, NOTHING, DEAR... I JUST ..DROPPED A GLASS!
ARE YOU SURE THAT'S ALL?
OF COURSE, SILLY BOY! NOW SHOO OUT OF HERE SO I CAN START DINNER!
I MUSTN'T WORRY HIM! IT'S PROBABLY NOTHING SERIOUS!
IT MUSTN'T BE ANYTHING SERIOUS! FOR, IF SOMETHING SHOULD HAPPEN TO ME, THEN WHO WOULD LOOK AFTER THAT POOR, LONELY BOY...?
And SO WE LEAVE OUR WONDROUS WEB-SPINNER AND HIS GENTLE, LOVING AUNT FOR THE TIME BEING! NEXT ISSUE, POOR PETER WILL BE PLAGUED BY PROBLEMS FROM ALL SIDES... BUT, IT WON'T BE AS DIFFICULT AS IT SOUNDS IF YOU'LL BE THERE TO SHARE THEM WITH HIM!
The End

THE SPIDER'S WEB

—Poor Spidey! Even when he manages to beat a big, bad super-villain, his troubles are never really over. But, for a change of pace, let's see what all you web-slingers have to say this month—we can usually get a chuckle or two out of our mixed-up mail . . .

Dear Stan and Steve,

After giving much thought to the subject of Spider-Man and conducting a careful analysis, I have concluded that Spider-Man is distinctly unique from any other character in comicdom. I have based my hypothesis on SPIDER-MAN as a magazine. Spidey as a character has been dealt with before. The following is my analysis of the amazing Spider-Man. The name Spider-Man comes from the element Spidermium, which has the properties of excitement, adventure, and realism. Spidermium is a relatively new element, having been successfully made by the madmen at the laboratories of the Marvel Bullpen in 1962, and placed in the *Amazing* SPIDER-MAN magazine. In chemistry, one speaks of isotopes, and Spidermium thus far has had 25, and the number in the future seems infinite. In its molecular form, Spidermium is known as Spider-Man. Spidermium has two nuclei—one is great stories by Stan Lee; the other is stupendous artwork by Steve Ditko. The electrons are the readers, especially the ones that write in to the Spider's Web as they revolve around the two nuclei. So you see, there is the scientific explanation of Spider-Man. Now, as a final word of scientific advice for future isotopes (ish's) keep those test-tubes, (pens) going. Spider-Man is a perfect compound of what all readers seek. Keep the stories coming, fellas. 'Nuff said!

Bill Kaghan, 165 Windsor Rd.
Asheville, N. C.

How *about* that? We've been panned, razzed, roasted, and toasted before, but we've never been chemically analyzed! We appreciate it, Doc, and if your friendly neighborhood alchemist runs out of Spidermium, don't despair—we hear that the A&P is having a sale on it next week!

—Well, the SPIDER-MAN ANNUAL is on sale right now—which means it's probably already sold out at most newsstands. If you were lucky enough to have gotten one, you know how great it is. But, for those hapless thousands who arrived too late—vainly clutching their 25¢ with tears of disappointment welling up in their baby blues, we'll mention the contents briefly, so that it won't be a total loss. Besides featuring three Spidey classics from his earliest days, the Annual leads off with a full-length original yarn, guest-starring none other than Dr. Strange! It's the kind of wonderful, whacky story you never expected Peter Parker to star in, and it has more amazing twists than a hairpin! But, we don't want to say too much about it—you might think we're bragging!

—But we HAVE to tell you this—there is no greater Annual on sale now (or ever!) than the fabulous FANTASTIC FOUR ANNUAL! It features a story which will be talked about as long as the Marvel Age endures—"The Wedding of Reed and Sue!" But, the big news is this—there are more super-heroes and villains in this dazzling drama than you have ever seen in any one story—or in any half-dozen stories! You'll meet almost every Marvel character in existence somewhere in the tale, and don't forget to watch for Spidey himself—he comes in when you least expect him! The FANTASTIC FOUR ANNUAL—if you buy no other magazine this year, it's a MUST!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #43: This is the payoff of the F.F.'s most deadly battle! You'll learn the dramatic fate of the Thing, as well as the startling secret of the Human Torch! Truly, this epic will make magazine history!

AVENGERS #20: Fans everywhere are talking about the unexpected drama, the powerful appeal of this newest of Marvel fighting groups! You too will gape in wonder at what befalls the Swordsman!

X-MEN #13: Of all the super-villains since time immemorial, possibly none have ever equalled the Juggernaut in sheer power or stark savagery! And now, he faces the seemingly helpless X-men!

DAREDEVIL #9: A completely different type of adventure for D.D.! He dares to invade a killer's castle in another country, and runs into one of the strangest dangers any costumed hero has ever faced. Also, he finally consents to an eye operation, and—but why not see for yourself?

THOR #120: All we have to tell you about this sensational issue is that it features the return of one of Thor's most spectacular foes! Because you demanded him we present the return of the Absorbing Man!

STRANGE TALES #137: Nick Fury, Agent of Shield, realizes that Hydra has finally begun its most daring attack upon the human race! Also, you'll see the battle you never expected when Dr .Strange confronts the Ancient One himself!

SUSPENSE #70: Iron Man reaches new heights of glory in this unforgettable saga of the Titanium Man, as death once again embraces a Marvel character! While Captain America's dilemma is too fearful to describe on this page!

ASTONISH #72: The imagination of Stan Lee—the art of Adam Austin—make Sub-Mariner's thriller a breath-taking spectacle as Lady Dorma meets a dreadful fate! As for the Hulk, this one has to be seen to be believed!

SGT. FURY #22: Only mighty Marvel could present an epic like this! Against the background of World War Two's famous Ploesti air raid, Fury and Bull McGiveney fight their own private war, as only they can! It's a swingin', slam-bang sensation!

Dear Stan and Steve,

I have been reading some of the recent issues of TALES OF SUSPENSE and they have been featuring old stories of Captain America and Bucky, so why not have some stories in SPIDER-MAN telling about what happened to Peter Parker's mother and father, because he had to have a mother and father to be born.

Gary Bartlett, 22 E. Osceola St.
Stuart, Florida

Now *there* is one of the most startling revelations we've read in weeks! We thank you, Gary, for a most sobering lesson in biology, and promise to give it all due and proper consideration as soon as the shock wears off! (Also, by stalling for time this way, we'll have a chance to try to figure out what *did* happen to Spidey's mother and dad!)

CHEE! Have you noticed the sorry mess of Marvel IMITATIONS making the scene lately? Imitation may be the sincerest form of flattery and all that jazz, but we wanna make darn sure no dyed-in-the-wool Marvel madman gets stuck with one of those inferior "Brand Echh" versions of the real thing!

So, lull yourself to sleep each night with these imperishable words: "It isn't a Marvel masterpiece unless it SAYS Marvel on the cover trademark!" Don't ever settle for less—you're too important to us! - - - Remember—we found you first!

—Before we forget, the THOR ANNUAL and the SGT. FURY ANNUAL are also on sale now! It's the first ish for both, and the gang in the bullpen really knocked themselves out to make sure they'll be the hits they deserve to be! The THOR ANNUAL features the battle which all of fandom has been clamoring for—"Thor vs. Hercules"! Never have you seen such power—such drama—such epic pageantry! And wait'll you see King Kirby's rendition of Hercules—he's like WOW! As for the SGT. FURY ANNUAL, it's merely magnificent! You'll see the Howlers battling in Korea—two decades after World War Two! They're older, tougher, and greater than ever—and you'll see Nick receive a battlefield commission for gallantry in action! We never expected a war mag to become one of our standout sensations, but this ish will show you why SGT. FURY is at the top of the mighty Marvel best-seller list!

Dear Stan and Steve,

I believe that I have finally deduced the reason why SPIDER-MAN is fast becoming the worst of all your mags. You are featuring J. Jonah entirely too much. J. Jonah has held center stage in four of the last six issues. Now, I admit he does add something to the uniqueness of this mag, but even the greatest of characters can be overused. (You guys proved this with Magneto in the X-MEN.) SPIDER-MAN #25 was, thank Asgard, about as far as you could go. I mean, using Jameson as the lone villain made the mag pretty sick. If you value yours truly's loyalty, don't repeat this disaster. And, oh yes, just so Steve won't feel slighted, I must say that Ditko is probably the worst artist ever to hold a job for any noticeable length of time in the Marvel bullpen.

H. Doyle Abernathy, 2628 East 24th St.
Granite City, Ill.

— *Whew!* — We sure are glad you wrote that last sentence, Doyle! We thought you were serious until we read it — now we know you've *gotta* be kidding!

—Special note: We want to thank the editors of New York's famous VILLAGE VOICE for the wonderful write-up they gave the Marvel Group, and the FANTASTIC FOUR and SPIDER-MAN in particular. We're frankly flattered and pleased as punch! 'Nuff said!

Dear Stan and Steve,

Let's face it, gang, ol' Spidey is the living end in superhuman heroes. His treatment is so realistic, it scares me. His troubles are splendidly used to add that extra drama to each and every epic tale. Sunny Steve is the only artist for Webhead; please get him to do more covers like #18. Wow, was that a masterwork and a half! While I'm handing out the kudos, let's not forget the guy who started the Marvel Age (hats off), good ol' Stan Lee! He certainly puts his heart into each story. Sure, not every one is as good as the last, but how can they be when Stan sets such a darned high standard? All I want now is for Spidey to meet the X-Men (I sure dig those fellas). Till then, thanks a zillion, and keep those mags coming. You are A-okay in my book.

John Hudson, 2 Rydal Gardens
Hounslow, Middlesex, England

Thanks, Johnny. Your kind words went straight to our hearts. Letters like yours make all our toil seem worth while. (And, of course, the pay checks don't hurt, either!)

—We're running out of room, so we can only mention briefly that the MARVEL TALES ANNUAL goes on sale Aug. 1st! It features the complete "Origin of the Avengers"—the complete "Origin of the X-Men"—the complete "Origin of Dr. Strange"—a complete tale of the incredible Hulk, from the bygone days when he was featured in his own magazine—and other surprises. With a lineup like that, who needs a hard sell! Just get to your newsstand early!

Dear Stan and Steve,

Keep up the good work that you boys are doing. I just love your mags so much that I even subscribed to one of them. I like your SPIDER-MAN the most because I read of him before he even became famous. Why don't you have him make up with Betty because it makes me sick when they fight like that. What ever happened to J. Jonah Jameson's son? I remember that he appeared in one of Spider-Man's earlier series. Will he ever appear again? By the way, does he, like his father, hate Spider-Man? I hope not because I kind of liked him. He seemed like a clean-cut boy. Well, that's all I have to say for myself besides telling you to keep up with all the great work that you have been doing. Don't forget it's the Marvel Age!

Joseph Silvero, 584 River St.
Paterson, N. J.

That's what we keep telling them down at Brand Echh, Joey! As for Jonah's son, you know as much about him as we do! Nobody seems to have heard about him all these months. But, if we run into him, we'll mention that you asked about him—okay?

Dear Steve and Stan,

I decided to reverse your names for two super-duper reasons. Reason 1) It is most refreshing to see a non-Lee plot (ish #25). I haven't seen a worthwhile one of those since I discovered Marvel and before. The Ditko dimension of art was up to par as usual, also. Reason 2) Steve is my own first name. Don't publish Steve's picture. Let us preserve the air of mystery over this camera-cracker and not ruin a good copy of Spidey!

Steven Russel,
Oxnard Beach, Calif.

You got yourself a deal, Steve! Now, if we can just find Lee again! Ever since reading your letter, he's been out searching for a fan whose first name is Stan—just to get even!

—We've just got room to say we hope you're enjoying your nutty Marvel T-shirts as well as your swingin' stationery! We're working like mad to bring you many other unusual and exciting items in the months to come, so keep watching. And remember to keep your M.M.M.S. membership pin in a safe place—it's becoming the biggest "in" thing in town!

Dear Stan and Steve,

I have just read SPIDER-MAN #25 and it's my opinion that it could have been better. As I turned the cover over to the introduction page, there was this goofy-looking robot with J.J.J.'s ugly face on it. I think you could have made a more sensible-looking robot. Also, on page 4 Peter Parker should have had enough brains not to urge J.J.J. to look at the robot, because there might be a potential threat in the device anyway. From this letter you might think I'm just a criticizing reader or that I'm against Spider-Man (perish the thought), but I'm not. Spider-Man is at the head of my costumed hero list! Well, that's about it, so I'll say so long to the Fathers of Super-Hero Greatness!!

Ricky Romano, 3505 Ave. G
Birmingham, Ala.

Wow! Are we gonna take a ribbing from the guys in the bullpen when they read what you called us! We never can tell whether letters such as yours are knocks or boosts, Ricky—but we get a big charge out of them all the same.

—Instead of giving you a big pitch for our next ish of SPIDER-MAN, we'll merely say that it's written by Stan, drawn by Steve, and produced in the usual Marvel manner. In other words, it's the greatest! Get it! See ya next ish! And, if you run into Irving Forbush, tell him to get rid of that nutty pet scorpion of his!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
30 NOV
IND.
MARVEL POP ART PRODUCTIONS
12¢
ONLY THE BATTY MARVEL BULLPEN COULD PRESENT SUCH A TRULY DAZZLING DISPLAY OF DERRING-DO AS...
"THE CLAWS OF THE CAT!"

"THE CLAWS OF THE CAT!"

IN WHICH OUR WEB-SPINNING WONDER ENCOUNTERS A BRAND NEW FOE, WHILE FINDING HIMSELF STILL BESET BY THE SAME OLD PROBLEMS! IT IS MORE THAN LIKELY THAT THIS LITTLE EXCURSION INTO ADVENTURE WILL MEET WITH YOUR UNQUALIFIED APPROVAL!

HEROICALLY WRITTEN AND EDITED BY:
STAN LEE

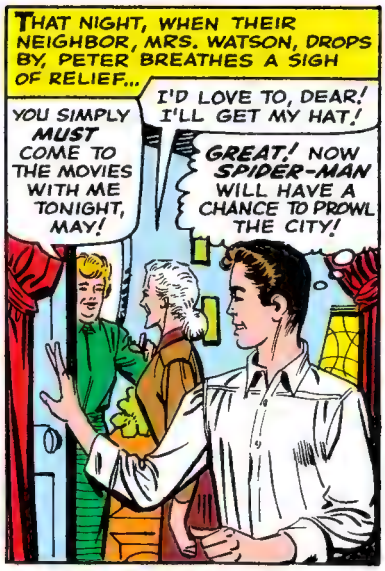
HOMERICALLY PLOTTED AND DRAWN BY:
STEVE DITKO

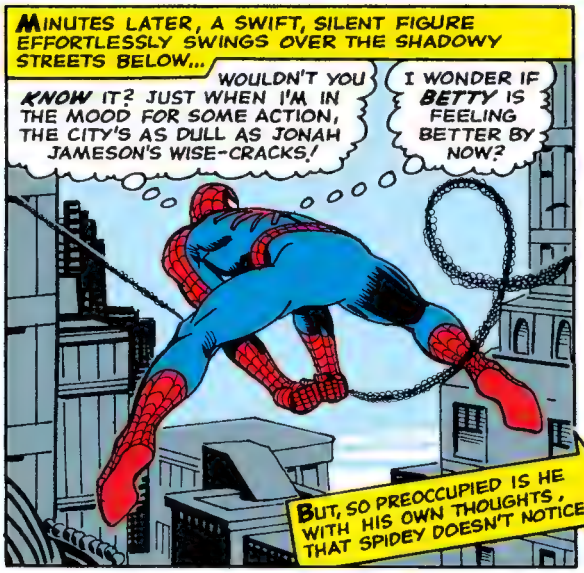
HASTILY LETTERED AND BORDERED BY:
ARTIE SIMEK

AND NOW, WE BRING YOU ONE OF THE MOST EAGERLY AWAITED MOMENTS OF ALL--THE MOMENT YOU BEGIN TO READ ANOTHER MIGHTY MARVEL MASTERWORK...

LAST ISSUE, SHAKEN BY THE THREAT OF THE SCORPION, BETTY BRANT WAS ESCORTED HOME BY SPIDEY'S RIVAL FOR HER AFFECTIONS--NED LEEDS--
WHAT WOULD I HAVE DONE WITHOUT YOU, NED?
JUST YOU REST UP, BETTY! I'LL CALL LATER!
I'LL LOOK AFTER HER NOW! SHE'LL BE ALL RIGHT!

FRUSTRATED AND ANGRY BY THE SUDDEN TURN OF EVENTS, OUR HERO DID NOT REALIZE THAT HIS ELDERLY AUNT MAY WAS ATTEMPTING TO CONCEAL HER FAINTING SPELLS FROM HIM...
I MUSTN'T WORRY PETER BY LETTING HIM KNOW HOW I'VE BEEN FEELING--!


THAT NIGHT, WHEN THEIR NEIGHBOR, MRS. WATSON, DROPS BY, PETER BREATHES A SIGH OF RELIEF...
YOU SIMPLY MUST COME TO THE MOVIES WITH ME TONIGHT, MAY!
I'D LOVE TO, DEAR! I'LL GET MY HAT!
GREAT! NOW SPIDER-MAN WILL HAVE A CHANCE TO PROWL THE CITY!

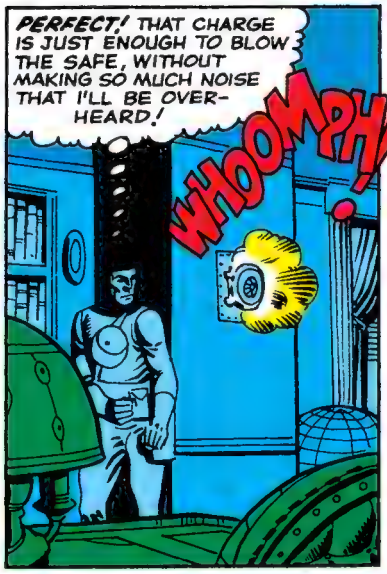

MINUTES LATER, A SWIFT, SILENT FIGURE EFFORTLESSLY SWINGS OVER THE SHADOWY STREETS BELOW...
WOULDN'T YOU KNOW IT? JUST WHEN I'M IN THE MOOD FOR SOME ACTION, THE CITY'S AS DULL AS JONAH JAMESON'S WISE-CRACKS!
I WONDER IF BETTY IS FEELING BETTER BY NOW?
BUT, SO PREOCCUPIED IS HE WITH HIS OWN THOUGHTS, THAT SPIDEY DOESN'T NOTICE...

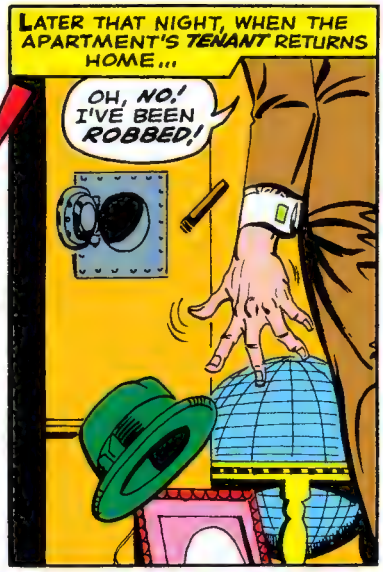
WHEW--! THAT WAS A CLOSE CALL! IF SPIDER-MAN HAD JUST TURNED HIS HEAD, IT COULD HAVE BEEN THE END OF THE CAT BURGLAR'S CAREER!

BUT, I'M JUST SMALL POTATOES TO HIM! HE'S ONLY INTERESTED IN SUPER-POWERED WORLD MENACES!

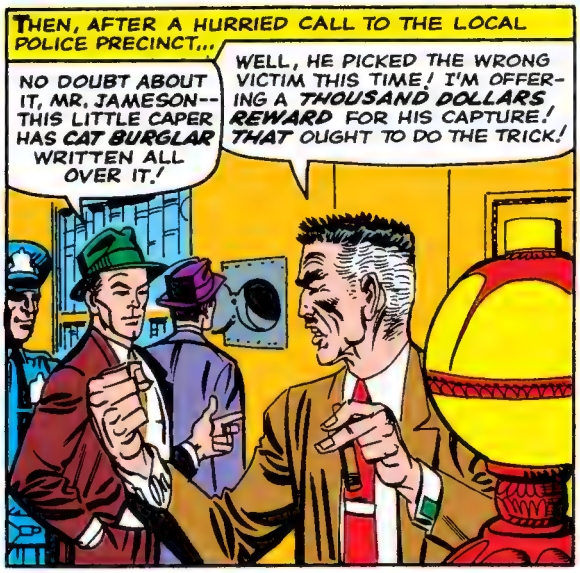
A BURGLAR WHO HAS TO USE A SPECIAL TOOL, JUST TO BREAK A SIMPLE WINDOW LOCK WOULD BE BENEATH HIS NOTICE-- I HOPE!

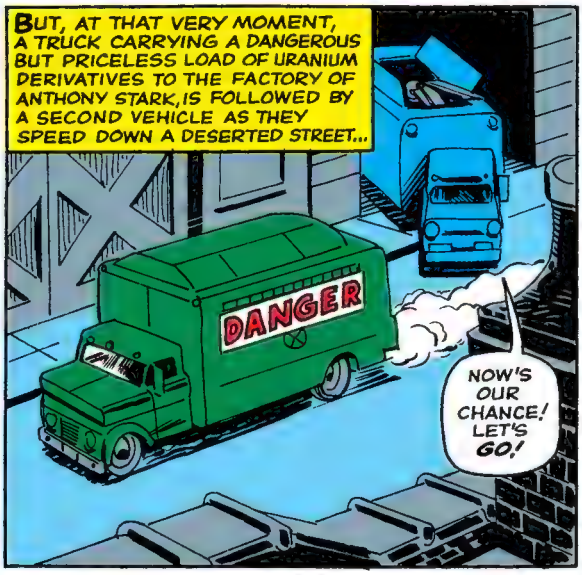
JUST AS I THOUGHT-- THE APARTMENT'S EMPTY! A PERFECT SET-UP FOR SOMEONE WITH MY PARTICULAR TALENTS!

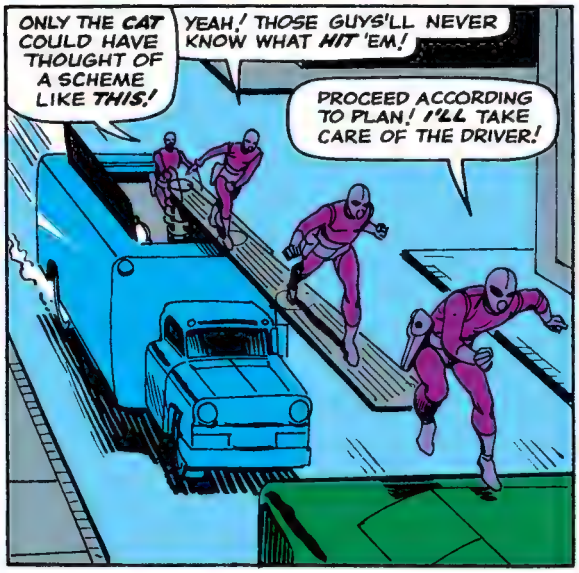

PERFECT! THAT CHARGE IS JUST ENOUGH TO BLOW THE SAFE, WITHOUT MAKING SO MUCH NOISE THAT I'LL BE OVER-HEARD!
WHOOMPH!


LATER THAT NIGHT, WHEN THE APARTMENT'S TENANT RETURNS HOME...
OH, NO! I'VE BEEN ROBBED!

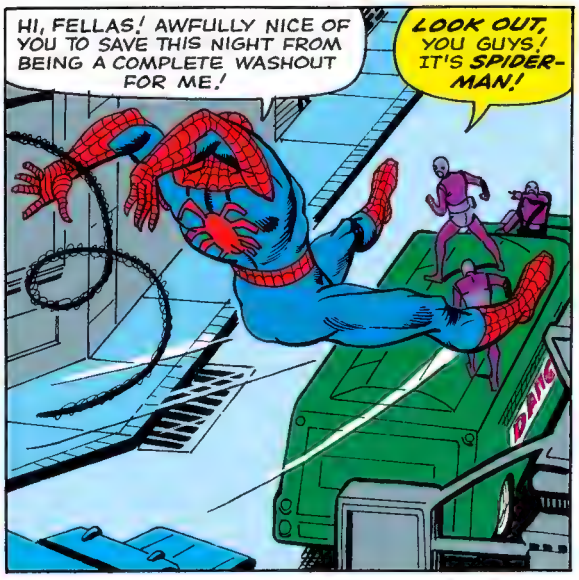
ALL MY STOCKS--BONDS--IMPORTANT PAPERS--GONE! THE SAFE IS EMPTY!
SOMEONE IS GOING TO PAY FOR THIS!

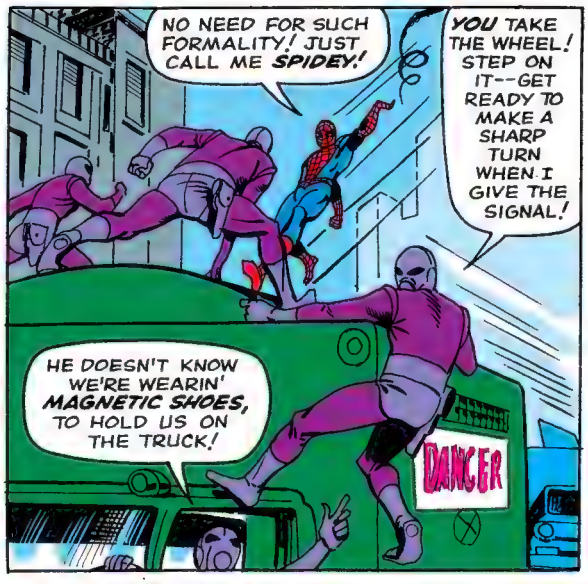

THEN, AFTER A HURRIED CALL TO THE LOCAL POLICE PRECINCT...
NO DOUBT ABOUT IT, MR. JAMESON--THIS LITTLE CAPER HAS CAT BURGLAR WRITTEN ALL OVER IT!
WELL, HE PICKED THE WRONG VICTIM THIS TIME! I'M OFFERING A THOUSAND DOLLARS REWARD FOR HIS CAPTURE! THAT OUGHT TO DO THE TRICK!


BUT, AT THAT VERY MOMENT, A TRUCK CARRYING A DANGEROUS BUT PRICELESS LOAD OF URANIUM DERIVATIVES TO THE FACTORY OF ANTHONY STARK, IS FOLLOWED BY A SECOND VEHICLE AS THEY SPEED DOWN A DESERTED STREET...
DANGER
NOW'S OUR CHANCE! LET'S GO!


ONLY THE CAT COULD HAVE THOUGHT OF A SCHEME LIKE THIS!
YEAH! THOSE GUYS'LL NEVER KNOW WHAT HIT 'EM!
PROCEED ACCORDING TO PLAN! I'LL TAKE CARE OF THE DRIVER!

JUST A WORD OF ADVICE, FRIEND! STOP THE TRUCK AND KEEP QUIET IF YOU WANT TO REMAIN AS HALE AND HEARTY AS YOU ARE RIGHT NOW!
I COULD HAVE SWORN I HEARD SOMETHING--LIKE A SOFT WHOOOSH OF AIR BEHIND ME!
I GET THE MESSAGE, MISTER! YOU DO THE TALKIN'--I'M NO HERO!


HI, FELLAS! AWFULLY NICE OF YOU TO SAVE THIS NIGHT FROM BEING A COMPLETE WASHOUT FOR ME!
LOOK OUT, YOU GUYS! IT'S SPIDER-MAN!


NO NEED FOR SUCH FORMALITY! JUST CALL ME SPIDEY!
YOU TAKE THE WHEEL! STEP ON IT--GET READY TO MAKE A SHARP TURN WHEN I GIVE THE SIGNAL!
HE DOESN'T KNOW WE'RE WEARIN' MAGNETIC SHOES, TO HOLD US ON THE TRUCK!
DANGER

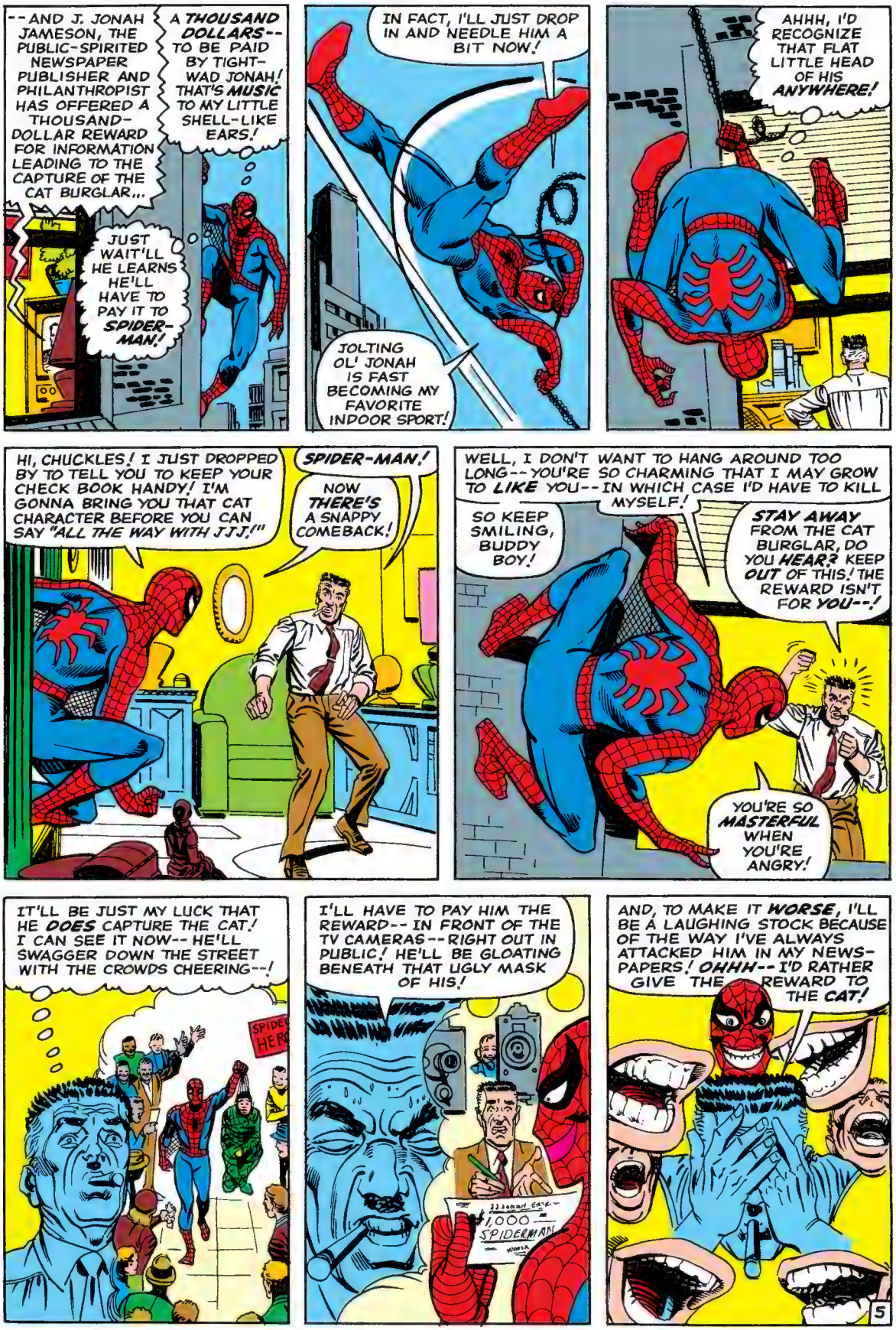
MY PLAN WAS PERFECT--- EXCEPT THAT I DIDN'T COUNT ON ANY INTERFERENCE FROM SUCH AN UNEXPECTED SOURCE!
CONGRATULATIONS, BOYS! YOU'VE JOINED THE RANKS OF THOSE WHO'VE BEEN LULLED TO SLEEP BY YOURS TRULY!

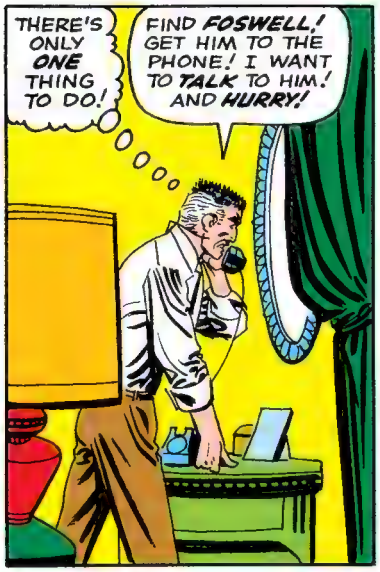
HE'S OFF-BALANCE! THIS IS THE TIME! NOW! SWING 'ER AROUND--FAST!
IT WORKED! HE'S FALLING OFF--!
NOW THAT WAS A MIGHTY UNFRIENDLY THING TO DO!

ALTHOUGH HURLED FROM THE SPEEDING TRUCK, THE YOUNG WEB-SPINNER'S AMAZING AGILITY ENABLES HIM TO GRACEFULLY CONTACT AND CLING TO THE BUILDING NEARBY--!
WHEN WILL I LEARN NOT TO BE SO OVER-CONFIDENT!

PERHAPS I CAN STILL HEAD THEM OFF BY TAKING TO THE ROOFTOPS!
I SURE WOULDN'T WANNA BE KICKED OUT OF THE NEIGHBORHOOD SPIDER-MAN ASSOCIATION!

NO SIGN OF THEM! BUT, THEY CAN'T STAY HIDDEN FROM ME FOR LONG!
I EAT MY CRUNCHIES AND BRUSH AFTER EVERY MEAL --I'M SURE TO WIN OUT IN THE END!

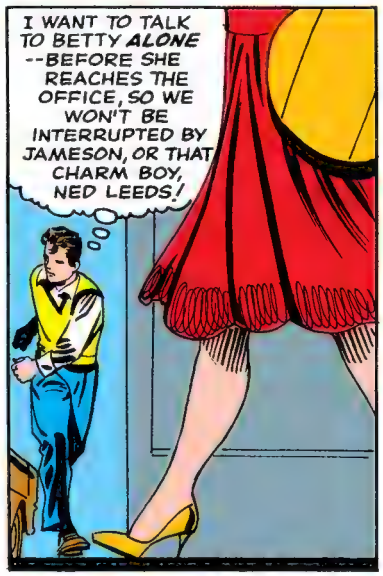

--AND J. JONAH JAMESON, THE PUBLIC-SPIRITED NEWSPAPER PUBLISHER AND PHILANTHROPIST HAS OFFERED A THOUSAND-DOLLAR REWARD FOR INFORMATION LEADING TO THE CAPTURE OF THE CAT BURGLAR...
A THOUSAND DOLLARS--TO BE PAID BY TIGHT-WAD JONAH! THAT'S MUSIC TO MY LITTLE SHELL-LIKE EARS!
JUST WAIT'LL HE LEARNS HE'LL HAVE TO PAY IT TO SPIDER-MAN!
IN FACT, I'LL JUST DROP IN AND NEEDLE HIM A BIT NOW!
JOLTING OL' JONAH IS FAST BECOMING MY FAVORITE INDOOR SPORT!
AHHH, I'D RECOGNIZE THAT FLAT LITTLE HEAD OF HIS ANYWHERE!
HI, CHUCKLES! I JUST DROPPED BY TO TELL YOU TO KEEP YOUR CHECK BOOK HANDY! I'M GONNA BRING YOU THAT CAT CHARACTER BEFORE YOU CAN SAY "ALL THE WAY WITH JJJ!"
SPIDER-MAN!
NOW THERE'S A SNAPPY COMEBACK!
WELL, I DON'T WANT TO HANG AROUND TOO LONG--YOU'RE SO CHARMING THAT I MAY GROW TO LIKE YOU--IN WHICH CASE I'D HAVE TO KILL MYSELF!
SO KEEP SMILING, BUDDY BOY!
STAY AWAY FROM THE CAT BURGLAR, DO YOU HEAR? KEEP OUT OF THIS! THE REWARD ISN'T FOR YOU--!
YOU'RE SO MASTERFUL WHEN YOU'RE ANGRY!
IT'LL BE JUST MY LUCK THAT HE DOES CAPTURE THE CAT! I CAN SEE IT NOW--HE'LL SWAGGER DOWN THE STREET WITH THE CROWDS CHEERING--!
I'LL HAVE TO PAY HIM THE REWARD--IN FRONT OF THE TV CAMERAS--RIGHT OUT IN PUBLIC! HE'LL BE GLOATING BENEATH THAT UGLY MASK OF HIS!
$1,000
SPIDERMAN
AND, TO MAKE IT WORSE, I'LL BE A LAUGHING STOCK BECAUSE OF THE WAY I'VE ALWAYS ATTACKED HIM IN MY NEWSPAPERS! OHHH--I'D RATHER GIVE THE REWARD TO THE CAT!

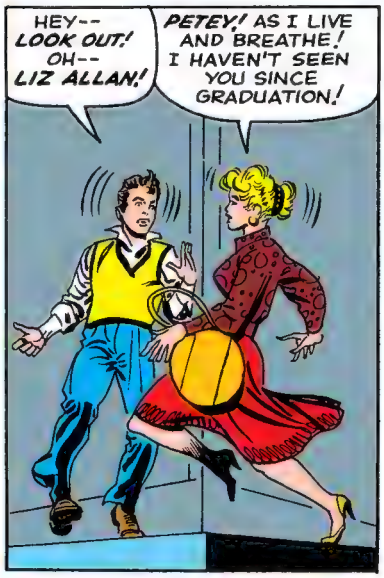

THERE'S ONLY ONE THING TO DO!
FIND FOSWELL! GET HIM TO THE PHONE! I WANT TO TALK TO HIM! AND HURRY!

THIRTY SECONDS LATER...
FOSWELL, DROP EVERYTHING! USE ALL YOUR UNDERWORLD CONTACTS! YOU'VE GOT TO FIND THE CAT BURGLAR BEFORE SPIDER-MAN DOES!
I'LL DO MY BEST CHIEF!
WITH THE AID OF MY STOOL-PIGEON PATCH DISGUISE!

WHILE, SWINGING BLITHELY OVERHEAD, WE FIND...
THE TRAIL'S PRETTY COLD NOW! I'LL START SEARCHING FOR THE CAT AGAIN TOMORROW!
THIS IS AUNT MAY'S APPLE PIE NIGHT! I DON'T WANNA MISS IT!

THEN, AFTER A GOOD NIGHT'S SLEEP...
LEAVING SO EARLY, DEAR?
YES, AUNT MAY! I WANT TO CATCH BETTY BEFORE SHE GETS TO WORK!
AND THANKS AGAIN FOR THE APPLE PIE! IT WAS THE MOST!
THE MOST WHAT?
JUST AN EXPRESSION, AUNT MAY! S'LONG--!

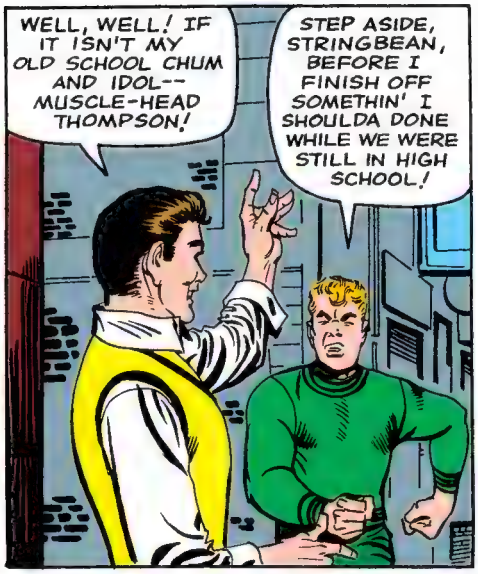

I WANT TO TALK TO BETTY ALONE --BEFORE SHE REACHES THE OFFICE, SO WE WON'T BE INTERRUPTED BY JAMESON, OR THAT CHARM BOY, NED LEEDS!

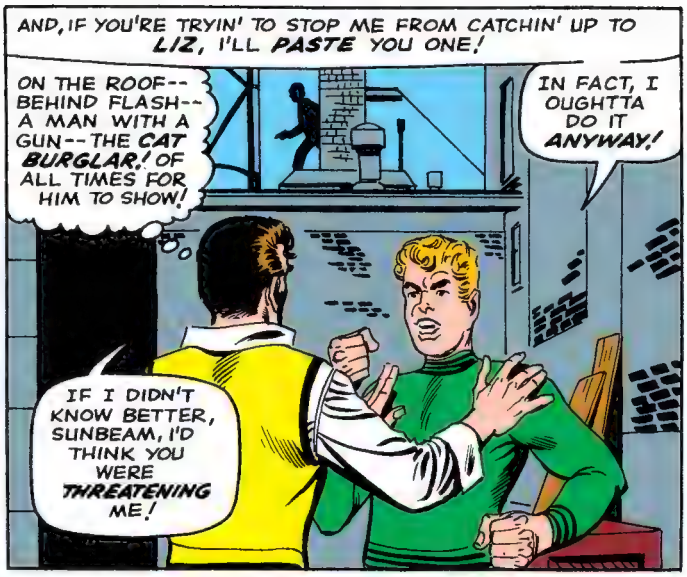

HEY-- LOOK OUT! OH-- LIZ ALLAN!
PETEY! AS I LIVE AND BREATHE! I HAVEN'T SEEN YOU SINCE GRADUATION!

GEE, LIZ-- YOU'RE LOOKING GREAT! WHAT'S NEW? WHAT HAVE YOU BEEN DOING WITH YOURSELF?
OH, I'VE TAKEN A JOB! I'M A WORKING GIRL NOW! BUT, WHY BORE YOU WITH THE DETAILS! YOU DON'T HAVE TO PRETEND TO BE INTERESTED!

GEE, LIZ, I'M NOT PRETENDING--!
WELL, NEVER MIND ABOUT THAT! WOULD YOU DO ME A FAVOR, PETEY-- FOR OLD TIME'S SAKE?
SURE I WILL!

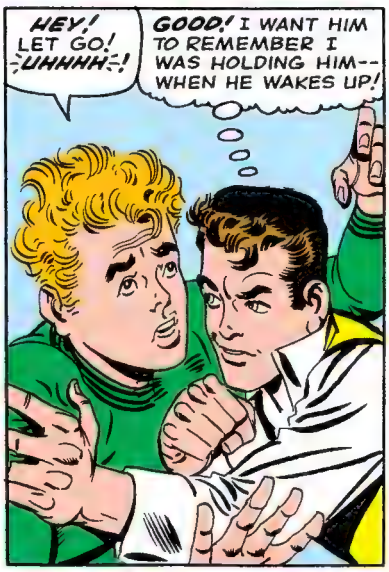
FLASH THOMPSON IS FOLLOWING ME, TO SEE WHERE I WORK! IF HE FINDS OUT, I'LL JUST NEVER GET RID OF HIM! WOULD YOU STALL HIM FOR A WHILE!
WHAT'S SHE DOIN' WITH PARKER?
IT'LL BE A PLEASURE!

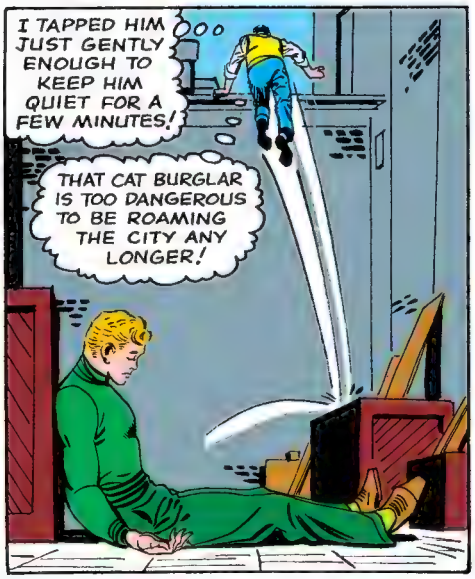

WELL, WELL! IF IT ISN'T MY OLD SCHOOL CHUM AND IDOL-- MUSCLE-HEAD THOMPSON!
STEP ASIDE, STRINGBEAN, BEFORE I FINISH OFF SOMETHIN' I SHOULDA DONE WHILE WE WERE STILL IN HIGH SCHOOL!


AND, IF YOU'RE TRYIN' TO STOP ME FROM CATCHIN' UP TO LIZ, I'LL PASTE YOU ONE!
ON THE ROOF-- BEHIND FLASH-- A MAN WITH A GUN-- THE CAT BURGLAR! OF ALL TIMES FOR HIM TO SHOW!
IN FACT, I OUGHTTA DO IT ANYWAY!
IF I DIDN'T KNOW BETTER, SUNBEAM, I'D THINK YOU WERE THREATENING ME!

THAT'S THE SIZE OF IT, PARKER! I'M GONNA SHOW YOU WHAT HAPPENS TO WISEGUYS WHO TRY TO MAKE TIME WITH MY GIRL!
YOUR GIRL??! YOU'VE AS MUCH CHANCE WITH LIZ AS I HAVE WITH SOPHIA LOREN!

YEAH? WHEN I'M THRU LEANIN' ON YA, EVEN THE BRIDE OF FRANKENSTEIN WON'T GIVE YOU A SECOND LOOK!
WELL, DON'T WORRY ABOUT IT! SHE'S NOT MY TYPE, ANYWAY!


HEY! LET GO! -UHHHH-!
GOOD! I WANT HIM TO REMEMBER I WAS HOLDING HIM-- WHEN HE WAKES UP!

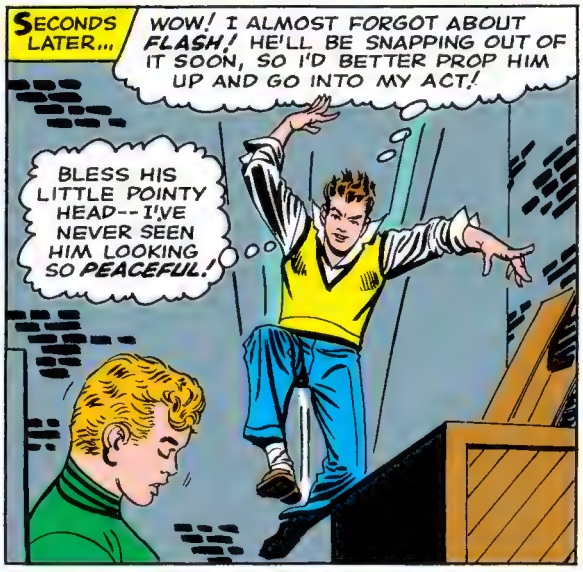

I TAPPED HIM JUST GENTLY ENOUGH TO KEEP HIM QUIET FOR A FEW MINUTES!
THAT CAT BURGLAR IS TOO DANGEROUS TO BE ROAMING THE CITY ANY LONGER!

BOY, I'VE GOT MY COSTUME-CHANGING DOWN TO A REAL SCIENCE! I CAN SWITCH FROM PETER PARKER TO SPIDEY ALMOST AS QUICK AS A SNEEZE!
AND NOW TO STAKE MY CLAIM ON JAMESON'S THOUSAND DOLLAR REWARD BEFORE OL' JJ COMES TO HIS SENSES!

I WARNED YOU I'D GET EVEN WITH YOU! AND NOW--!
HOLD IT, BUSTER! LET'S ALLOW A COOLER HEAD TO PREVAIL!
SPIDER-MAN!
ZAP!

WOK!
WHAT HAPPENED TO YOUR CAT COSTUME? DID IT SHRINK WHEN YOU WASHED IT? I HAVE THAT SAME PROBLEM!

I-I CAN'T TELL YOU HOW GRATEFUL I AM! I WAS FORCED TO FIRE HIM THIS MORNING, WHEN I FOUND HIM STEALING, AND HE CAME BACK TO THREATEN ME!
DON'T WASTE THAT STORY ON ME! SEND IT TO A CONFESSION MAGAZINE!
HECK! IT WASN'T THE CAT BURGLAR AFTER ALL!

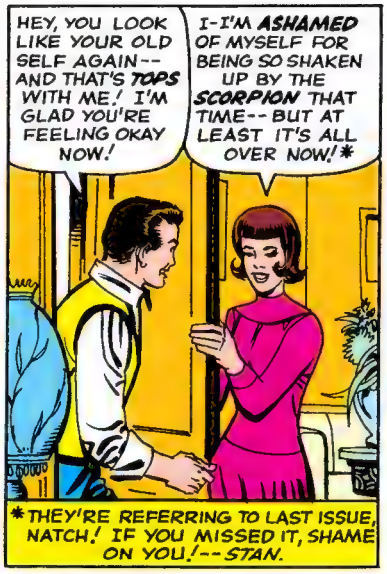

SECONDS LATER...
WOW! I ALMOST FORGOT ABOUT FLASH! HE'LL BE SNAPPING OUT OF IT SOON, SO I'D BETTER PROP HIM UP AND GO INTO MY ACT!
BLESS HIS LITTLE POINTY HEAD--I'VE NEVER SEEN HIM LOOKING SO PEACEFUL!

HEY! WHAT GIVES? WHAT HAPPENED? LEGGO, PANTYWAIST!
RELAX, DEADHEAD! WE JUST BUMPED OUR NOGGINS TOGETHER AND KNOCKED OURSELVES OUT FOR A MINUTE! BUT YOU'LL BE OKAY! NOTHING COULD HURT THAT THICK SKULL OF YOURS!

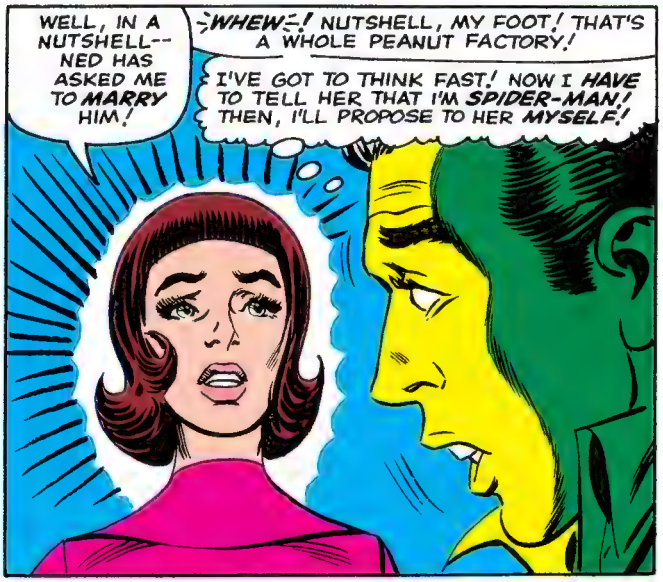
ANYWAY, IF YOU'RE SO ANXIOUS TO FIND HER, LIZ WORKS AT THE DILLON DEPARTMENT STORE!
HAH! I KNEW YOU WERE TOO CHICKEN TO HOLD OUT ON ME!
YOU'LL CHANGE YOUR NEANDERTHAL MIND WHEN YOU FIND OUT I LIED TO YOU, SONNY BOY!

MEANWHILE, AT THE HOME OF BETTY BRANT...
I-I JUST DON'T KNOW WHAT TO SAY, NED! OH, THERE'S THE PHONE!
DON'T TRY TO ANSWER ME NOW, BETTY! JUST THINK ABOUT IT! I'VE GOT TO RUN--I'M LATE FOR WORK!
RRRINNGG!

PETER! I'M SO GLAD YOU CALLED! I'M GOING TO WORK THIS AFTERNOON, BUT I'D LIKE TO SEE YOU AS SOON AS POSSIBLE!
YOU WOULD? STAY RIGHT THERE, BETTY! I'LL BE OVER IN TWO SHAKES!


HEY, YOU LOOK LIKE YOUR OLD SELF AGAIN--AND THAT'S TOPS WITH ME! I'M GLAD YOU'RE FEELING OKAY NOW!
I-I'M ASHAMED OF MYSELF FOR BEING SO SHAKEN UP BY THE SCORPION THAT TIME--BUT AT LEAST IT'S ALL OVER NOW!*
*THEY'RE REFERRING TO LAST ISSUE, NATCH! IF YOU MISSED IT, SHAME ON YOU!--STAN.

WELL, ANYWAY, LET'S HEAR WHAT'S ON YOUR MIND! SOMETHING IN YOUR TONE OF VOICE TELLS ME IT WON'T MAKE ME JUMP FOR JOY!
OH, PETER--I-I DON'T KNOW WHERE TO BEGIN--!
TRY THE BEGINNING--JUST FOR KICKS!


WELL, IN A NUTSHELL--NED HAS ASKED ME TO MARRY HIM!
WHEW--! NUTSHELL, MY FOOT! THAT'S A WHOLE PEANUT FACTORY!
I'VE GOT TO THINK FAST! NOW I HAVE TO TELL HER THAT I'M SPIDER-MAN! THEN, I'LL PROPOSE TO HER MYSELF!

I'LL APPROACH IT CASUALLY--DON'T WANT TO SHOCK HER TOO MUCH--!
NED'S A GOOD GUY, I GUESS! HE DID TRY TO HELP YOU AGAINST THE SCORPION! OF COURSE, HE'S NO SPIDER-MAN, BUT--
DON'T MENTION SPIDER-MAN! IF NED WERE ANYTHING LIKE HIM, I WOULDN'T EVEN CONSIDER HIS OFFER!
ULP--!

I'VE HAD ENOUGH EXCITEMENT IN MY LIFE--ENOUGH WORRIES! I STILL REMEMBER WHAT HAPPENED TO MY BROTHER! I COULD NEVER LOVE AN ADVENTURER--A MAN WHO RISKS HIS LIFE EACH DAY!
OHHH--I-I NEVER THOUGHT OF IT THAT WAY--!

I WANT A MAN WHO HAS A GOOD, STEADY JOB--WHO COMES HOME EACH NIGHT, TO HIS PIPE, AND HIS PAPER--AND TO ME!

THAT'S WHAT FIRST ATTRACTED ME TO YOU, PETER! YOU WERE SO STUDIOUS--SO SINCERE! YOU WERE A GOOD STUDENT--A HARD WORKER--YOU EVEN WORKED AFTER SCHOOL, TAKING PICTURES, TO MAKE EXTRA MONEY!
WHY--WHY DO YOU LOOK THAT WAY? DID I SAY SOMETHING WRONG--?
NO--!

YOU DIDN'T SAY ANYTHING WRONG --NOT A THING!

I GET THE PICTURE! NED LEEDS IS THE GUY FOR YOU-- I GUESS IT WAS ALWAYS HIM! HE'S JUST WHAT YOU WANT --A PLAIN, HARD-WORKING, AVERAGE JOE! WELL, GOODY FOR BOTH OF YOU!

GO AHEAD AND MARRY HIM! YOU PROBABLY DESERVE EACH OTHER! WHAT DIFFERENCE DOES IT MAKE TO ME?!!

PETER! WHAT ARE YOU SAYING?? WAIT-- I DIDN'T MEAN TO--PETER! DON'T GO--PLEASE!

SLAM!

IT'S YOU I LOVE! IT'S ALWAYS BEEN YOU! OH, PETER --WHY DIDN'T YOU LET ME EXPLAIN...

WHY WOULDN'T HE LISTEN?? WHAT IS IT THAT ALWAYS STANDS BETWEEN US? THE ONE SECRET HE KEEPS LOCKED WITHIN HIM--THE SECRET HE NEVER SHARES, OR TALKS ABOUT--!

AND, OUTSIDE THE HOUSE, A YOUTHFUL FIGURE STANDS-- OBLIVIOUS TO EVERYTHING SAVE THE ACHE IN HIS HEART...!

THAT TEARS IT FOR GOOD! IT'S OVER! I'VE LOST HER!

WHILE, IN THE OFFICE OF JONAH JAMESON...

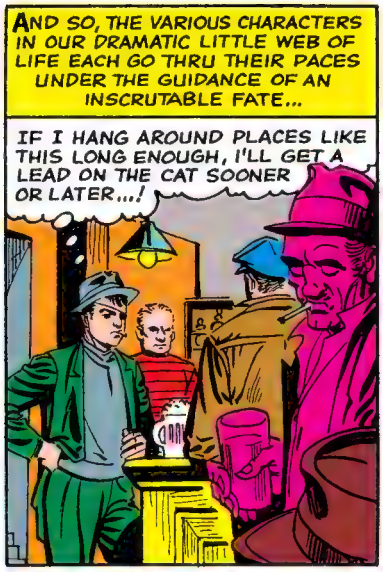
EVERY TIME THAT BLASTED PHONE RINGS, I'M AFRAID IT'S THE NEWS THAT SPIDER-MAN HAS CAPTURED THE CAT!

RINNG!

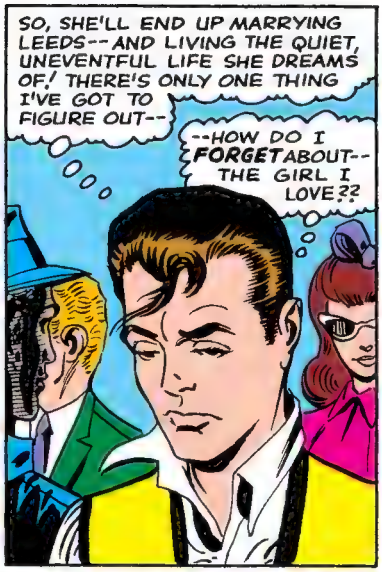
MR. JAMESON--THIS IS FOSWELL! NO--THERE ARE NO LEADS SO FAR, BUT I'LL KEEP AT IT!

DON'T COME BACK TILL YOU'VE FOUND THE CAT--NO MATTER HOW LONG IT TAKES! -SLAM-!

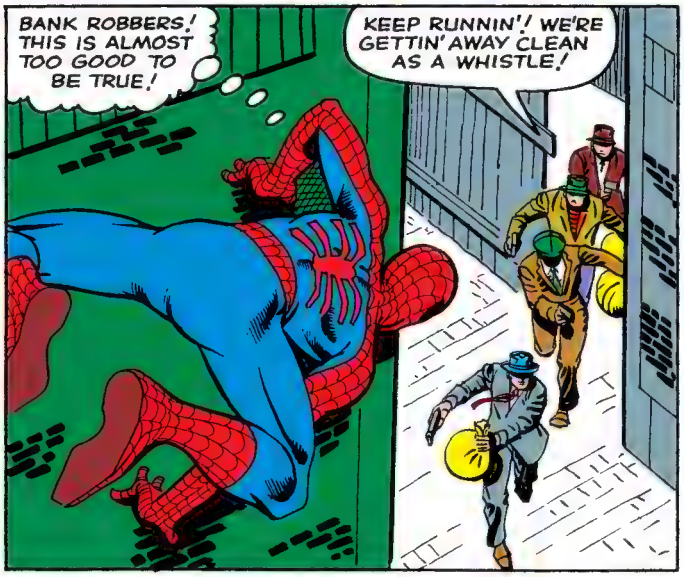
IF I HAVE TO PAY THAT REWARD MONEY TO MY WORST ENEMY, I'LL NEVER LIVE IT DOWN! IT'S BAD ENOUGH SHELLING OUT A COOL GRAND TO ANYONE-- BUT TO SPIDER-MAN---OHHHH!


AND SO, THE VARIOUS CHARACTERS IN OUR DRAMATIC LITTLE WEB OF LIFE EACH GO THRU THEIR PACES UNDER THE GUIDANCE OF AN INSCRUTABLE FATE...
IF I HANG AROUND PLACES LIKE THIS LONG ENOUGH, I'LL GET A LEAD ON THE CAT SOONER OR LATER...!

WHILE, FOR A SADDENED PETER PARKER, THE SEARCH FOR THE CAT HAS BECOME ALMOST FORGOTTEN...
THERE'S NO WAY OUT! SHE'D NEVER HAVE ME AS I AM--AND I JUST CAN'T GIVE UP BEING SPIDER-MAN!


SO, SHE'LL END UP MARRYING LEEDS--AND LIVING THE QUIET, UNEVENTFUL LIFE SHE DREAMS OF! THERE'S ONLY ONE THING I'VE GOT TO FIGURE OUT--
--HOW DO I FORGET ABOUT--THE GIRL I LOVE??

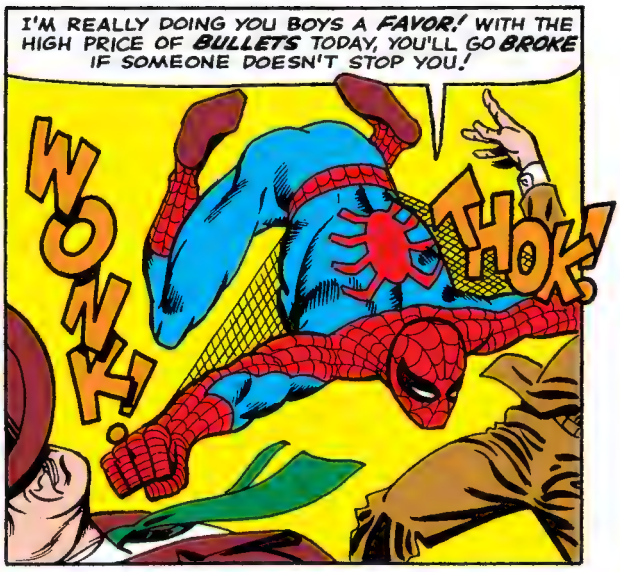
CRACK!
A SHOT! THAT MEANS TROUBLE!
IT'S JUST WHAT I NEED! ACTION--WORK FOR SPIDER-MAN!


BANK ROBBERS! THIS IS ALMOST TOO GOOD TO BE TRUE!
KEEP RUNNIN'! WE'RE GETTIN' AWAY CLEAN AS A WHISTLE!

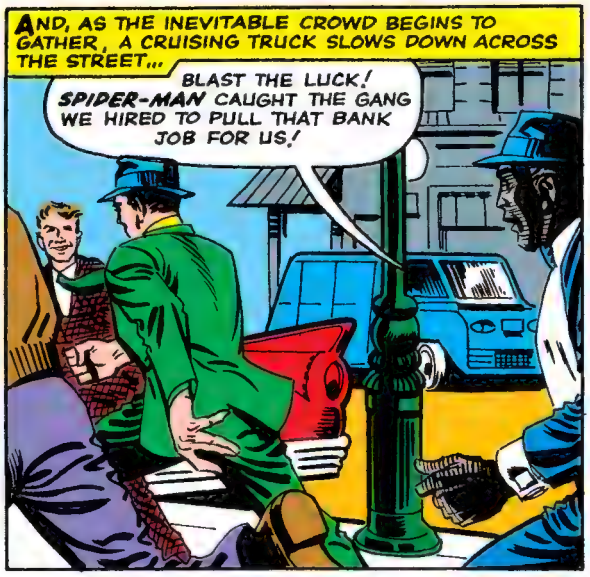
CORRECTION, FELLAS! DID YOU EVER HEAR OF A DIRTY WHISTLE??!
WHO SAID THAT?
BEHIND US--! LOOK OUT! IT'S SPIDER-MAN!

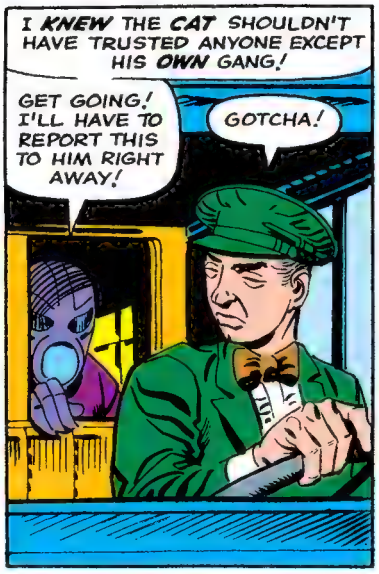
BEHIND US?? WHERE? I DON'T SEE ANYTHIN'!!
NEITHER DO I!
WHEEEOOOO! OL' SPIDEY RIDES AGAIN!

WE CAN'T LET HIM STOP US NOW! GET 'IM! WHOOOOP! WHERE'D HE GO??
DON'T WORRY-- I'LL BE RIGHT BACK! I WOULDN'T WANT YOU TO BE LONELY!
LOOK OUT, YA LAMEBRAIN! YOU ALMOST HIT ME!
KRAK!
KRAK!

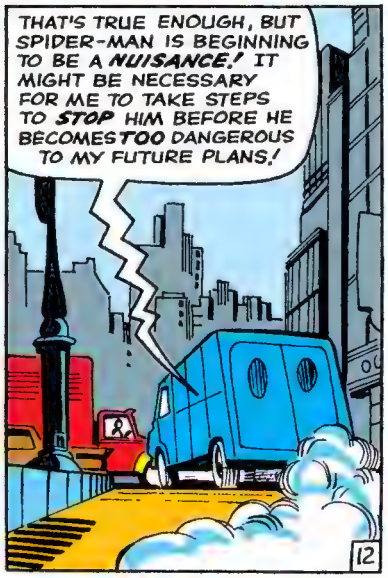

I'M REALLY DOING YOU BOYS A FAVOR! WITH THE HIGH PRICE OF BULLETS TODAY, YOU'LL GO BROKE IF SOMEONE DOESN'T STOP YOU!
WONK!
THOK!

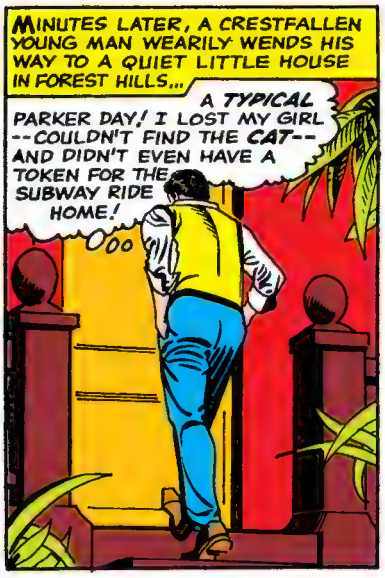
NOW, HOLD STILL, LITTLE CHUMS, AND I'LL HAVE YOU SAFELY BEHIND BARS BEFORE YOU KNOW IT!
H-HURRY! A JAIL CELL WOULD LOOK GOOD TO US AFTER THIS!


AND, AS THE INEVITABLE CROWD BEGINS TO GATHER, A CRUISING TRUCK SLOWS DOWN ACROSS THE STREET...
BLAST THE LUCK! SPIDER-MAN CAUGHT THE GANG WE HIRED TO PULL THAT BANK JOB FOR US!

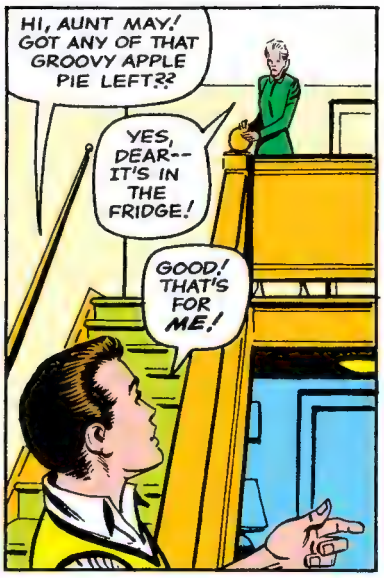

I KNEW THE CAT SHOULDN'T HAVE TRUSTED ANYONE EXCEPT HIS OWN GANG!
GET GOING! I'LL HAVE TO REPORT THIS TO HIM RIGHT AWAY!
GOTCHA!

THEY BOTCHED THE CAPER, BOSS, BUT THERE'S ONE GOOD THING ABOUT IT! THEY'RE JUST HIRED HOODS! THEY WON'T BE ABLE TO SPILL THE BEANS ABOUT US!


THAT'S TRUE ENOUGH, BUT SPIDER-MAN IS BEGINNING TO BE A NUISANCE! IT MIGHT BE NECESSARY FOR ME TO TAKE STEPS TO STOP HIM BEFORE HE BECOMES TOO DANGEROUS TO MY FUTURE PLANS!

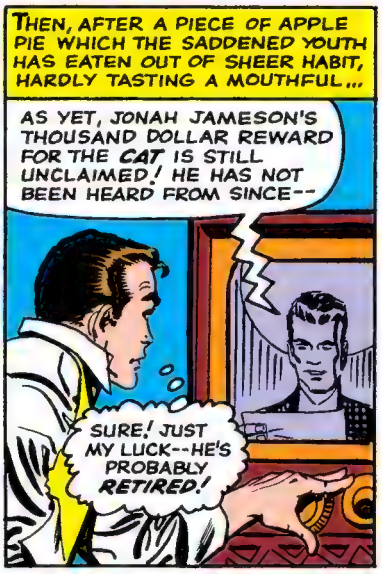

MINUTES LATER, A CRESTFALLEN YOUNG MAN WEARILY WENDS HIS WAY TO A QUIET LITTLE HOUSE IN FOREST HILLS...
A TYPICAL PARKER DAY! I LOST MY GIRL --COULDN'T FIND THE CAT-- AND DIDN'T EVEN HAVE A TOKEN FOR THE SUBWAY RIDE HOME!

WHILE, IN HER BEDROOM UPSTAIRS...
FOOTSTEPS! IT MUST BE PETER, RETURNING!
I MUSTN'T LET HIM REALIZE THAT I FELT SO DIZZY I HAD TO LIE DOWN...!


HI, AUNT MAY! GOT ANY OF THAT GROOVY APPLE PIE LEFT??
YES, DEAR-- IT'S IN THE FRIDGE!
GOOD! THAT'S FOR ME!

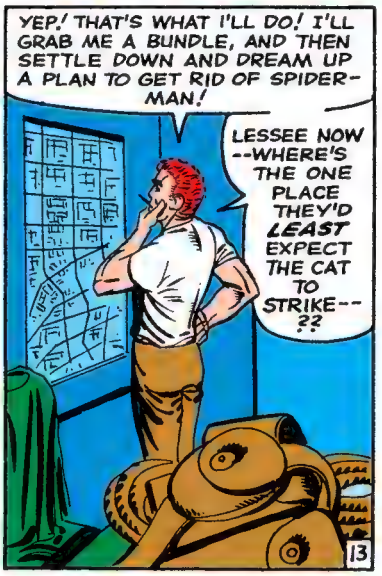
BY THE WAY, PETER--BETTY BRANT CALLED QUITE A FEW TIMES! SHE ASKED ME TO BE SURE TO HAVE YOU CALL HER WHEN YOU CAME IN!
OH NO!

WHAT'S THE USE OF PROLONGING THE AGONY! THERE'S NOTHING MORE THAT EITHER OF US CAN SAY! IT'S ALL OVER-- I MIGHT AS WELL LET IT REMAIN THAT WAY!


THEN, AFTER A PIECE OF APPLE PIE WHICH THE SADDENED YOUTH HAS EATEN OUT OF SHEER HABIT, HARDLY TASTING A MOUTHFUL...
AS YET, JONAH JAMESON'S THOUSAND DOLLAR REWARD FOR THE CAT IS STILL UNCLAIMED! HE HAS NOT BEEN HEARD FROM SINCE--
SURE! JUST MY LUCK--HE'S PROBABLY RETIRED!

BUT, ANOTHER IS WATCHING THAT SAME NEWSCAST--A COLD-EYED MAN CHORTLES IN GRIM SELF-SATISFACTION...
SO FAR, SO GOOD! NOBODY SUSPECTS THAT AN ORDINARY SECOND-STORY MAN LIKE ME IS ALSO THE UNCATCHABLE CAT BURGLAR!

THE POLICE CAN'T WATCH EVERY BUILDING IN TOWN! I OUGHTTA TRY ONE MORE HAUL BEFORE I DECIDE TO LAY LOW FOR A WHILE --JUST TO KEEP MY HAND IN!


YEP! THAT'S WHAT I'LL DO! I'LL GRAB ME A BUNDLE, AND THEN SETTLE DOWN AND DREAM UP A PLAN TO GET RID OF SPIDER-MAN!
LESSEE NOW --WHERE'S THE ONE PLACE THEY'D LEAST EXPECT THE CAT TO STRIKE-- ??

MINUTES LATER...
IT'S GETTING DARK NOW--SO IT'S TIME FOR THE CAT TO GO OUT ON THE PROWL!

THEY'LL NEVER BE ABLE TO CAPTURE ME! IF I CAN OUT-SMART SPIDER-MAN, I CAN GET AWAY FROM ANYONE!

MEANWHILE, AT A LOCAL UNDER-WORLD HANGOUT...
JJ? PATCH! I THINK I'VE GOT A LINE ON THE CAT!
THERE'S ONE SECOND-STORY MAN WHO HASN'T BEEN SEEN AROUND HERE LATELY--AND THE CAT HAS MOST OF HIS TRADEMARKS!

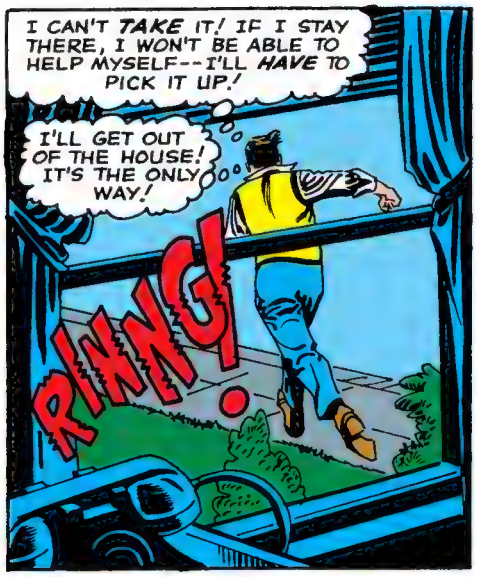
I CAN'T BE SURE YET, BUT I'LL CHECK HIM OUT! IF I GET ANY EVIDENCE, I'LL CALL YOU BACK AND TIP OFF THE POLICE!
YEAH! YEAH! SURE! SURE! DO THAT! DO THAT!

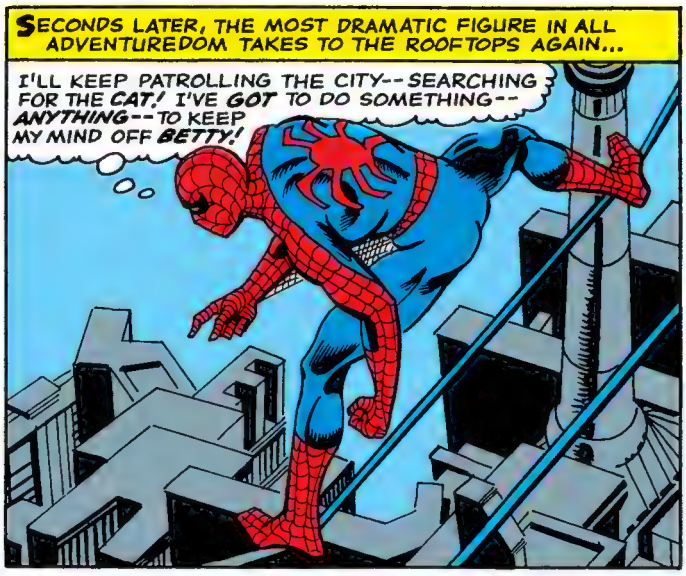
HAH! NOW WE'RE GETTING SOMEWHERE!
IF ONLY WE CAN NAB HIM BEFORE THAT WEB-HEADED WEASEL GETS INTO THE ACT!

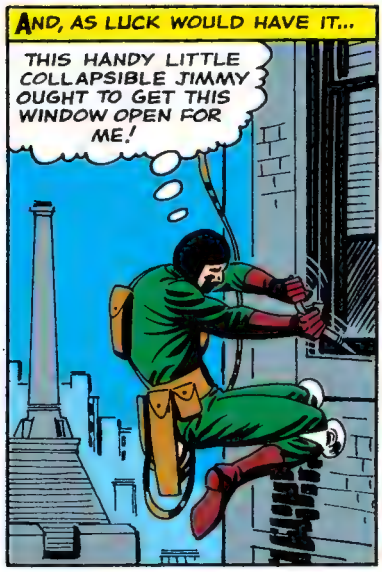
AND, AT THE HOME OF THAT "WEB-HEADED WEASEL" (WHO SHALL BE NAMELESS!)...
I'M GOING TO VISIT MRS. WATSON FOR A WHILE, PETER DEAR... WOULD YOU LIKE TO COME ALONG?
NO, THANKS, AUNT MAY! ENJOY YOURSELF--I'LL BE OKAY!

UH OH! THAT'S PROBABLY BETTY AGAIN! I CAN'T PICK IT UP--I MIGHT SAY SOMETHING I'D REGRET!
RINNG!

PETER MUST BE HOME BY NOW! WHY DOESN'T HE ANSWER THE PHONE? WHY WON'T HE TALK TO ME??
BZZZZ
BZZZZ


I CAN'T TAKE IT! IF I STAY THERE, I WON'T BE ABLE TO HELP MYSELF--I'LL HAVE TO PICK IT UP!
I'LL GET OUT OF THE HOUSE! IT'S THE ONLY WAY!
RING!

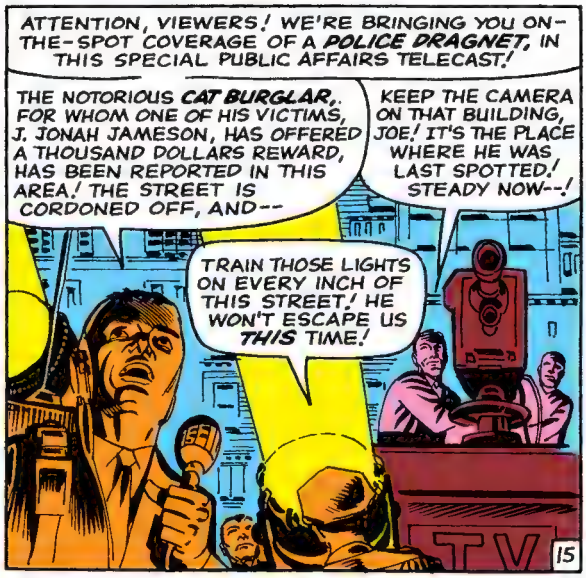

SECONDS LATER, THE MOST DRAMATIC FIGURE IN ALL ADVENTUREDOM TAKES TO THE ROOFTOPS AGAIN...
I'LL KEEP PATROLLING THE CITY--SEARCHING FOR THE CAT! I'VE GOT TO DO SOMETHING--ANYTHING--TO KEEP MY MIND OFF BETTY!


AND, AS LUCK WOULD HAVE IT...
THIS HANDY LITTLE COLLAPSIBLE JIMMY OUGHT TO GET THIS WINDOW OPEN FOR ME!

HEY! WHAT'S GOING ON THERE? OUR WINDOWS WERE JUST WASHED YESTERDAY!
WAIT A MINUTE! YOU'RE NO WINDOW WASHER--!
YOU'RE--THE CAT!!

OF ALL THE CRUMMY LUCK!
HELP! POLICE! HURRY--HE'S GETTING AWAY!
I HADDA PICK THE ONE BUILDING WHOSE WINDOWS WERE JUST WASHED YESTERDAY!

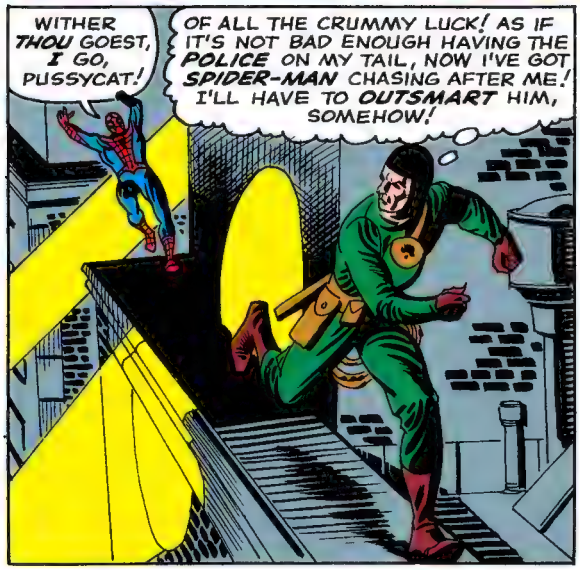
I THOUGHT I HEARD SHOUTING FROM AROUND THE CORNER! SAY--WHAT ARE ALL THE SPOTLIGHTS FOR??
THE WAY MY LUCK'S BEEN RUNNING, IT'S PROBABLY JUST THE PREMIERE OF SOME NEW MOVIE!


ATTENTION, VIEWERS! WE'RE BRINGING YOU ON-THE-SPOT COVERAGE OF A POLICE DRAGNET, IN THIS SPECIAL PUBLIC AFFAIRS TELECAST!
THE NOTORIOUS CAT BURGLAR, FOR WHOM ONE OF HIS VICTIMS, J. JONAH JAMESON, HAS OFFERED A THOUSAND DOLLARS REWARD, HAS BEEN REPORTED IN THIS AREA! THE STREET IS CORDONED OFF, AND--
KEEP THE CAMERA ON THAT BUILDING, JOE! IT'S THE PLACE WHERE HE WAS LAST SPOTTED! STEADY NOW--!
TRAIN THOSE LIGHTS ON EVERY INCH OF THIS STREET! HE WON'T ESCAPE US THIS TIME!
TV

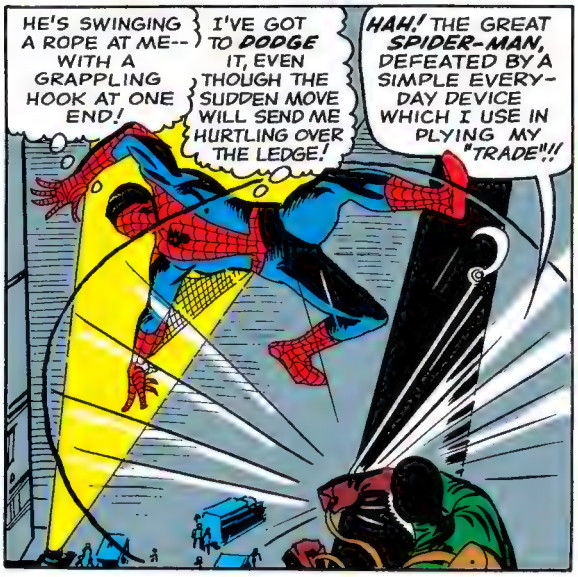
AND, ALONE IN HIS OFFICE, J. JONAH SETTLES BACK WITH A HAPPY HEART, FOR THE FIRST TIME IN HOURS...
AHHH -- I'VE GOT IT MADE NOW! THERE'S THE CAT, TRYING TO DODGE THE SPOTLIGHTS!
HE HASN'T GOT A CHANCE!

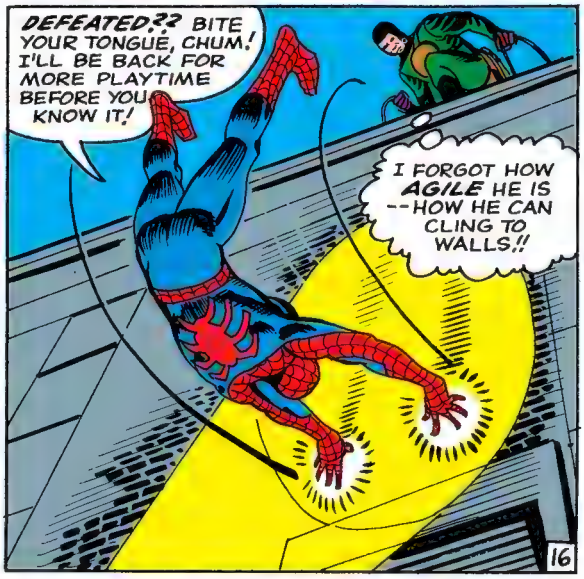
WAIT A MINUTE!!! THE LIGHTS HAVE PICKED UP ANOTHER FIGURE!
IT LOOKS LIKE-- IT-IT CAN'T BE-- -ULP- IT IS! IT'S SPIDER-MAN!

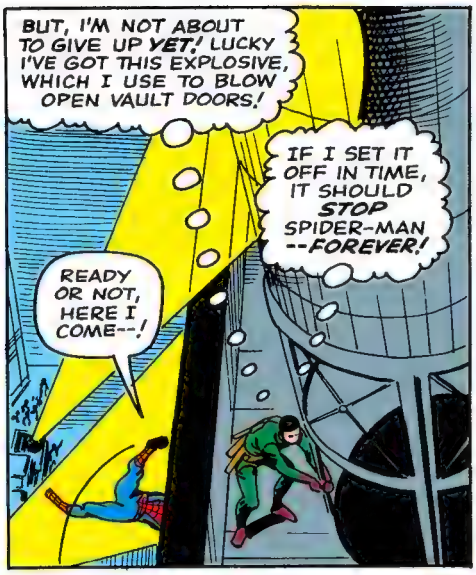
GET AWAY FROM THERE!! QUIT BUTTING IN! IT'S NOT YOUR FIGHT! GO AWAY!!
WHY DID THIS HAPPEN TO ME? EVERYTHING WAS GOING SO WELL!! WHY AM I ALWAYS PLAGUED BY THAT WEB-HEAD?? WHY? WHY? WHY??


WITHER THOU GOEST, I GO, PUSSYCAT!
OF ALL THE CRUMMY LUCK! AS IF IT'S NOT BAD ENOUGH HAVING THE POLICE ON MY TAIL, NOW I'VE GOT SPIDER-MAN CHASING AFTER ME! I'LL HAVE TO OUTSMART HIM, SOMEHOW!

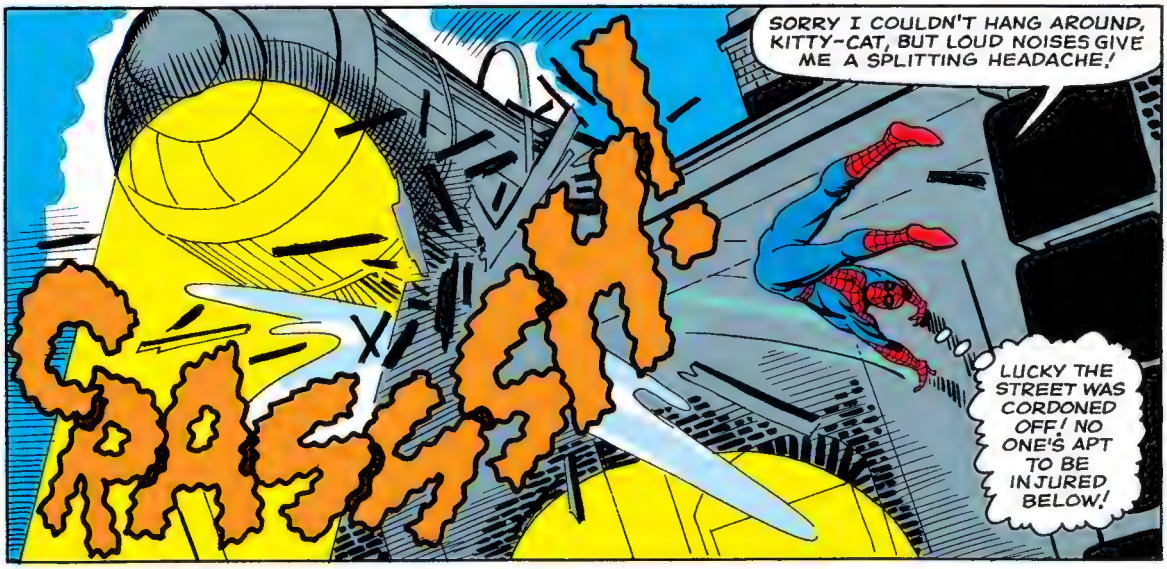
HAH! YOU DIDN'T EXPECT ME TO TURN SO SUDDENLY AND SHINE A BLINDING BEAM IN YOUR EYES!!
TO TELL THE TRUTH, LOUD-MOUTH--I DIDN'T!
I WAS CARELESS! THE CAT IS NOBODY'S FOOL!


HE'S SWINGING A ROPE AT ME-- WITH A GRAPPLING HOOK AT ONE END!
I'VE GOT TO DODGE IT, EVEN THOUGH THE SUDDEN MOVE WILL SEND ME HURTLING OVER THE LEDGE!
HAH! THE GREAT SPIDER-MAN, DEFEATED BY A SIMPLE EVERY-DAY DEVICE WHICH I USE IN PLYING MY "TRADE"!!


DEFEATED?? BITE YOUR TONGUE, CHUM! I'LL BE BACK FOR MORE PLAYTIME BEFORE YOU KNOW IT!
I FORGOT HOW AGILE HE IS --HOW HE CAN CLING TO WALLS!!

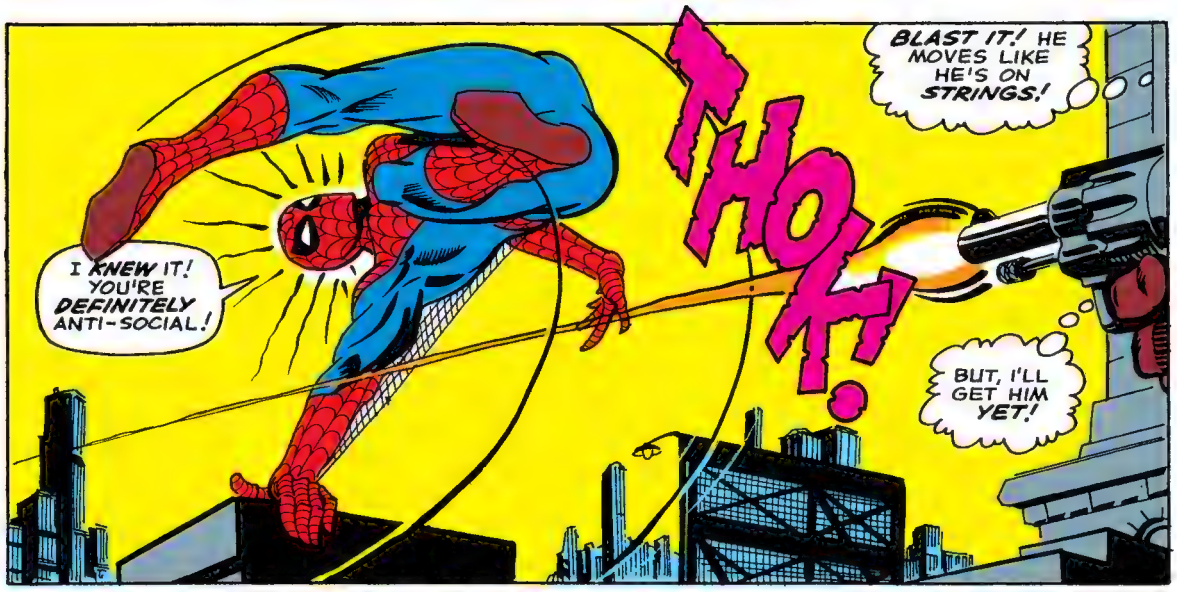

BUT, I'M NOT ABOUT TO GIVE UP YET! LUCKY I'VE GOT THIS EXPLOSIVE, WHICH I USE TO BLOW OPEN VAULT DOORS!
IF I SET IT OFF IN TIME, IT SHOULD STOP SPIDER-MAN --FOREVER!
READY OR NOT, HERE I COME--!

PHOOOM!
AND, ANYONE AROUND MY BASE IS IT!
HEY!! HOLY SMOKE-- WHAT GAME ARE YOU PLAYING ??!
SOMETHING TELLS ME I'VE WORN OUT MY WELCOME WITH THAT GUY!


SORRY I COULDN'T HANG AROUND, KITTY-CAT, BUT LOUD NOISES GIVE ME A SPLITTING HEADACHE!
CRASSH!
LUCKY THE STREET WAS CORDONED OFF! NO ONE'S APT TO BE INJURED BELOW!

IF I DIDN'T KNOW BETTER, I'D SUSPECT YOU OF HARBORING A DEEP-SEATED HOSTILITY TOWARDS ME!
ISN'T THERE ANY WAY TO GET RID OF HIM??

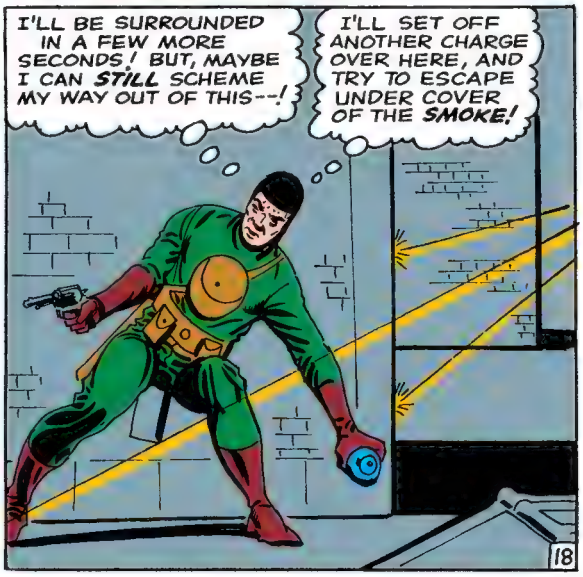
IF YOU'RE DETERMINED TO PLAY FOLLOW-THE-LEADER, CAN'T YOU TRY SOME MORE INTERESTING STUNTS??
I'VE TRIED EVERYTHING ELSE -- BUT ONE THING THAT WON'T FAIL IS -- MY GUN!


I KNEW IT! YOU'RE DEFINITELY ANTI-SOCIAL!
THOK!
BLAST IT! HE MOVES LIKE HE'S ON STRINGS!
BUT, I'LL GET HIM YET!

THE ONLY REASON I'M NOT LOSING MY TEMPER IS-- IT'S HARD TO GET ANGRY AT SOMEONE WHO'S WORTH A THOUSAND DOLLARS TO ME!
I'VE GOT TO MAKE HIM USE UP HIS AMMO, AND THEN-- KA-POW!

CAT! THROW DOWN YOUR GUN AND SURRENDER! YOU HAVEN'T A CHANCE!
COPS!! WHILE I WAS CONCENTRATING ON SPIDER-MAN, THEY MANAGED TO REACH THE ROOFS AHEAD OF ME!
NOW I'M REALLY IN FOR IT!

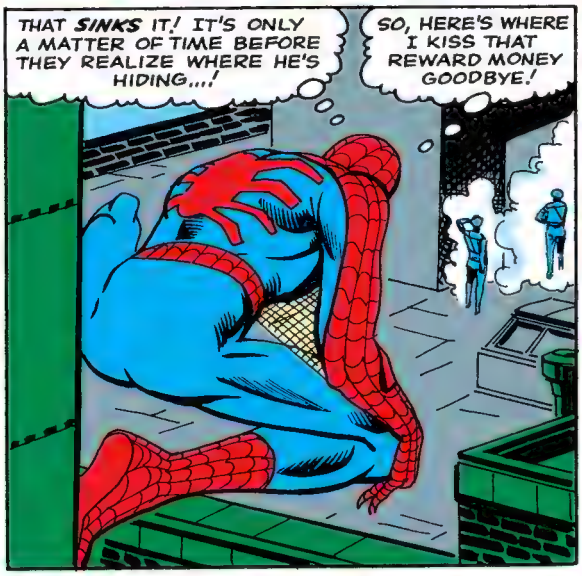
THAT'S THAT! TOO MUCH LEAD FLYING AROUND UP THERE FOR COMFORT! I'LL JUST GET OUT OF THE LINE OF FIRE FOR A WHILE!
I DON'T WANNA BE ONE OF THOSE INNOCENT BYSTANDERS I SOMETIMES READ ABOUT!


I'LL BE SURROUNDED IN A FEW MORE SECONDS! BUT, MAYBE I CAN STILL SCHEME MY WAY OUT OF THIS--!
I'LL SET OFF ANOTHER CHARGE OVER HERE, AND TRY TO ESCAPE UNDER COVER OF THE SMOKE!

SHOOOSH!
THAT WON'T HELP YOU, CAT!
LET'S CLOSE IN-- QUICK!

WHAT HAPPENED TO HIM?
I DON'T KNOW! HE DIDN'T GET PAST ME!
NOR ME!
HE DIDN'T RUN THIS WAY--!

HE COULDN'T HAVE JUST VANISHED! HE'S GOT TO BE HERE SOMEWHERE!
SURE-- BUT WHERE ??

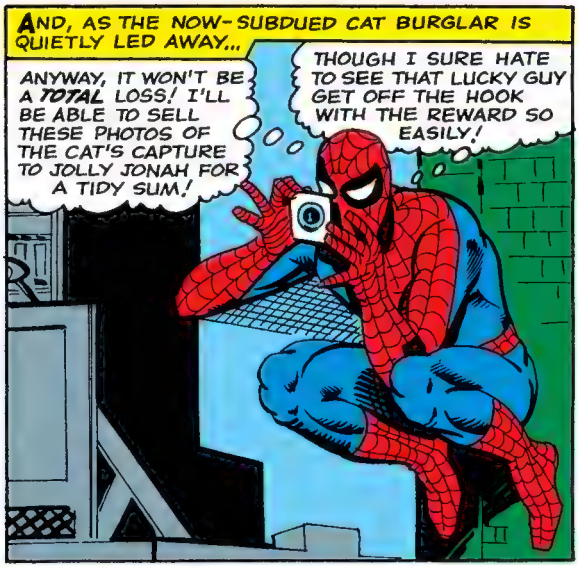

THAT SINKS IT! IT'S ONLY A MATTER OF TIME BEFORE THEY REALIZE WHERE HE'S HIDING...!
SO, HERE'S WHERE I KISS THAT REWARD MONEY GOODBYE!

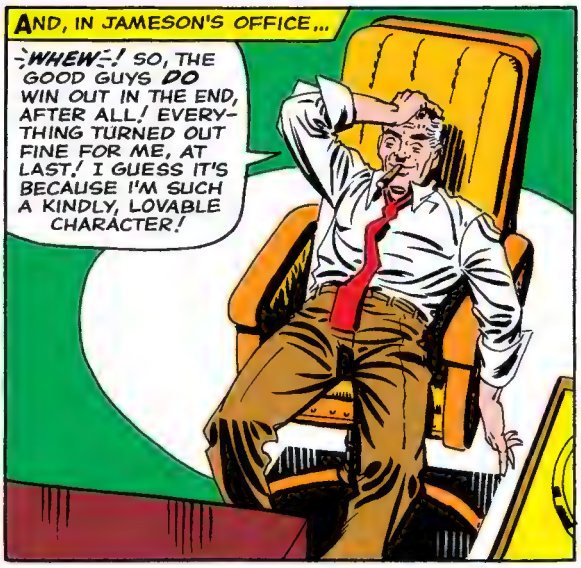
SAY! THERE'S STILL ONE PLACE WE HAVEN'T LOOKED--!
THERE IS? WHERE'S THAT, CHARLIE?
SEEMS TO ME WE'VE SEARCHED EVERYWHERE!

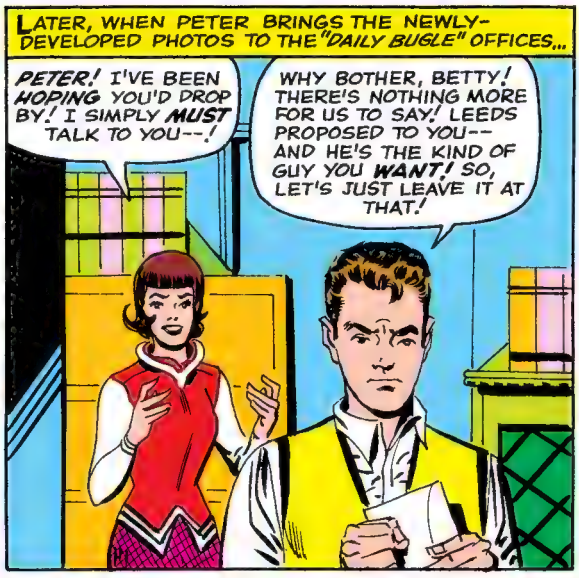
WE DIDN'T NOTICE IT BECAUSE WE'RE PRACTICALLY STANDING ON TOP OF IT!
HEY! I SEE WHAT YOU MEAN!

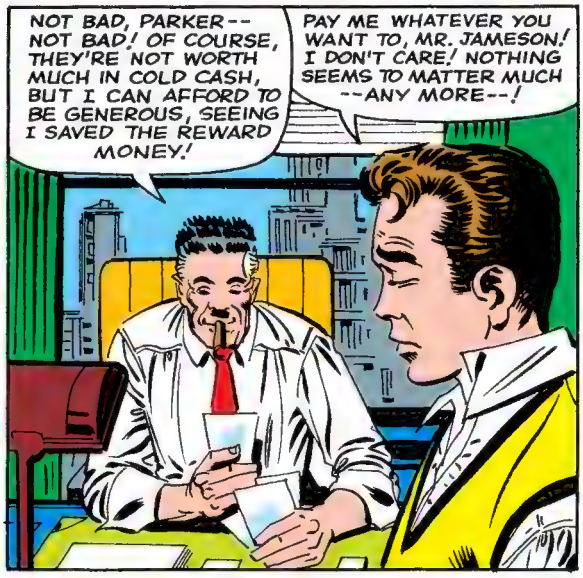
WHAT'S THIS PIECE OF ROPE DOING HERE? LET'S CUT IT AND SEE WHAT HAPPENS!
NO! NO! I'LL COME UP! I'LL COME UP!
KINDA THOUGHT YOU WOULD!

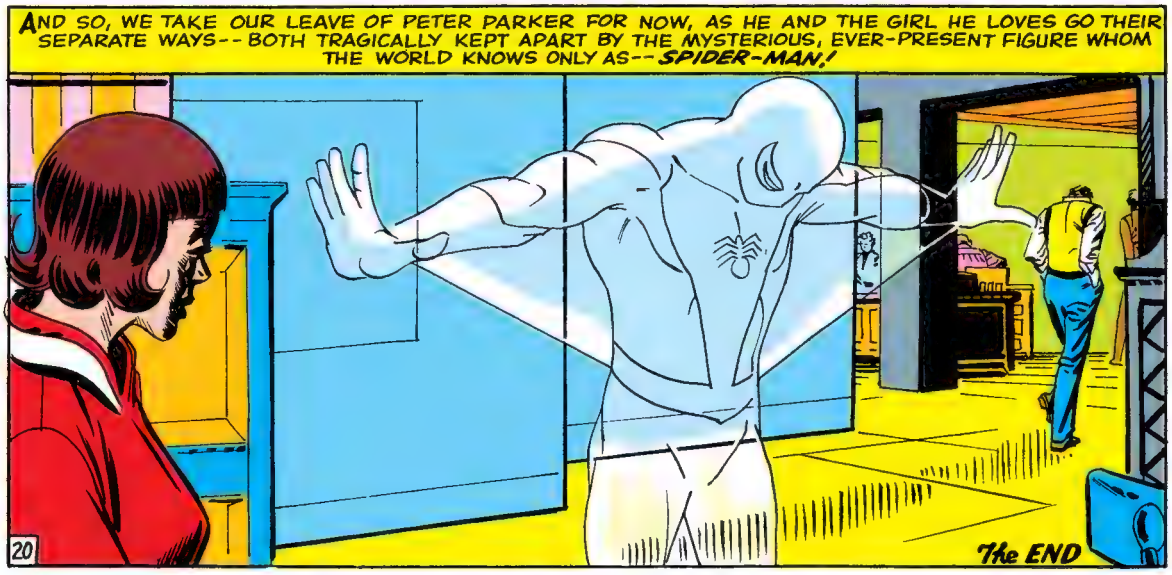
NUTS! BETWEEN YOU EAGER BEAVERS, AND SPIDER-MAN, A FELLA CAN'T EARN A SIMPLE DISHONEST BUCK ANY MORE!
DON'T TELL US, FELLA! WHERE YOU'RE GOING, THERE'LL BE A NICE, SYMPATHETIC WARDEN TO LISTEN TO ALL YOUR COMPLAINTS!


AND, AS THE NOW-SUBDUED CAT BURGLAR IS QUIETLY LED AWAY...
ANYWAY, IT WON'T BE A TOTAL LOSS! I'LL BE ABLE TO SELL THESE PHOTOS OF THE CAT'S CAPTURE TO JOLLY JONAH FOR A TIDY SUM!
THOUGH I SURE HATE TO SEE THAT LUCKY GUY GET OFF THE HOOK WITH THE REWARD SO EASILY!


AND, IN JAMESON'S OFFICE...
-WHEW-! SO, THE GOOD GUYS DO WIN OUT IN THE END, AFTER ALL! EVERYTHING TURNED OUT FINE FOR ME, AT LAST! I GUESS IT'S BECAUSE I'M SUCH A KINDLY, LOVABLE CHARACTER!


LATER, WHEN PETER BRINGS THE NEWLY-DEVELOPED PHOTOS TO THE "DAILY BUGLE" OFFICES...
PETER! I'VE BEEN HOPING YOU'D DROP BY! I SIMPLY MUST TALK TO YOU--!
WHY BOTHER, BETTY! THERE'S NOTHING MORE FOR US TO SAY! LEEDS PROPOSED TO YOU-- AND HE'S THE KIND OF GUY YOU WANT! SO, LET'S JUST LEAVE IT AT THAT!


NOT BAD, PARKER-- NOT BAD! OF COURSE, THEY'RE NOT WORTH MUCH IN COLD CASH, BUT I CAN AFFORD TO BE GENEROUS, SEEING I SAVED THE REWARD MONEY!
PAY ME WHATEVER YOU WANT TO, MR. JAMESON! I DON'T CARE! NOTHING SEEMS TO MATTER MUCH --ANY MORE--!


AND SO, WE TAKE OUR LEAVE OF PETER PARKER FOR NOW, AS HE AND THE GIRL HE LOVES GO THEIR SEPARATE WAYS-- BOTH TRAGICALLY KEPT APART BY THE MYSTERIOUS, EVER-PRESENT FIGURE WHOM THE WORLD KNOWS ONLY AS--SPIDER-MAN!
The END

THE SPIDER'S WEB

Dear Stan and Steve,

I quit reading comics about five years ago, but one day last summer I accidentally discovered SPIDER-MAN. He was so different from the super-heroes that I was used to reading that I couldn't believe it. I tried the rest of the group and am now a fan of all your costumed crime-busters. All I can say about Stan Lee's writing is that it's the greatest. What I'm really interested in, though, is the artwork, since I'm an art major and an aspiring cartoonist. My favorites are Steve Ditko and Wally Wood. I have a couple of complaints about Steve, though. I don't like the way he draws females. Sometimes they are all right (like that white-haired chick in DR. STRANGE) but other times they're not. In SPIDEY #24 Liz Allen looked like a 30-year old woman in a couple of panels. I also wish that Flash Thompson would change his sweater and that Betty and Liz would develop better taste in clothes. Other than that, Steve Ditko is terrific. Jack Kirby is a master at drawing super-scientific machinery, exotic locales, and fight scenes, but his figures sometimes fail to satisfy. His best work is in TALES OF ASGARD. Don Heck and Bob Powell do very good illustrating. Keep up the good work, because in my humble opinion, Marvel is the best company in the business.

Larry Goka, Michigan State University
East Lansing, Mich.

That's no humble opinion, Larry. You've just proven that you know the best when you see it, boy! But, one thing's buggin' us—you didn't say *what* business!

—By now, practically all of you *are* mirthful Merry Marchers, all resplendent in your colorful Marvel T-shirts and writing up a storm with your swingin' Marvel stationery! But, if you've been wondering what little goodies we're gonna come up with for you *next*, be of stout heart! We're working on a zillion new gimmicks, and as soon as we get them ironed out, you'll see that the House of Ideas hasn't lost its Marvel-ous touch! (Imagine what we'd say if we were the boastful type!)

Dear Stan and Steve,

Recently, I was looking through a MAD magazine when I just happened to see a Department entitled, "Seeing Isn't Always Believing." It was about the way newspapers print photos that don't tell the whole story. The name of the newspaper in the magazine just happened to be called the Daily Bugle! How J.J.J. ever convinced Alfred E. Neuman to plug his newspaper I don't know! Three cheers for J.J.J.!

Manuel Palau, 4701 Fordham Rd.
College Park, Md. 20740

So! Now we have fans cheering for Jonah! Next, some of you will be proposing the Green Goblin and Scorpy for membership in the M.M.M.S.! (Of course, if they pay their dues, why not—?)

Dear Stan,

I've been following SPIDER-MAN ever since its conception and I felt the quality of its stories was far above any other. But now my faith is faltering. You have cluttered this mag up with insignificant hoods! The Green Goblin, Frederick Foswell, and Jonah's Robot were pretty silly! Please get off this kick. His fighting the Hulk, the Avengers, Dr. Doom, and his joining with Daredevil all were excellent. To compare the crumb called the Crime-Master or one of those Masters of Menace to these epics is futile. Bring back the Scorpion—he was great! Let's see some guest appearances by Spidey. I would like to thank you for your past issues. I enjoyed them all but lately you've been giving us a soap opera!

Richard McCabe, 368 63rd St.
Brooklyn, N.Y. 11220

You may be right, Rich. As soon as the comments about your letter start pouring in we'll know for sure. But, till then, we don't know nothin'—as usual!

Dear Stan and Steve,

You're beginning to turn SPIDER-MAN into a love mag! I'm not against love but it takes up half the mag. Let me give you an example! Liz: "Hello Petey, Good-bye, Petey, Your tie's crooked, Petey"! Peter: "Hello, Liz, Meet Betty Brant. . . . Of course, Liz. . . . Sure, Betty." Betty: "Hello, Miss Allen—yes, we've met—good-bye, Miss Allen." Yeesh! In SPIDER-MAN #25 the action didn't start until page 11. That's pretty far to read before you find some excitement! So, I'm for no more love. I'm for action!

Carey Bert, 2122 Milburn Blvd.
Mishawaka, Ind.

Listen, Carey,—any guy who thinks that "Hello, Petey, your tie's crooked, meet Betty Brant, good-bye, Miss Allen" represents *love* would certainly prefer action! So, we're with ya all the way, pal!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #44: The one you've been waiting for! The first tale ever told of the F.F. after Reed and Sue are married! With a brand-new super-villain, all-new problems, and the return of—aw, why say more? It's the greatest yet!

AVENGERS #21: This is the one! The new Avengers have been mighty successful so far, but now—they suffer their first defeat! We can't tell you any more now without ruining the dramatic surprises—but don't dare miss it!

X-MEN #13: Of all the super-villains since time immemorial, possibly none have ever equalled the Juggernaut in sheer power or stark savagery! And now, he faces the seemingly helpless X-men!

DAREDEVIL #10: A real collector's item! On a dare, Stan let Wally Wood write this one, and it's the most off-beat mystery in years! Wait'll you see the far-out super-villains and the panicky plot twists! Sure to be talked-about everywhere!

THOR #121: Possibly the greatest action scenes of all! You'll never forget the staggering battle between Thor and the Absorbing Man! It's King Kirby at his powerful best, revealing all the power and majesty of the God of Thunder!

STRANGE TALES #138: We don't want to say too much about Nick Fury, Agent of Shield, because this mag has been selling so fast that we can't print enough copies each month! So, we'll tell you that the Dr. Strange yarn is entitled: "If Eternity Should Fail!"—and it'll STILL sell-out!

SUSPENSE #71: You must not miss Iron Man's greatest triumph! It's the most heart-warming, satisfying conclusion we've ever presented! As for Captain America, George Tuska's artwork will leave you breathless! We kid you not!

ASTONISH #73: Who says lightning doesn't strike twice? The Sub-Mariner has become as big a hit as Agent of Shield! And wait'll you see what happens to poor Dorma in this ish! As for the Hulk, if sending him to another planet doesn't whet your appetite, we give up!

SGT. FURY #23: Another Marvel first! Fury fights in Burma—while you learn the secret of Percy Pinkerton's past for the first time! (And you'll never forget the gentle, courageous Sister Theresa!) An unusually powerful epic!

Dear Stan and Steve,

I just bought and read SPIDER-MAN #'s 24 and 25 and I don't know which one I liked best. They were both great. Well, since I have just read them both I might as well compare the two. #24 had the best cover. I loved the shading on Spidey's uniform. I almost went mad just looking at it! At first I thought I was holding it upside down, so I turned it over. Then, to my dismay, I found that the first page was printed upside down. So, I closed and tried again only to find that the whole thing was sideways! At this moment I got a headache and dropped the magazine. When I retrieved it from under my desk I found that the cover had

disappeared! I found out soon that I was looking at the back cover. For a while, I thought that you had written the story backwards. Finally, I threw the mag down in frustration and sat at my desk brooding. I finally figured out that the Code Authority seal is usually in the upper right hand corner and took it from there. Well, the story was terrif! I got a big laugh out of the top panel on page 14 where you have Dr. Rinehart sitting on the ceiling with the words in the word balloon upside-down. A riot! I was really surprised to see that Mysterio was behind it all. Y'know, I was waiting for just one picture showing Spidey clobbering J.J.J. in the mouth! Just one picture . . . #25 was neat! Love that title. That could have all kinds of possibilities! First of all, I like the beginning because it started right where the last one left off. I thought I would flip when Betty and Liz came to the door at the same time. I also like the mysterious Mary Jane. I hope we can see her some time. She must be something to make Flash turn his head. That boy's got good taste—look at Liz!! The plot in this issue was quite the same as #24 up till the end. I was afraid that Prof. Smyth would turn out to be Mysterio again and I couldn't stand that. Here is a list of the things I would like Spidey to do in the near future: 1) Punch J.J.J. in the mouth! 2) Team up with Torch and Ice-Man at the same time. 3) Battle Prince Namor. 4) Make a final choice between Liz and Betty. 5) Get into college. 6) Battle the Beast.

Jack Harris, 206 Oakwood, Rd., Fairfax
Wilmington, Delaware

We're glad you got a laugh out of that upside-down panel, Jackie—except Stan didn't know it was supposed to be funny! As for your list of things for Spidey to do—Chee! It's almost as long as the shopping list Aunt May sometimes gives him! How'd you like it if Spidey gave *you* a list of things to do? In fact, that's not a bad idea. Maybe some time in the future, we'll have a page of letters from Webhead to all of *you!* But don't hold your breath waiting—he's kinda busy these days—as you may have noticed!

—We've mentioned it so often, we just can't go into detail about it again, but we do want to remind you that all our adorable ANNUALS are now on sale! They include: The frankly fabulous FANTASTIC FOUR ANNUAL blockbuster—the SPIDER-MAN ANNUAL knockout—the THOR ANNUAL epic—the SGT. FURY ANNUAL ring-a-ding-aroo—and the MARVEL TALES ANNUAL lollapalooza! We won't mention the MILLIE THE MODEL ANNUAL, because we don't think you'll be too interested! (Who says we can't write with restraint!)

Dear Stan and Steve,

Just a note to compliment you on the AMAZING SPIDER-MAN. From the very first it has been your best effort in the present era of pop-art magazines. I am now working on the DEW line in Alaska in an area which is just about as isolated as any spot on the earth. Because of my remote location, I have to subscribe to all your marvelous mags. (There just are not enough supermarkets on DEW line sites.) Well, so long, gang. I just received my M.M.M.S. kit and I have to go listen to that crazy record.

Ronald Dickinson c/o FEC Box 487
Fairbanks, Alaska

Hope you enjoy it, Ron. (Although, for any guy who'd subscribe to all our mags, we oughtta get Spidey to go up North and recite it to you personally!)

Dear Stan and Steve,

SPIDEY 26 was your best effort yet. There was not a fault in the entire book. I will dissect it to show you what I mean. First, the cover—it was forcefully dramatic, and I was glad that you didn't ruin it by plastering it with mighty Marvel wisecracks and slogans. Next, the artwork—it was beautifully drawn. My favorite art work panels were on pages 12, 13, and 19. Thirdly, the plot—it was stupendous. The idea of a super-hero who has no costume and has to buy one at a costume store is deliciously different. I am glad to see that Peter proved he wasn't an egghead when he attacked the group of boys on page 7. Liz's getting mad at Peter is good, since it will prevent further competition between Liz and Betty. So, in the mighty Marvel tradition, I will utter those romantic words while a trio of spiders play violins—'nuff said!

Andrew Goldwasser, 1018 Bendermere Ave.
Wanamassa, NJ.

'Nuff said? Whatever on earth does *that* mean?

Dear Stan and Steve,

I read SPIDER-MAN #26 and it was pretty good. I say "pretty good" because it could have been much better. Also, there is one request which I want to make known to you. After revealing the story behind Frederic Foswell in issue #27, get rid of this mystery jazz. In #26 there was not enough action. I almost dozed off. I hope you don't bring back old super-villains. Instead, I hope you dream up new ones. Even though I stated that the story could have been better, I think the art work was superb. The cover was especially good. One fan stated that he liked your competitors' mags better than yours. If so, how come he buys Marvel?? And as for competitors, fellas, you don't have any!

Edward Fabrega, 13-20 137th St.
College Point, N.Y.

***We* know it, Ed — and *you* know it — but *somebody's* publishing all those mags we see on sale—after ours are sold out!**

Dear Stan and Steve,

SPIDER-MAN #26 was great! Let Spidey find his costume, because nothing but the real thing is good enough for him. Besides he stuck himself enough times with the needle to earn it! Let's have a look at Mary Jane. From all indications she must be a knockout. In closing, I think that the Merry Marvel Marching Society should be changed to the Make Mine Marvel Society. It could still then be called the M.M.M.S.!

Vic Miller, 208 Park Ave.
Somerdale, N.J.

It took us all this time to learn what M.M.M.S. stands for, Vic—and now you're trying to confuse us again! But, tell you what—if we ever form a new club, who knows—?

Dear Stan and Steve,

SPIDER-MAN #26 was a masterpiece! The quality of your stories is beginning to rise after a sharp drop between #s 6 to 24. "The Man in the Crime-Master's Mask" was as good as #9 and #10, my favorites. Even the art was good—there weren't any turned-up feet! But the main reason I was truly overjoyed was the fact that the story had a plot to it. Issues #16 to 24 had no real plots, except for #s 18 to 20. All there were in these issues were fights, with Spider-Man winning. I know this isn't Stan's fault. He has to write so many scripts each month that he's doing very well managing to get all the stories out! But for real Marvel magic, SPIDER-MAN #26 can't be topped!

Tommy Hickman, 401 N.E. 6th St.
Tulia, Texas

Oh no? What did you think of 27—and 28—and 29—eh, Tom?

—Here's your chance to prove how loyal you are to ol' Spidey! Without us telling you anything about next ish, let's see if you'll all be sure to buy it! Remember, we're putting you to a test now—for all you know, we may be scoring you! Anyway, till we meet again next month, keep your webs untangled and your spirits high—and be sure to wave when we all march by! *Face front!*

IF UNPOPULARITY EVER BECAME POPULAR

BY STAN LEE

I've a confession to make!

In order to write these seemingly endless introductions to our much-vaunted *Marvel Masterworks* series, I've had to re-read the stories that we're so generously reprinting to refresh my memory so that I'll know what I'm writing about—which, for me, is the exception rather than the rule! But that's not the confession.

What I'm confessing to is, every time I re-read one of these now-ancient tales, I'm amazed at how wonderful they are! Since I've completely forgotten them during the ensuing few decades, it's as though I'm discovering them for the first time, and let me be the first to admit it—I've become a bigger Steve Ditko fan with each new reading!

While I wrote the dialogue and the captions and tried to inject whatever personality I could into the yarns, the basic story structure itself was, for the most part, fashioned by the dazzling talent of Mr. Ditko. As you read each and every now-classic adventure, you'll notice for yourself how every little subplot weaves in and out of each episode, embellishing the main theme and finally becoming a major part of the later story lines. The more you study the delicate fabric of each tale, the more you have to admire the subtle skill and meticulous planning that Steve brought to each and every installment.

As for the stories themselves, you've really got some rare treats in store.

During this period in Spidey's career, our hero was deeply enmeshed in a romantic situation with the lovely Betty Brant, a relationship that seemed doomed from the start. As fate agonizingly draws them further and further apart, we'll meet a dramatic new love interest, a girl destined to play a major role in Peter's life, the stunning, star-crossed Gwen Stacy.

You'll also be on hand when Peter enrolls in Empire State University where Harry Osborn will become a very important figure in our unfolding saga as we gradually learn more and more about the startling secret of Harry's father.

Aunt May, too, figures dramatically throughout the series, as does Jonah Jameson. After all, Spidey without Jonah would be like rock without roll!

And just look at the roster of super villains we've got lined up for you—

For starters, our friendly neighborhood wall-crawler has to battle the Master Planner and his gang of masked killers! This is the episode, too, where ol' web-head first meets gorgeous Gwen. Next, we segue into everybody's favorite frenetic friend, the ever-deadly Doc Ock! We even have a great cameo performance by a certain Dr. Connors, whom you may know as—the Lizard!

Then comes one of the most famous five-page sequences in the history of comicdom. This one alone is worth the price of the book—any book! It's where Spidey is pinned down by tons of fallen steel and, unless he frees himself, Aunt May's a goner! We can promise you'll never forget our hero's epic struggle and the brilliant way it was depicted by Steve Ditko!

After that, Kraven the Hunter returns, more determined than ever to defeat his web-spinning foe. Then, before you can catch your breath, we follow up with the menace of the Molten Man, the Looter and rampaging Robot! While all that's going on, the mysterious Frederick Foswell figures more and more importantly in our strange and startling series. Identically, you'll also encounter one of my favorite bits of Parkerian dialogue when Peter, shunned as usual on campus, unhappily mutters, "Boy, if unpopularity ever became popular, I'd be top man around here!"

For a change of pace, our next story is entitled "Just a Guy Named Joe" and I guarantee you won't read many tales like this one in comics, or anywhere else for that matter. While all the razzmatazz is going on, we learn that Harry Osborn's father is plotting some sort of nameless evil. As for Peter, he almost has his first meeting with Mary Jane Watson; but notice I said "almost!"

Hang on to your hats now, heroes, because it's time for the grim and gruesome Green Goblin to make the scene in an unforgettable two-issue epic in which we finally learn Gobby's true identity! And, of equal importance, our Goblin episodes herald the arrival of a terrific new talent upon the art scene. When, with 38 issues of terrific creativity under his belt, Steve Ditko elected to give up the Spidey strip and seek new worlds to conquer, luck was with us in the person of the great John Romita who took over the illustrating chores and helped bring our amazing arachnid to even greater heights of artistic glory! It's comic book history in the making, and you're there to see it!

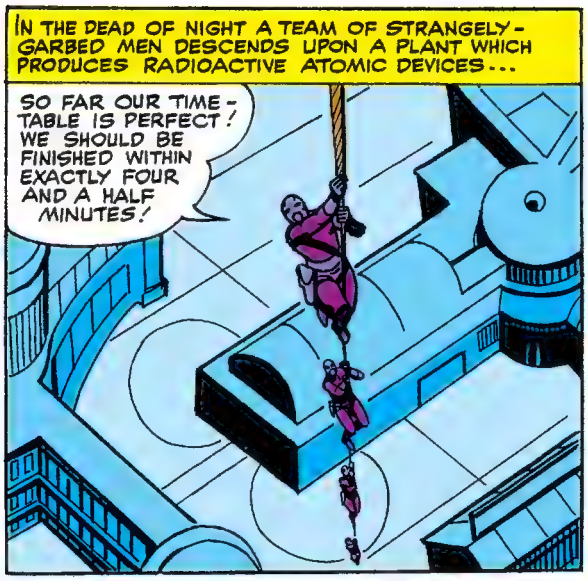
Well, since I don't want to tire you out before you have a chance to get to the heavy stuff, this is as good a time as any to end my ponderous little précis and wish you good reading! You're really gonna enjoy the pages that lie ahead; I should know—I've been there!

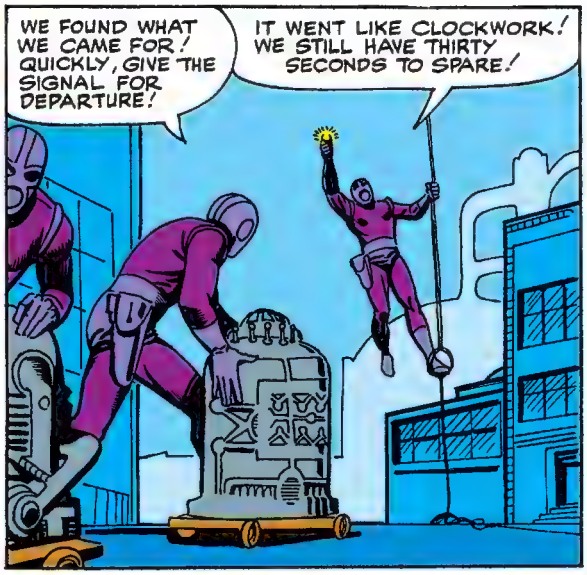
EXCELSIOR!

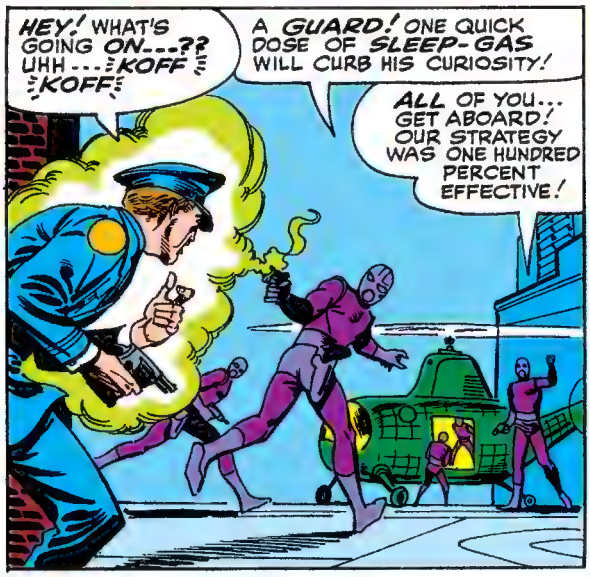
1991

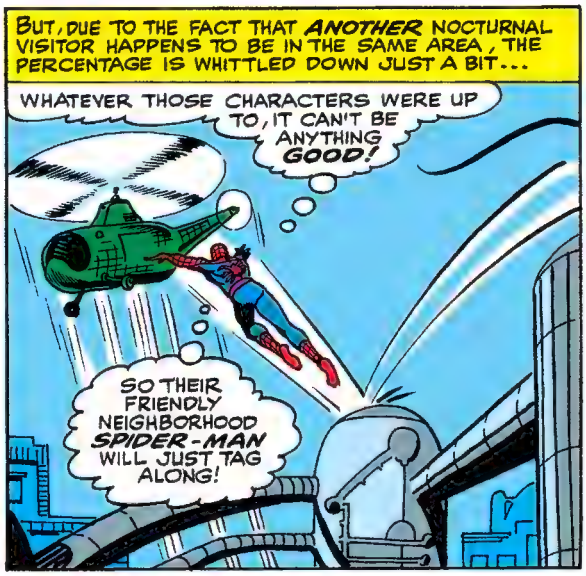
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL POP ART PRODUCTIONS
31 DEC
"IF THIS BE MY DESTINY..."
DEDICATED TO YOU, THE GREAT NEW MARVEL BREED OF READER!

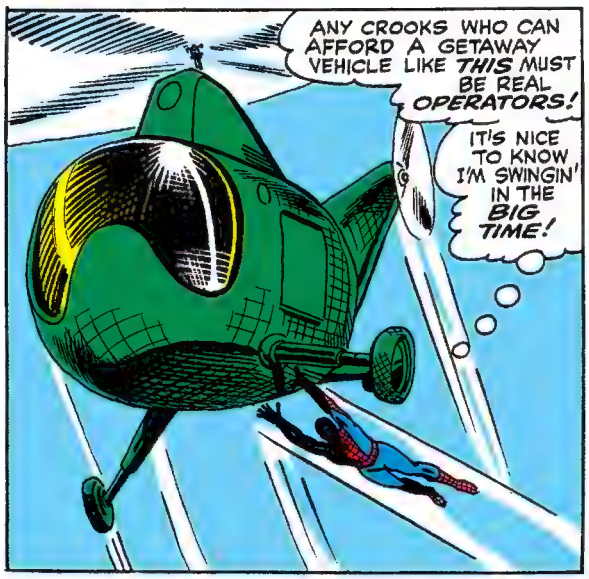
The AMAZING SPIDER-MAN!
"IF THIS BE MY DESTINY...!"
A NEW ERA IN THE LIFE OF SPIDER-MAN IS ABOUT TO BEGIN, AND YOU SHALL LIVE IT WITH HIM!
Masterful Script by: STAN LEE
Magnificent Artwork by: STEVE DITKO
Mellifluous Lettering by: SAM ROSEN

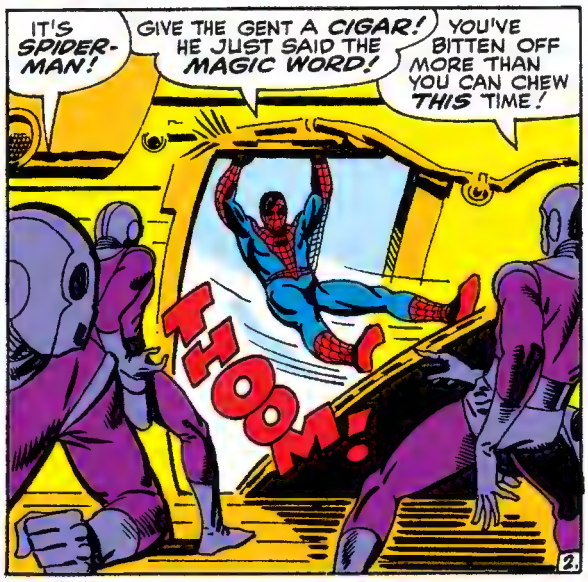

IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...
SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!

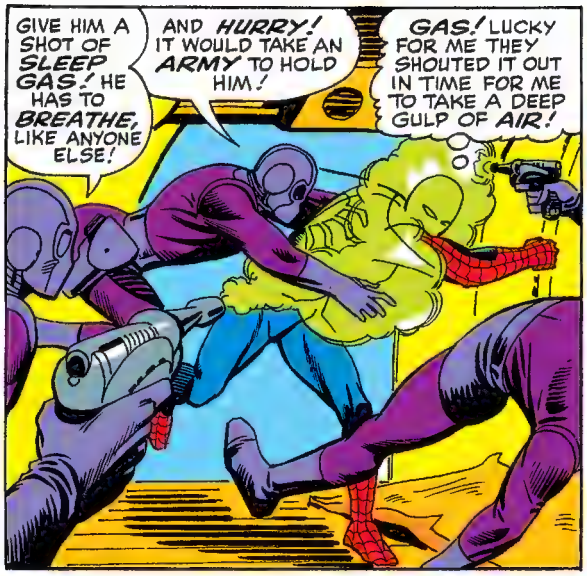

WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!
IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!

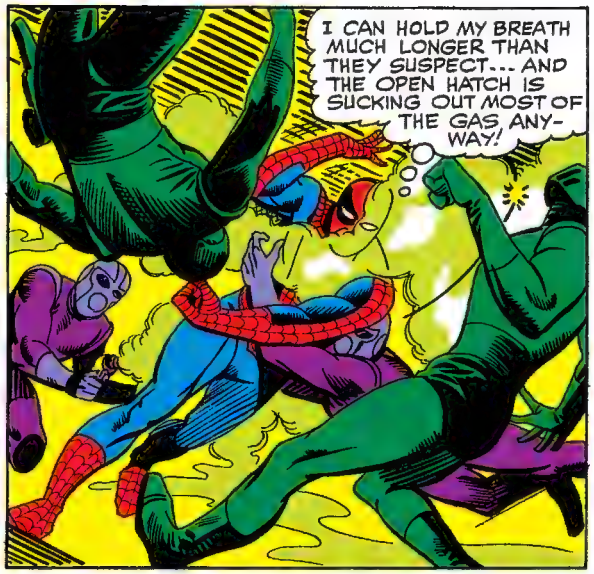

HEY! WHAT'S GOING ON---?? UHH---KOFF KOFF
A GUARD! ONE QUICK DOSE OF SLEEP-GAS WILL CURB HIS CURIOSITY!
ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!


BUT, DUE TO THE FACT THAT ANOTHER NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...
WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING GOOD!
SO THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN WILL JUST TAG ALONG!

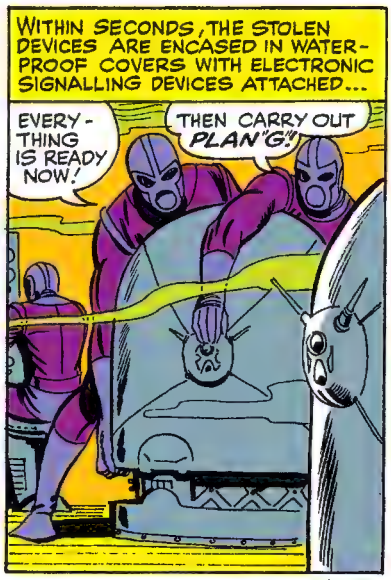

ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE THIS MUST BE REAL OPERATORS!
IT'S NICE TO KNOW I'M SWINGIN' IN THE BIG TIME!

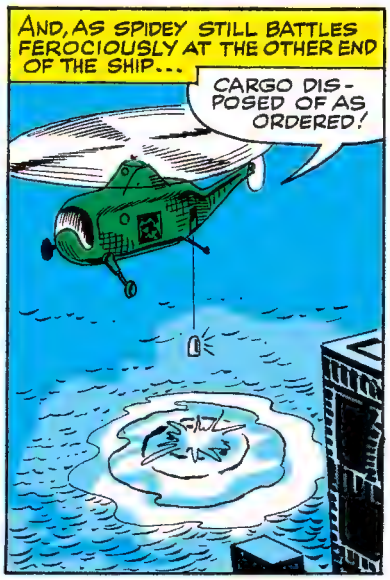

IT'S SPIDER-MAN!
GIVE THE GENT A CIGAR! HE JUST SAID THE MAGIC WORD!
YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW THIS TIME!
THOOM!

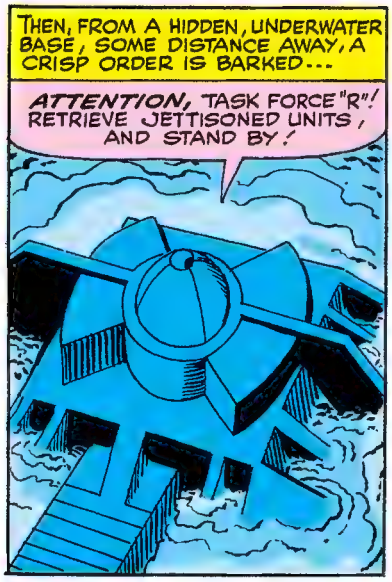

GIVE HIM A SHOT OF SLEEP GAS! HE HAS TO BREATHE, LIKE ANYONE ELSE!
AND HURRY! IT WOULD TAKE AN ARMY TO HOLD HIM!
GAS! LUCKY FOR ME THEY SHOUTED IT OUT IN TIME FOR ME TO TAKE A DEEP GULP OF AIR!

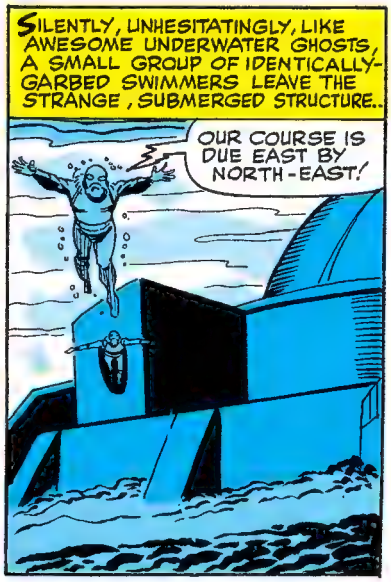

I CAN HOLD MY BREATH MUCH LONGER THAN THEY SUSPECT... AND THE OPEN HATCH IS SUCKING OUT MOST OF THE GAS ANYWAY!

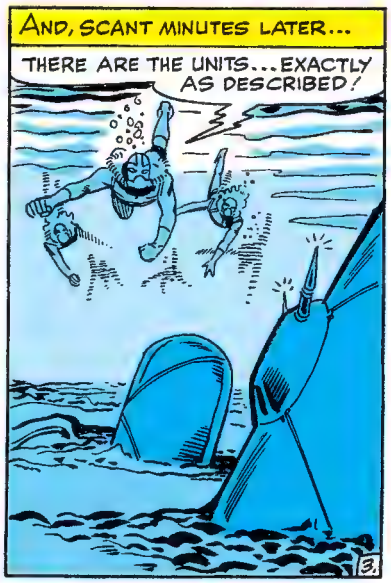
WHILE, AT THE REAR OF THE PLANE...
JUST HAD A MESSAGE FROM THE MASTER PLANNER! USE EMERGENCY PLAN "G" TO FOIL SPIDER-MAN!
WILL DO!

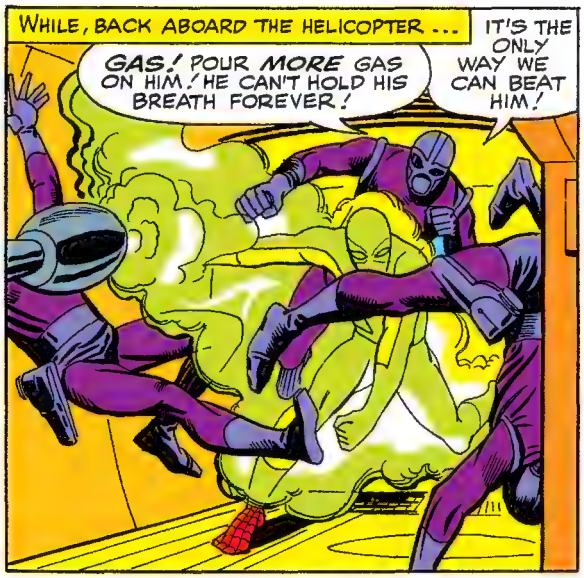

WITHIN SECONDS, THE STOLEN DEVICES ARE ENCASED IN WATERPROOF COVERS WITH ELECTRONIC SIGNALLING DEVICES ATTACHED...
EVERYTHING IS READY NOW!
THEN CARRY OUT PLAN "G"!


AND, AS SPIDEY STILL BATTLES FEROCIOUSLY AT THE OTHER END OF THE SHIP...
CARGO DISPOSED OF AS ORDERED!

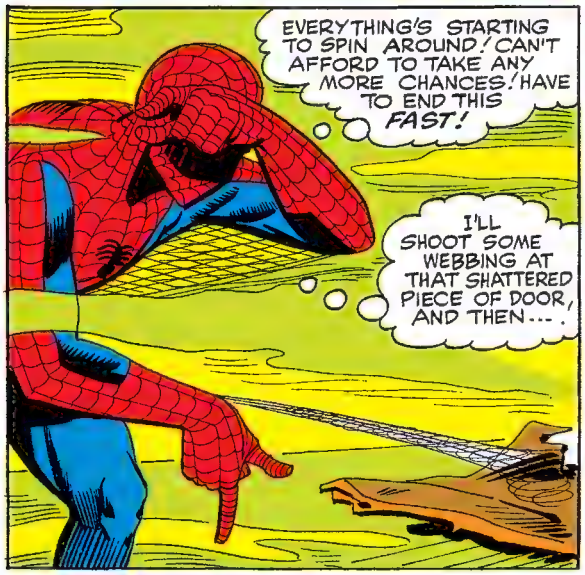

THEN, FROM A HIDDEN, UNDERWATER BASE, SOME DISTANCE AWAY, A CRISP ORDER IS BARKED...
ATTENTION, TASK FORCE "R"! RETRIEVE JETTISONED UNITS, AND STAND BY!

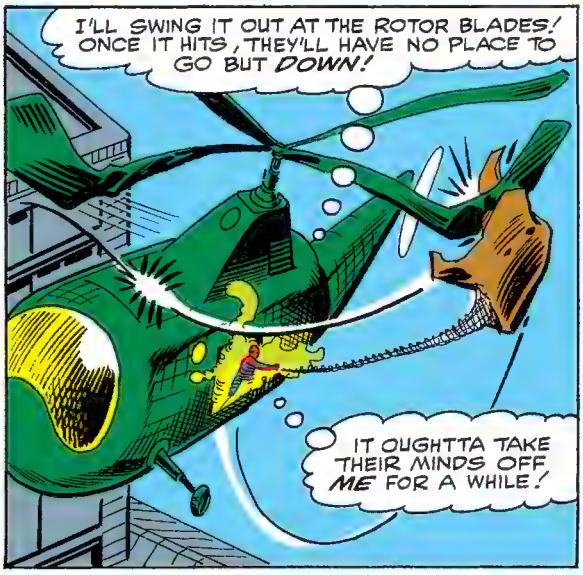

SILENTLY, UNHESITATINGLY, LIKE AWESOME UNDERWATER GHOSTS, A SMALL GROUP OF IDENTICALLY-GARBED SWIMMERS LEAVE THE STRANGE, SUBMERGED STRUCTURE...
OUR COURSE IS DUE EAST BY NORTH-EAST!


AND, SCANT MINUTES LATER...
THERE ARE THE UNITS... EXACTLY AS DESCRIBED!

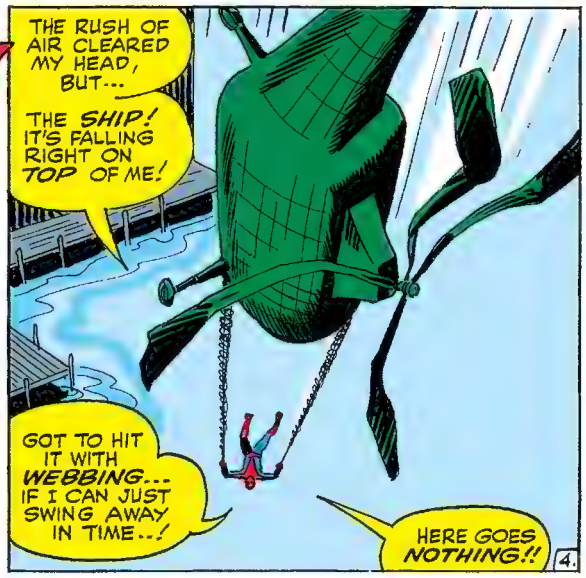

WHILE, BACK ABOARD THE HELICOPTER ...
GAS! POUR MORE GAS ON HIM! HE CAN'T HOLD HIS BREATH FOREVER!
IT'S THE ONLY WAY WE CAN BEAT HIM!

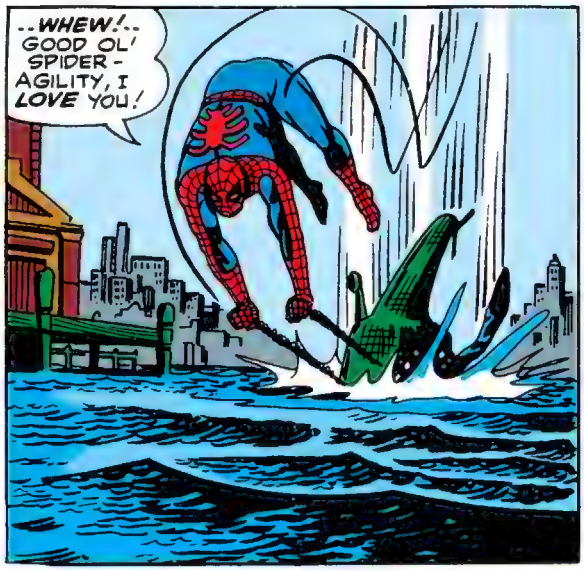
BLAST IT! HE'S RIGHT! THE FUMES ARE FINALLY MAKING ME GROGGY!
I'D LOVE TO IMPRESS THEM WITH MY WIT... BUT I DON'T DARE OPEN MY MOUTH TO SAY ANYTHING!
OH, WELL, IT'S THEIR LOSS!

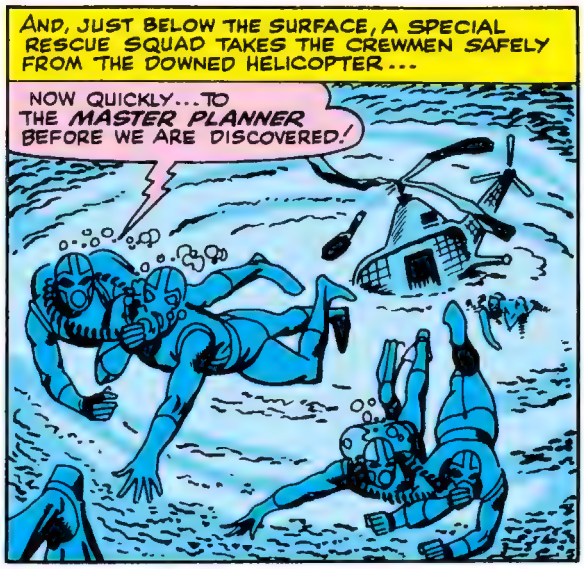

EVERYTHING'S STARTING TO SPIN AROUND! CAN'T AFFORD TO TAKE ANY MORE CHANCES! HAVE TO END THIS FAST!
I'LL SHOOT SOME WEBBING AT THAT SHATTERED PIECE OF DOOR, AND THEN ...


I'LL SWING IT OUT AT THE ROTOR BLADES! ONCE IT HITS, THEY'LL HAVE NO PLACE TO GO BUT DOWN!
IT OUGHTTA TAKE THEIR MINDS OFF ME FOR A WHILE!

SKRAKK!
I DID IT! BUT..THE GAS...CAN'T TAKE ANY MORE..GROGGY ... EVERYTHING SPINNING AROUND!
THIS'LL FINISH HIM OFF!
UNHHH..!

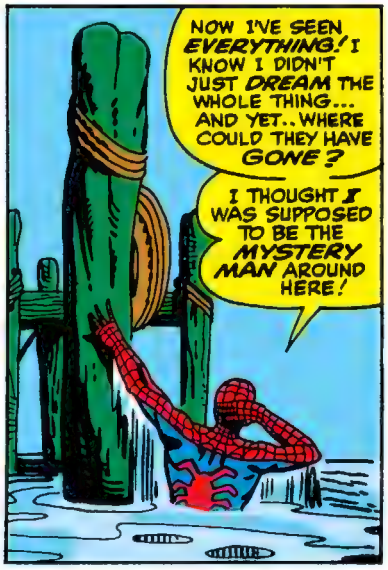

THE RUSH OF AIR CLEARED MY HEAD, BUT...
THE SHIP! IT'S FALLING RIGHT ON TOP OF ME!
GOT TO HIT IT WITH WEBBING... IF I CAN JUST SWING AWAY IN TIME..!
HERE GOES NOTHING!!

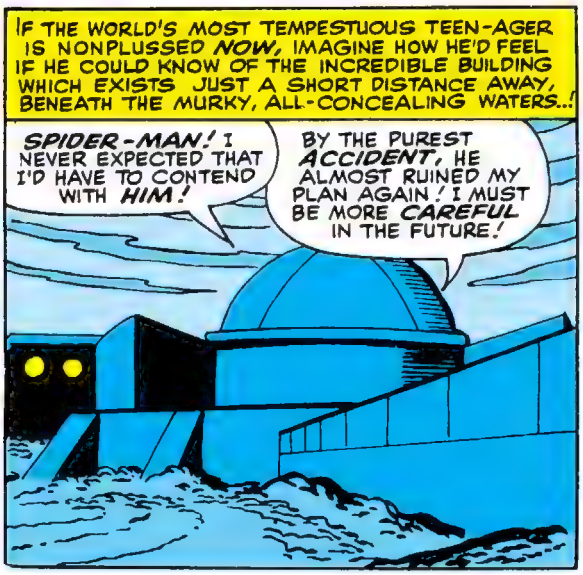

..WHEW!.. GOOD OL' SPIDER-AGILITY, I LOVE YOU!

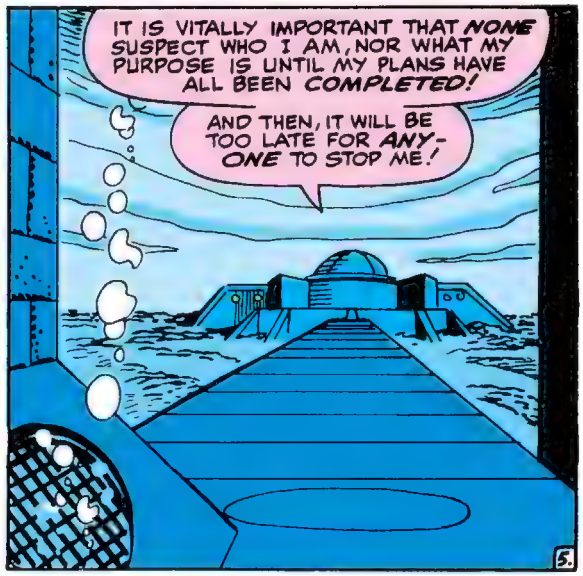

AND, JUST BELOW THE SURFACE, A SPECIAL RESCUE SQUAD TAKES THE CREWMEN SAFELY FROM THE DOWNED HELICOPTER...
NOW QUICKLY...TO THE MASTER PLANNER BEFORE WE ARE DISCOVERED!

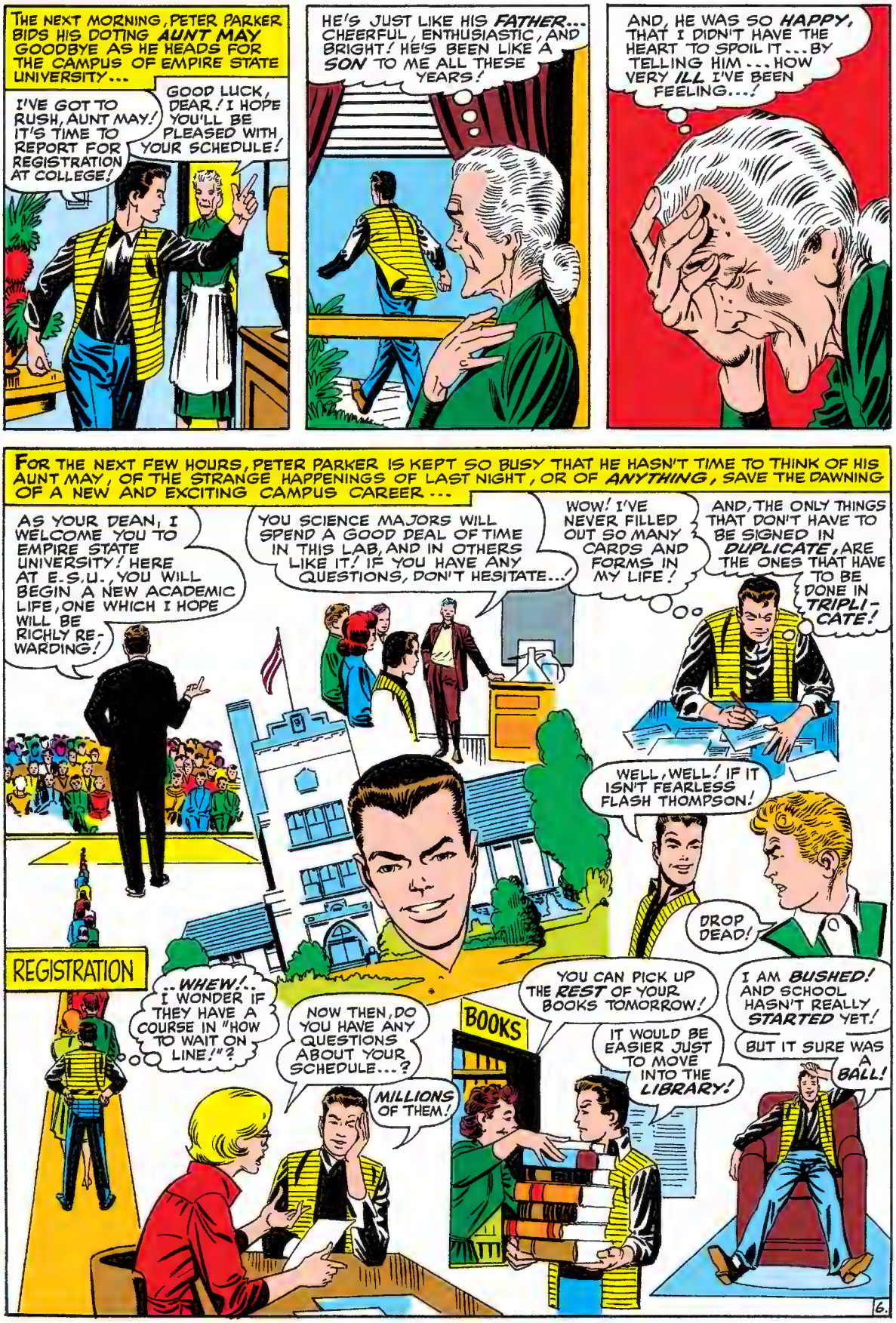
THAT'S STRANGE! NO ONE'S SURFACED YET! THEY MAY STILL BE TRAPPED INSIDE THE SINKING PLANE!
I CAN'T JUST LET THEM DROWN..
EVEN THOUGH THEY PROBABLY DESERVE TO!

BUT, SECONDS LATER...
I DON'T GET IT! IT'S COMPLETELY EMPTY!


NOW I'VE SEEN EVERYTHING! I KNOW I DIDN'T JUST DREAM THE WHOLE THING... AND YET..WHERE COULD THEY HAVE GONE?
I THOUGHT I WAS SUPPOSED TO BE THE MYSTERY MAN AROUND HERE!


IF THE WORLD'S MOST TEMPESTUOUS TEEN-AGER IS NONPLUSSED NOW, IMAGINE HOW HE'D FEEL IF HE COULD KNOW OF THE INCREDIBLE BUILDING WHICH EXISTS JUST A SHORT DISTANCE AWAY, BENEATH THE MURKY, ALL-CONCEALING WATERS...!
SPIDER-MAN! I NEVER EXPECTED THAT I'D HAVE TO CONTEND WITH HIM!
BY THE PUREST ACCIDENT, HE ALMOST RUINED MY PLAN AGAIN! I MUST BE MORE CAREFUL IN THE FUTURE!


IT IS VITALLY IMPORTANT THAT NONE SUSPECT WHO I AM, NOR WHAT MY PURPOSE IS UNTIL MY PLANS HAVE ALL BEEN COMPLETED!
AND THEN, IT WILL BE TOO LATE FOR ANYONE TO STOP ME!


THE NEXT MORNING, PETER PARKER BIDS HIS DOTING AUNT MAY GOODBYE AS HE HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY...
I'VE GOT TO RUSH, AUNT MAY! IT'S TIME TO REPORT FOR REGISTRATION AT COLLEGE!
GOOD LUCK, DEAR! I HOPE YOU'LL BE PLEASED WITH YOUR SCHEDULE!
HE'S JUST LIKE HIS FATHER... CHEERFUL, ENTHUSIASTIC, AND BRIGHT! HE'S BEEN LIKE A SON TO ME ALL THESE YEARS!
AND, HE WAS SO HAPPY, THAT I DIDN'T HAVE THE HEART TO SPOIL IT... BY TELLING HIM... HOW VERY ILL I'VE BEEN FEELING...!
FOR THE NEXT FEW HOURS, PETER PARKER IS KEPT SO BUSY THAT HE HASN'T TIME TO THINK OF HIS AUNT MAY, OF THE STRANGE HAPPENINGS OF LAST NIGHT, OR OF ANYTHING, SAVE THE DAWNING OF A NEW AND EXCITING CAMPUS CAREER...
AS YOUR DEAN, I WELCOME YOU TO EMPIRE STATE UNIVERSITY! HERE AT E.S.U., YOU WILL BEGIN A NEW ACADEMIC LIFE, ONE WHICH I HOPE WILL BE RICHLY REWARDING!
YOU SCIENCE MAJORS WILL SPEND A GOOD DEAL OF TIME IN THIS LAB, AND IN OTHERS LIKE IT! IF YOU HAVE ANY QUESTIONS, DON'T HESITATE...!
WOW! I'VE NEVER FILLED OUT SO MANY CARDS AND FORMS IN MY LIFE!
AND, THE ONLY THINGS THAT DON'T HAVE TO BE SIGNED IN DUPLICATE, ARE THE ONES THAT HAVE TO BE DONE IN TRIPLICATE!
WELL, WELL! IF IT ISN'T FEARLESS FLASH THOMPSON!
DROP DEAD!
REGISTRATION
..WHEW!.. I WONDER IF THEY HAVE A COURSE IN "HOW TO WAIT ON LINE!"?
NOW THEN, DO YOU HAVE ANY QUESTIONS ABOUT YOUR SCHEDULE...?
MILLIONS OF THEM!
BOOKS
YOU CAN PICK UP THE REST OF YOUR BOOKS TOMORROW!
IT WOULD BE EASIER JUST TO MOVE INTO THE LIBRARY!
I AM BUSHED! AND SCHOOL HASN'T REALLY STARTED YET!
BUT IT SURE WAS A BALL!

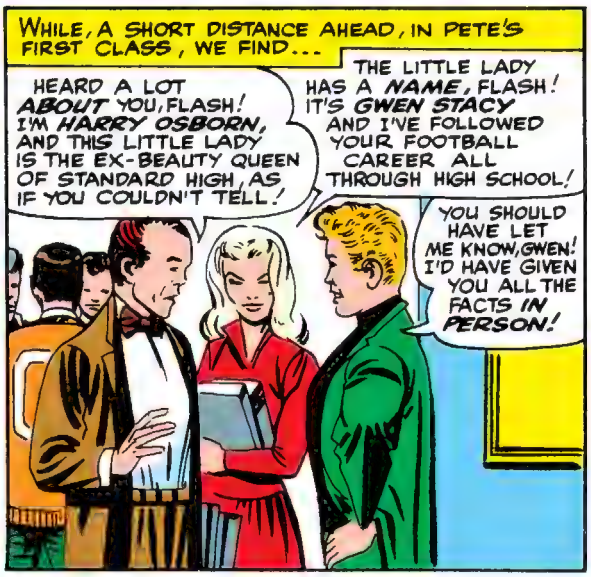
FINALLY, AS PETER PREPARES FOR A GOOD NIGHT'S SLEEP BEFORE THE FIRST DAY OF SCHOOL ....
I'LL BE UP EARLY TO MAKE BREAK-FAST FOR YOU TOMORROW, DEAR!
YOU NEEDN'T BOTHER, AUNT MAY! I CAN FIX IT! YOU NEED YOUR REST!
NONSENSE, PETER! I WANT TO... OHHH...!
AUNT MAY! WHAT'S WRONG?!
SHE.. SHE'S FAINTED!
I'VE GOT TO SEND FOR THE DOCTOR ...RIGHT AWAY!
A HALF HOUR LATER ...
YOU MAY COME IN NOW, SON!
HOW IS SHE, DOC?
SHE'S VERY WEAK, MY BOY!
I'M NOT QUITE SURE WHAT'S WRONG, BUT, AT HER AGE, WE CAN'T AFFORD TO TAKE ANY CHANCES! I'LL SEND FOR THE AMBULANCE!
AMBULANCE? YOU MEAN...?
YES, PETER! SHE'LL HAVE TO GO TO THE HOSPITAL FOR SPECIAL TESTS!
IT.. IT HAPPENED SO SUDDENLY!
HELLO, THIS IS DR. BROMWELL! CONNECT ME WITH ADMITTING, PLEASE!
THEN, AFTER A SWIFT AMBULANCE RIDE ...
SHE'S A BIT STRONGER NOW! THE MEDICATION SEEMS TO HAVE HELPED!
PETER...
I'M RIGHT HERE, AUNT MAY!
EASY, SON.. DON'T TIRE HER!
YOU MUST TRY TO GET SOME REST NOW, MRS. PARKER!
I WILL.. BUT, POOR PETER... FIRST DAY OF SCHOOL TOMORROW... SHOULD BE ASLEEP... NOT WAITING UP... HERE!
DON'T YOU WORRY ABOUT ME, AUNT MAY! JUST YOU REST AND GET YOUR STRENGTH BACK, HEAR? I'LL BE JUST FINE!
7.

OF COURSE YOU WILL, DEAR! YOU'VE ALWAYS BEEN FINE! BEST NEPHEW A PERSON COULD WISH FOR... SO DECENT... AND TRUTHFUL... SO... MMMM...
SHE'S STARTING TO DOZE NOW! GOOD!

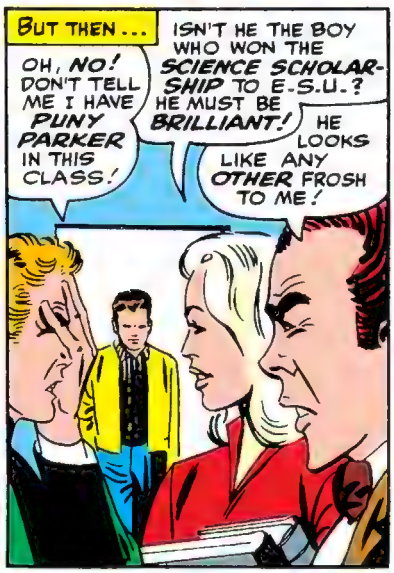
AND THEN...
SOME FINE NEPHEW I'VE BEEN! I DIDN'T EVEN SUSPECT SHE WAS ILL!
I WAS SO WRAPPED UP IN MY OWN AFFAIRS THAT I HARDLY EVER GAVE HER A THOUGHT!

AND FINALLY, AS DAWN SLOWLY BREAKS...
I COULDN'T SLEEP A WINK! COULDN'T GET AUNT MAY OUT OF MY MIND!
I'VE TAKEN HER FOR GRANTED ALL THESE YEARS! SHE'S BEEN LIKE A MOTHER TO ME... AND I HARDLY GAVE HER THE TIME OF DAY!

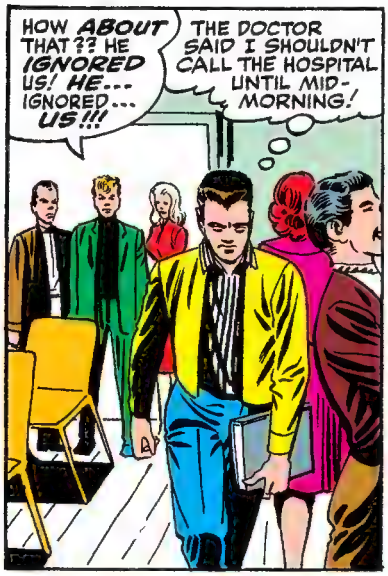
THUS, WEARY FROM LACK OF SLEEP, AND HEART-SICK WITH WORRY ABOUT HIS AUNT'S ILLNESS, THE WORLD'S MOST AMAZING TEENAGER BEGINS HIS FIRST DAY OF COLLEGE...
IF ANYTHING SHOULD HAPPEN TO HER, I... NO! I MUSTN'T EVEN THINK OF THAT! SHE'LL BE ALL RIGHT! SHE HAS TO BE!

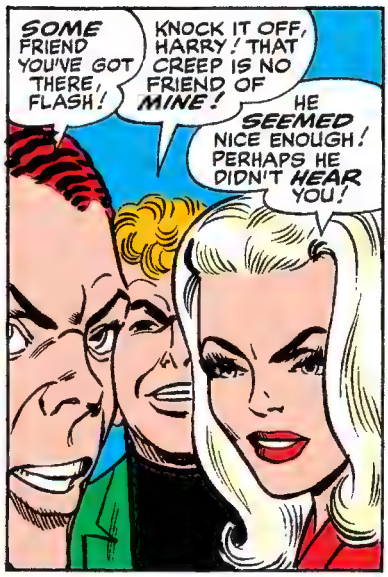

WHILE, A SHORT DISTANCE AHEAD, IN PETE'S FIRST CLASS, WE FIND...
HEARD A LOT ABOUT YOU, FLASH! I'M HARRY OSBORN, AND THIS LITTLE LADY IS THE EX-BEAUTY QUEEN OF STANDARD HIGH, AS IF YOU COULDN'T TELL!
THE LITTLE LADY HAS A NAME, FLASH! IT'S GWEN STACY AND I'VE FOLLOWED YOUR FOOTBALL CAREER ALL THROUGH HIGH SCHOOL!
YOU SHOULD HAVE LET ME KNOW, GWEN! I'D HAVE GIVEN YOU ALL THE FACTS IN PERSON!

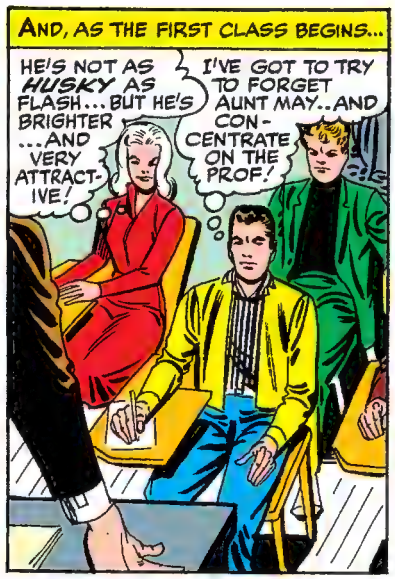
DO YOU THINK YOU'LL BE AS SUCCESSFUL WITH COLLEGIATE FOOTBALL, FLASH?
WITH SOMEONE LIKE YOU WATCHING, I WON'T EVEN NEED THE OTHER TEN PLAYERS!


BUT THEN...
OH, NO! DON'T TELL ME I HAVE PUNY PARKER IN THIS CLASS!
ISN'T HE THE BOY WHO WON THE SCIENCE SCHOLARSHIP TO E.S.U.? HE MUST BE BRILLIANT!
HE LOOKS LIKE ANY OTHER FROSH TO ME!

WELL, I MIGHT AS WELL INTRODUCE YOU, SO YOU CAN SEE HOW SQUARE A GUY CAN BE!
HEY, PARKER... C'MERE! I WANNA TALK TO YOU!
HE DOESN'T SEEM TO HEAR YOU!


HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!
THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!

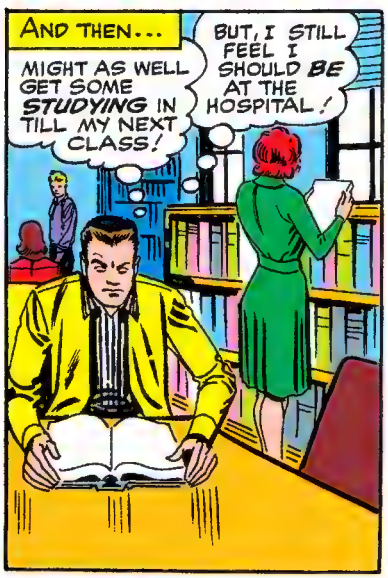

SOME FRIEND YOU'VE GOT THERE, FLASH!
KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!
HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!


AND, AS THE FIRST CLASS BEGINS...
HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER ...AND VERY ATTRACTIVE!
I'VE GOT TO TRY TO FORGET AUNT MAY..AND CONCENTRATE ON THE PROF!

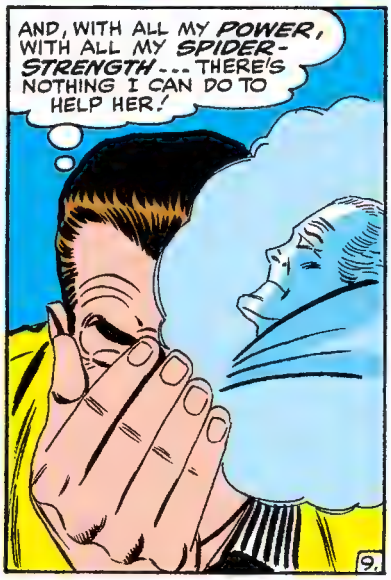
THEN, BETWEEN CLASSES...
THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!
HI, PETE! HOW'S IT GOIN?
THERE'S JUST TIME FOR ONE PHONE CALL!

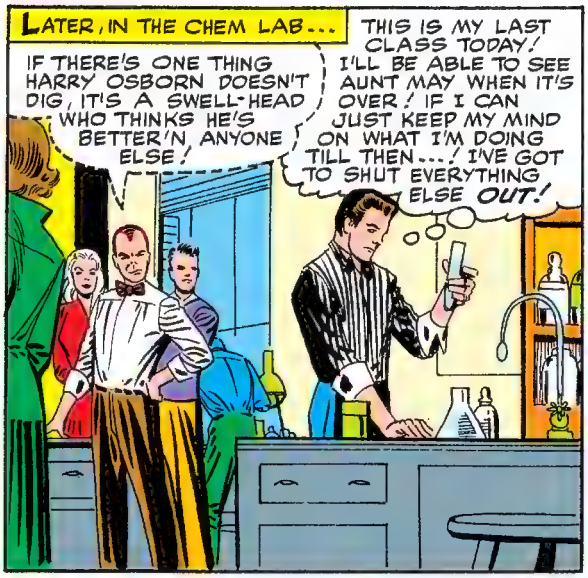
WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!
IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!
HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!

WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...
STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!


AND THEN...
MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!
BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!

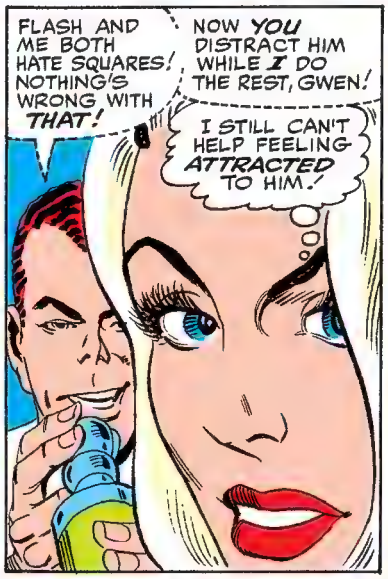
IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!


AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!

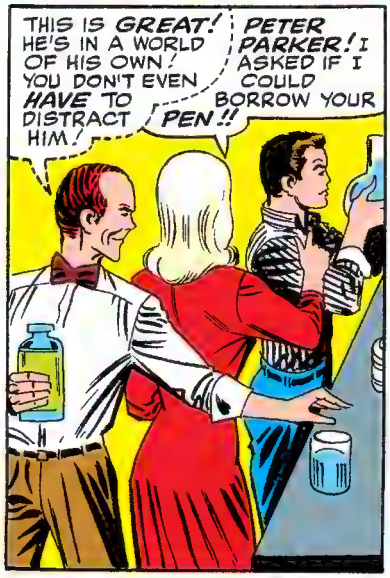

LATER, IN THE CHEM LAB...
IF THERE'S ONE THING HARRY OSBORN DOESN'T DIG, IT'S A SWELL-HEAD WHO THINKS HE'S BETTER'N ANYONE ELSE!
THIS IS MY LAST CLASS TODAY! I'LL BE ABLE TO SEE AUNT MAY WHEN IT'S OVER! IF I CAN JUST KEEP MY MIND ON WHAT I'M DOING TILL THEN...! I'VE GOT TO SHUT EVERYTHING ELSE OUT!

LOOK, I'VE GOT AN IDEA FOR A GAG TO TAKE HIM DOWN A PEG! ARE YOU ALL GAME TO TRY IT?
I THINK WE SHOULD MIND OUR OWN BUSINESS!
AWW, DON'T BE A PILL, GWEN! PARKER'S BEEN ASKING FOR IT!

IT WON'T BE ANYTHING SERIOUS! IT'LL BE JUST GOOD FOR A LAUGH, THAT'S ALL!
I THINK I CAN SEE WHY YOU AND FLASH THOMPSON BECAME FRIENDS SO QUICKLY, HARRY!


FLASH AND ME BOTH HATE SQUARES! NOTHING'S WRONG WITH THAT!
NOW YOU DISTRACT HIM WHILE I DO THE REST, GWEN!
I STILL CAN'T HELP FEELING ATTRACTED TO HIM!

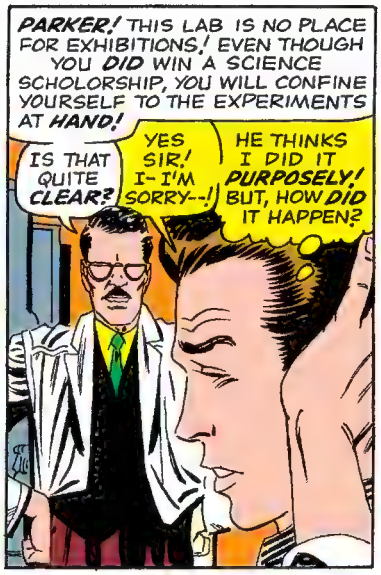
WELL, I GUESS I CAN'T BACK OUT NOW!
PERHAPS I SHOULD GET AUNT MAY ANOTHER DOCTOR... A SPECIALIST!
PETE!
PETE! DON'T YOU HEAR ME?


THIS IS GREAT! HE'S IN A WORLD OF HIS OWN! YOU DON'T EVEN HAVE TO DISTRACT HIM!
PETER PARKER! I ASKED IF I COULD BORROW YOUR PEN!!

HUH? OH, SURE... IF YOU WANT MY PEN, HERE... TAKE IT!
I'VE NEVER MET A BOY LIKE HIM! HE DIDN'T EVEN GIVE ME A GLANCE!

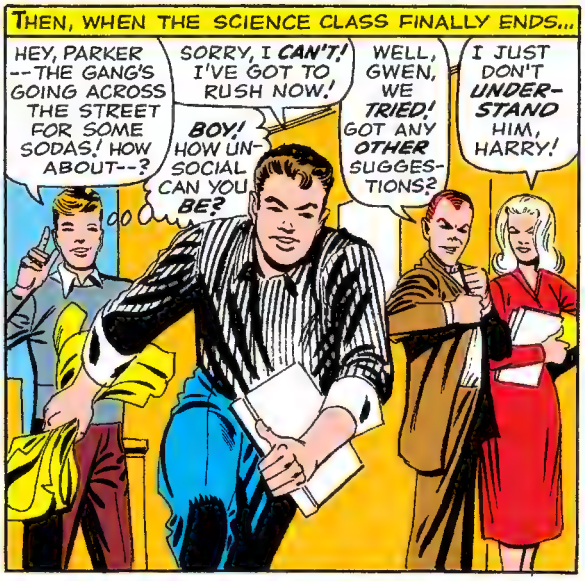
THANK YOU VERY MUCH, MISTER PARKER, BUT I CHANGED MY MIND!
JUST KEEP WATCHING! IT'LL HAPPEN ANY SECOND NOW!

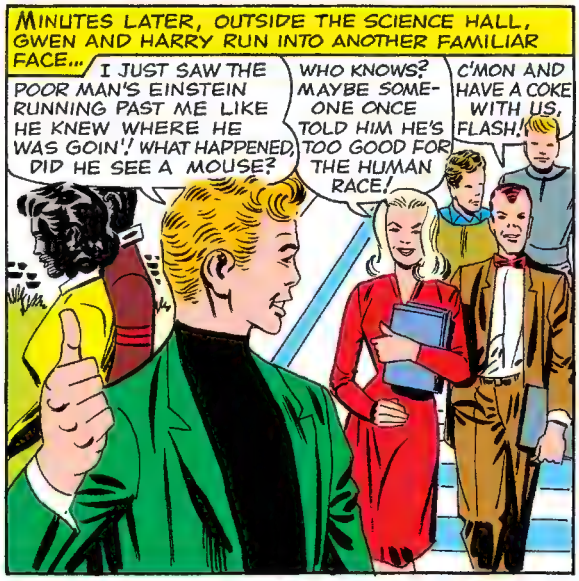
POOWF!
THE CHEMICALS IGNITED!
BUT, THAT'S IMPOSSIBLE! THEY COULDN'T HAVE! THEY WERE ALL COMPLETELY STABLE!

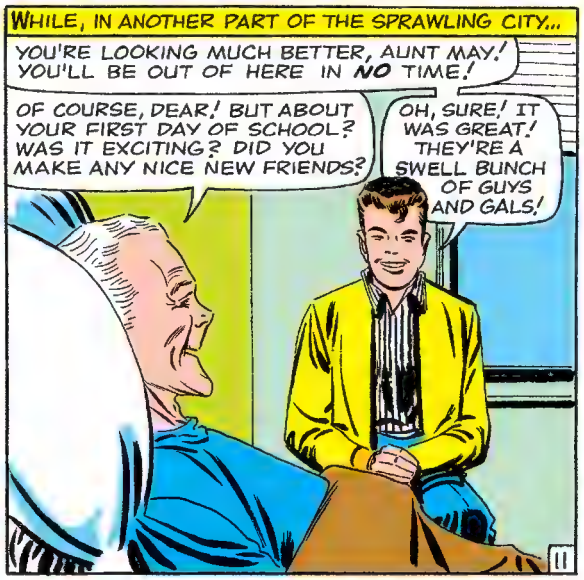

PARKER! THIS LAB IS NO PLACE FOR EXHIBITIONS! EVEN THOUGH YOU DID WIN A SCIENCE SCHOLORSHIP, YOU WILL CONFINE YOURSELF TO THE EXPERIMENTS AT HAND!
IS THAT QUITE CLEAR?
YES SIR! I-I'M SORRY--!
HE THINKS I DID IT PURPOSELY! BUT, HOW DID IT HAPPEN?

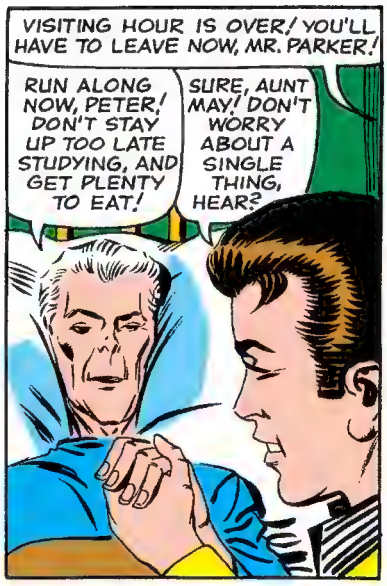
IT WORKED BETTER THAN I THOUGHT! THIS'LL TAKE THAT SWELL-HEAD DOWN A PEG!
IT WAS JUST SUPPOSED TO BE A JOKE! I DIDN'T WANT TO GET ANY-ONE IN TROUBLE WITH THE PROF!
AWW, DON'T LOSE ANY SLEEP OVER IT, GWEN! IT COULDN'T HAVE HAPPENED TO A NICER GUY!

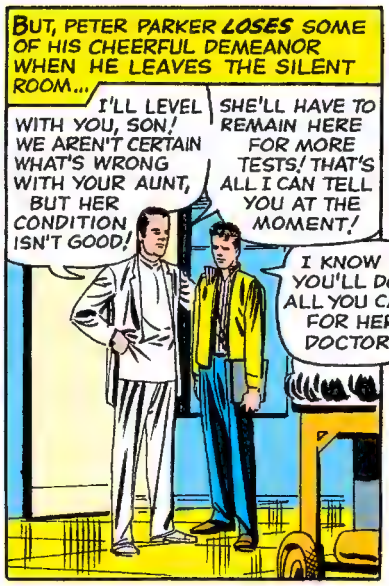
TELL YOU WHAT, DOLL--IF IT'LL MAKE YOU FEEL BETTER, WE'LL INVITE HIM FOR A COKE AFTER CLASS! HOW'S THAT?
IT'S THE LEAST WE CAN DO! WE HAD NO RIGHT TO GET PROFESSOR WARREN DOWN ON HIM!
I'VE NEVER MADE A BONEHEAD MISTAKE LIKE THAT IN AN EXPERIMENT BEFORE! I MUST HAVE BEEN DAY-DREAMING!
DAY-DREAMING, MY FOOT! I JUST CAN'T GET POOR AUNT MAY OUT OF MY MIND, THAT'S ALL!

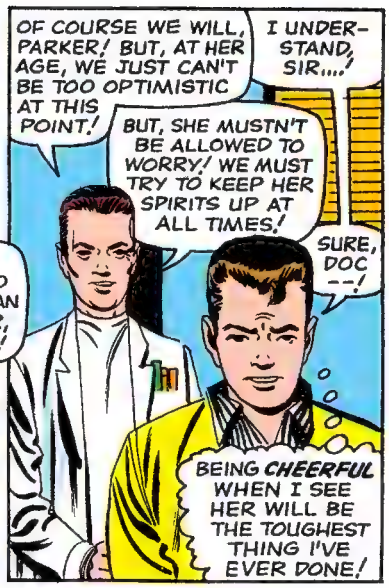

THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...
HEY, PARKER --THE GANG'S GOING ACROSS THE STREET FOR SOME SODAS! HOW ABOUT--?
SORRY, I CAN'T! I'VE GOT TO RUSH NOW!
BOY! HOW UN-SOCIAL CAN YOU BE?
WELL, GWEN, WE TRIED! GOT ANY OTHER SUGGES-TIONS?
I JUST DON'T UNDER-STAND HIM, HARRY!


MINUTES LATER, OUTSIDE THE SCIENCE HALL, GWEN AND HARRY RUN INTO ANOTHER FAMILIAR FACE...
I JUST SAW THE POOR MAN'S EINSTEIN RUNNING PAST ME LIKE HE KNEW WHERE HE WAS GOIN'! WHAT HAPPENED, DID HE SEE A MOUSE?
WHO KNOWS? MAYBE SOME-ONE ONCE TOLD HIM HE'S TOO GOOD FOR THE HUMAN RACE!
C'MON AND HAVE A COKE WITH US, FLASH!


WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...
YOU'RE LOOKING MUCH BETTER, AUNT MAY! YOU'LL BE OUT OF HERE IN NO TIME!
OF COURSE, DEAR! BUT ABOUT YOUR FIRST DAY OF SCHOOL? WAS IT EXCITING? DID YOU MAKE ANY NICE NEW FRIENDS?
OH, SURE! IT WAS GREAT! THEY'RE A SWELL BUNCH OF GUYS AND GALS!

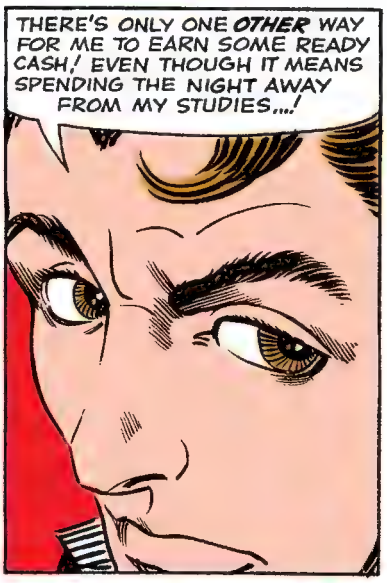

VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!
RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!
SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?

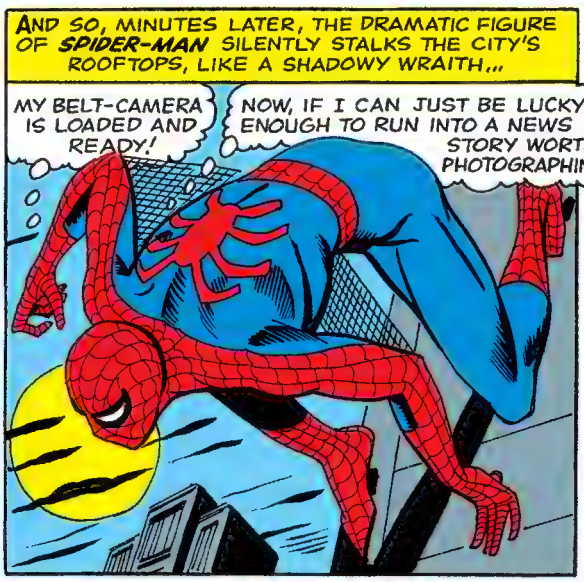

BUT, PETER PARKER LOSES SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...
I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!
SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!
I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!


OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!
I UNDERSTAND, SIR...!
BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!
SURE, DOC --!
BEING CHEERFUL WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!

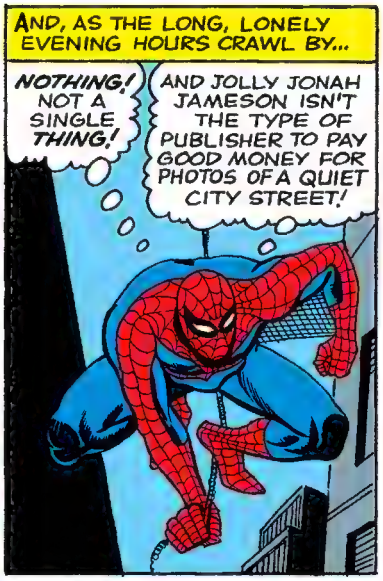
LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...
I MIGHT HAVE KNOWN THERE'D BE NOTHING BUT BILLS AT A TIME LIKE THIS!
JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!

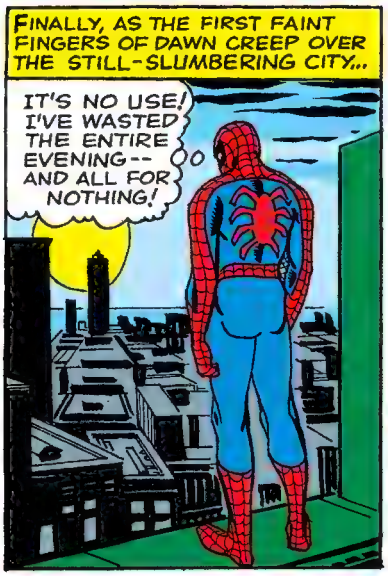
MAYBE I OUGHT TO FORGET ABOUT COLLEGE! EVEN THOUGH MY SCHOLORSHIP PAYS THE TUITION, I STILL CAN'T AFFORD IT!
IF I COULD GET A FULL-TIME JOB--BRING IN SOME REAL MONEY--THAT'S WHAT WE NEED!
BUT--THAT WOULD REALLY BREAK AUNT MAY'S HEART!

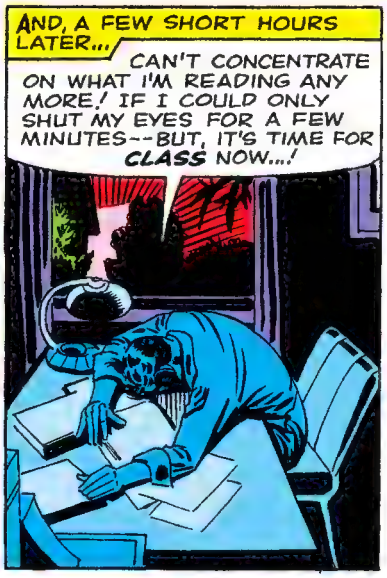

THERE'S ONLY ONE OTHER WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...!


AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF SPIDER-MAN SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...
MY BELT-CAMERA IS LOADED AND READY!
NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!

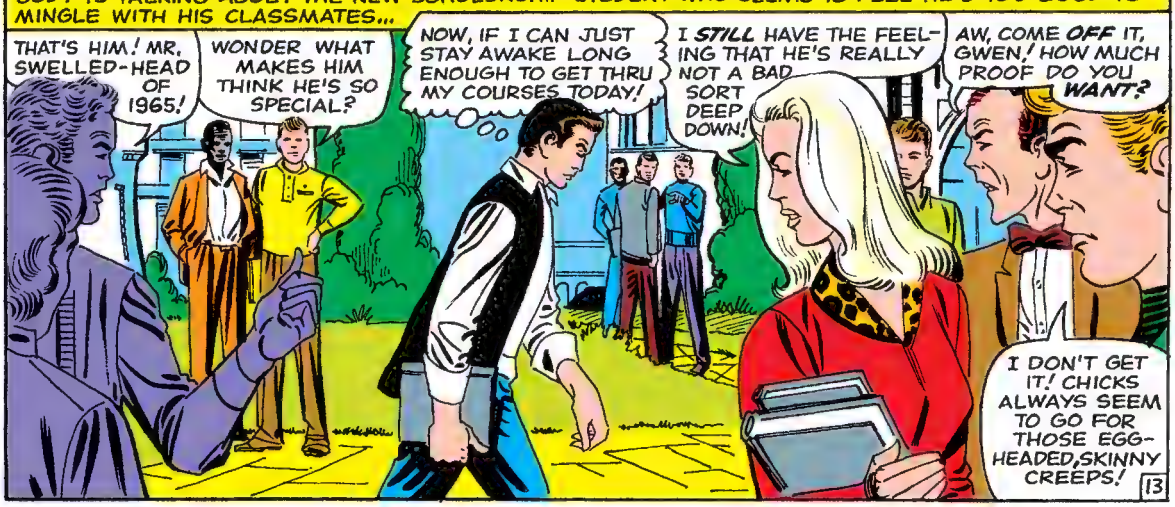
IF I FIND SOMETHING THAT I CAN SELL TO THE DAILY BUGLE EARLY ENOUGH, I'LL STILL BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!
BUT, I'VE NEVER SEEN THE CITY MORE QUIET...!

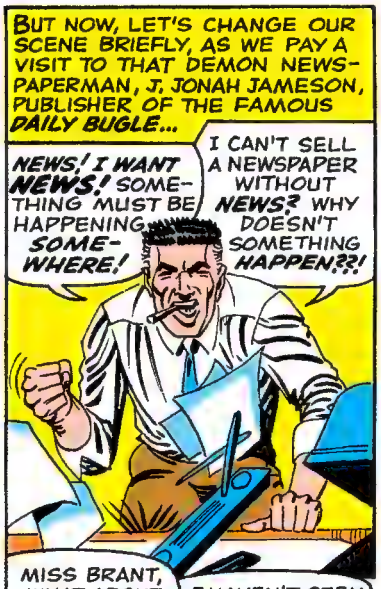






AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLORSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...



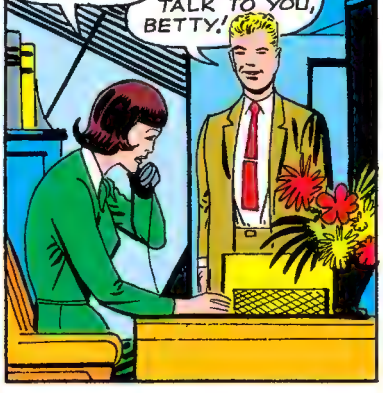

BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWSPAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...
NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!
I CAN'T SELL A NEWSPAPER WITHOUT NEWS? WHY DOESN'T SOMETHING HAPPEN??!

FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?
SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!
DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!

WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!
I'M ON MY WAY!
HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!

MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?
I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!
HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!

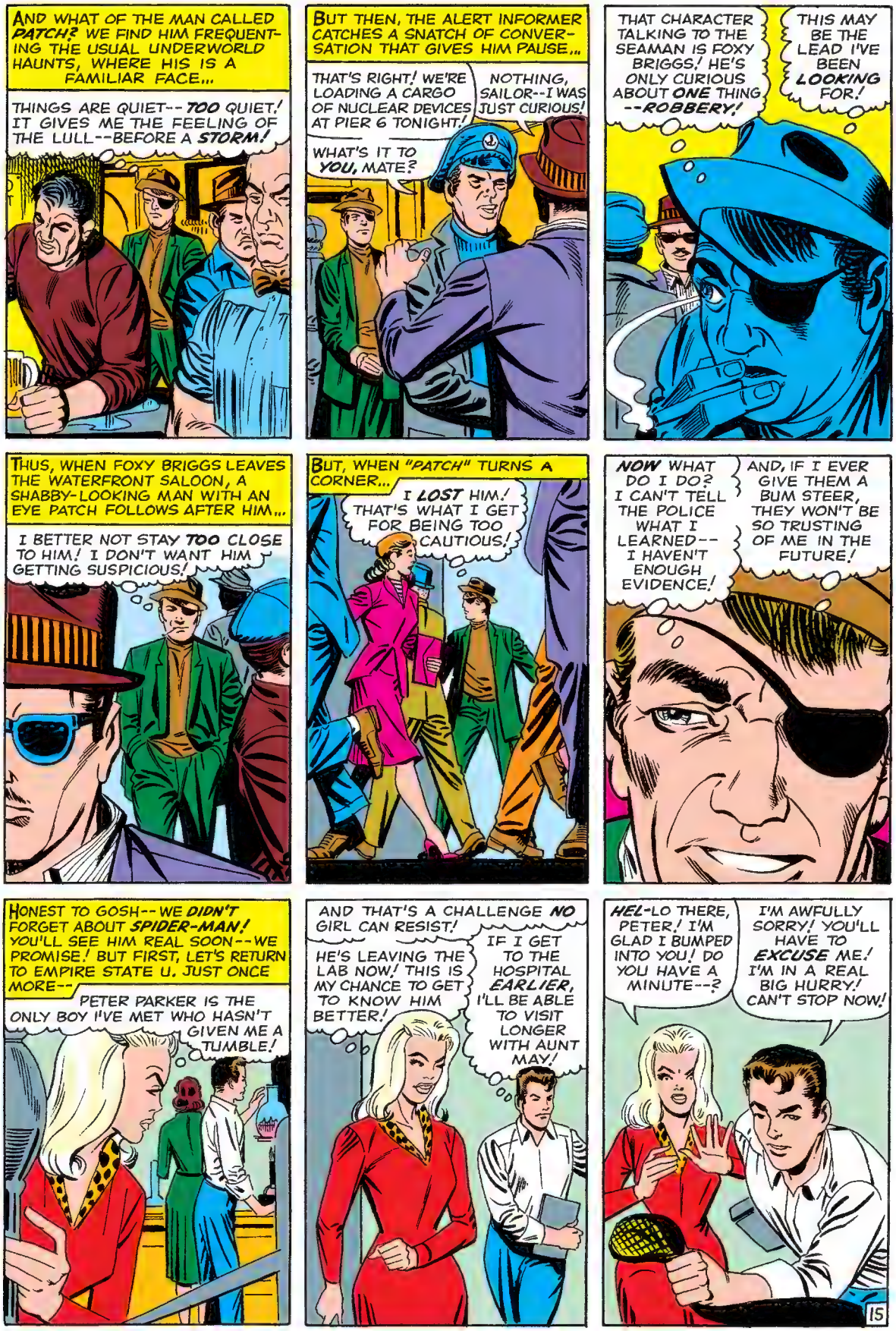
WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!
I'LL DO THAT, SIR!
YOU OLD HYPOCRITE!


THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!
OH, HELLO, NED!
I'VE BEEN WANTING TO TALK TO YOU, BETTY!

DO YOU HAVE AN ANSWER FOR ME YET?
I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!
SURE, BETTY! I UNDERSTAND!
AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!

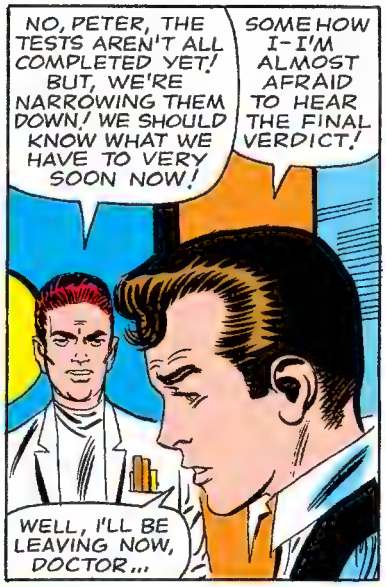
I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU--AND I'LL KEEP ASKING--UNTIL YOU SAY YES!
I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!

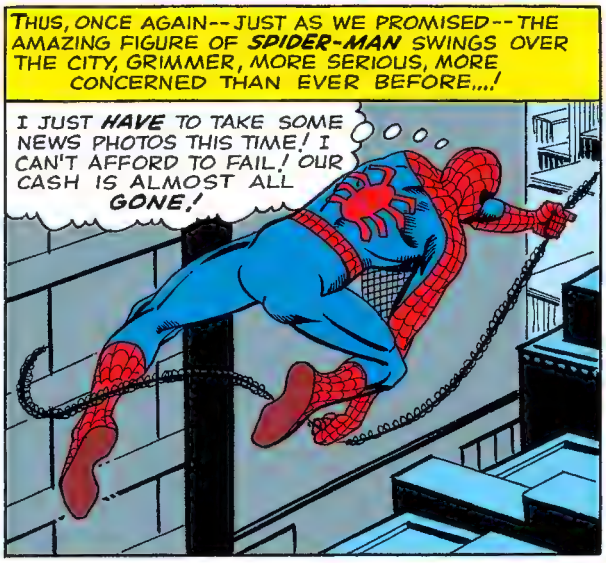
LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!
I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!

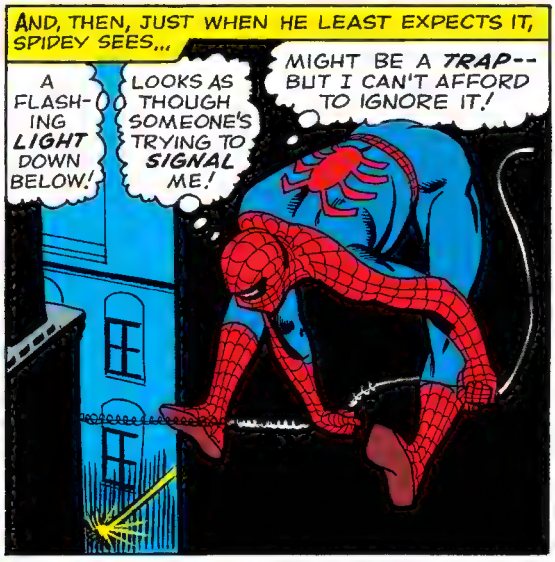

AND WHAT OF THE MAN CALLED PATCH? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...
THINGS ARE QUIET--TOO QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A STORM!
BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...
THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!
NOTHING, SAILOR--I WAS JUST CURIOUS!
WHAT'S IT TO YOU, MATE?
THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT ONE THING --ROBBERY!
THIS MAY BE THE LEAD I'VE BEEN LOOKING FOR!
THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...
I BETTER NOT STAY TOO CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!
BUT, WHEN "PATCH" TURNS A CORNER...
I LOST HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!
NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED-- I HAVEN'T ENOUGH EVIDENCE!
AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!
HONEST TO GOSH--WE DIDN'T FORGET ABOUT SPIDER-MAN! YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--
PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!
AND THAT'S A CHALLENGE NO GIRL CAN RESIST!
HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!
IF I GET TO THE HOSPITAL EARLIER, I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!
HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?
I'M AWFULLY SORRY! YOU'LL HAVE TO EXCUSE ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!
15

WHY--THE UNMITIGATED NERVE OF HIM!
NOBODY GIVES GWEN STACY THE BRUSH-OFF THAT WAY!
YOU, YOUNG MAN, ARE GOING TO REGRET THAT--I PROMISE!

AND, AT THE HOSPITAL ONCE AGAIN...
ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!
OF COURSE I AM! YOU JUST WORRY ABOUT YOURSELF, AUNT MAY!
WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?
OH, I'M GETTING ALONG FINE! JUST FINE!


NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!
SOMEHOW I-I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!
WELL, I'LL BE LEAVING NOW, DOCTOR...

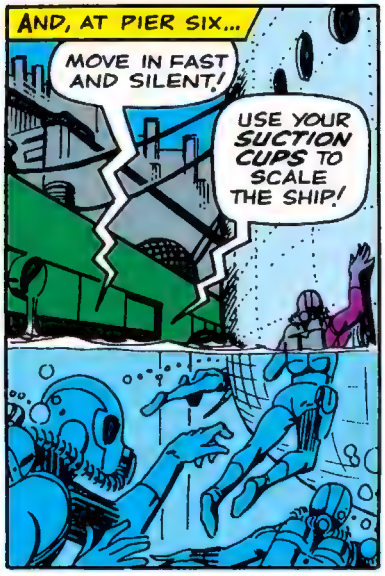

THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF SPIDER-MAN SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!
I JUST HAVE TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL GONE!

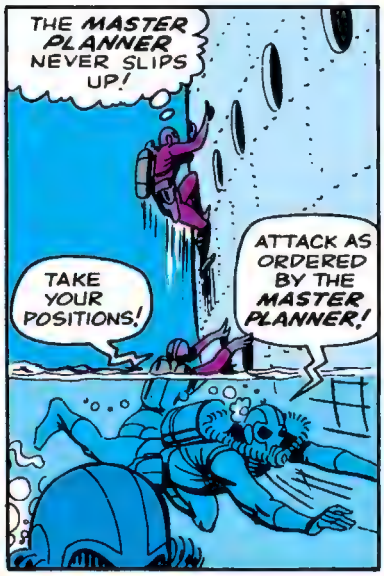

AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...
A FLASHING LIGHT DOWN BELOW!
LOOKS AS THOUGH SOMEONE'S TRYING TO SIGNAL ME!
MIGHT BE A TRAP--BUT I CAN'T AFFORD TO IGNORE IT!

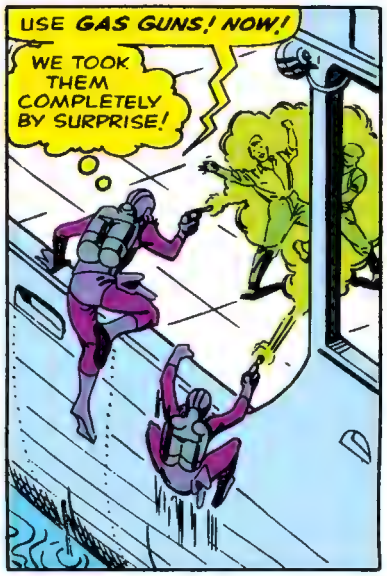
IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE KNOWS ME! WONDER WHO HE IS?
SPIDER-MAN! LUCKY I SAW YOU!
I NEED YOUR HELP!

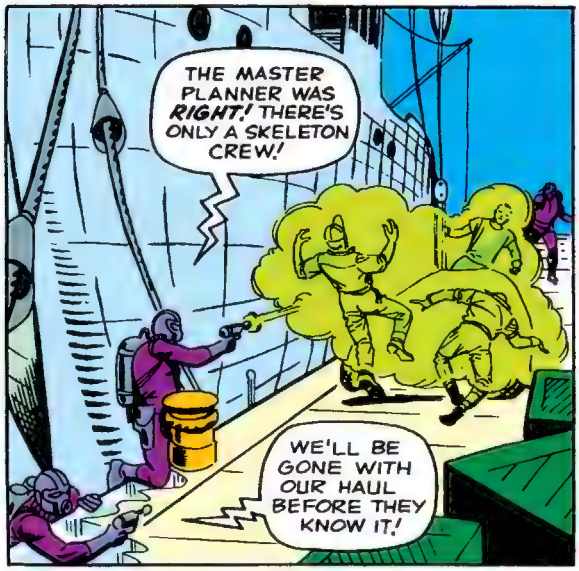
SORRY, MISTER! I'M FLAT BROKE MYSELF!
WAIT! THIS ISN'T A TOUCH! I THINK THERE'S GONNA BE A ROBBERY AT PIER SIX TONIGHT!
HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE--BUT YOU COULD CHECK ON IT!

IF MY TIP IS RIGHT, AND YOU CATCH 'EM--I WANT SOME CREDIT!
SURE! SURE! I'LL REMEMBER YOU IN MY WILL!
MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!

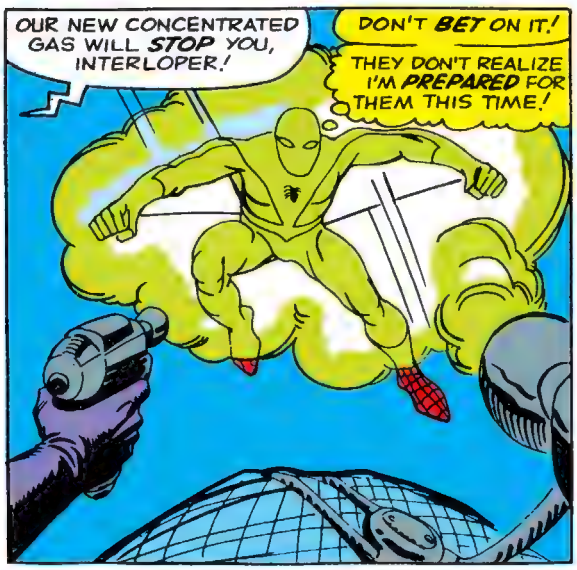

AND, AT PIER SIX...
MOVE IN FAST AND SILENT!
USE YOUR SUCTION CUPS TO SCALE THE SHIP!

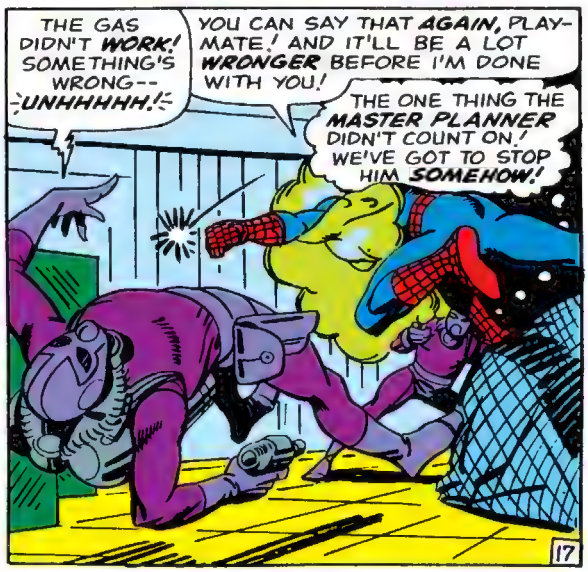

THE MASTER PLANNER NEVER SLIPS UP!
TAKE YOUR POSITIONS!
ATTACK AS ORDERED BY THE MASTER PLANNER!

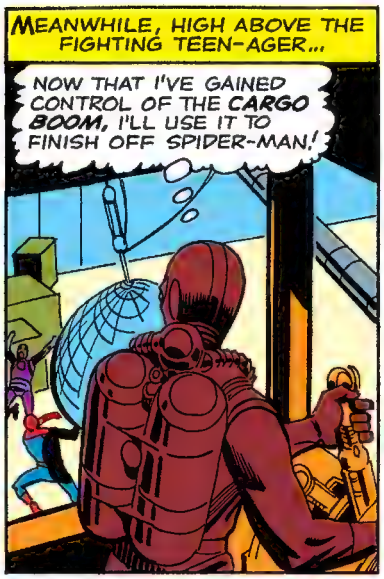

USE GAS GUNS! NOW!
WE TOOK THEM COMPLETELY BY SURPRISE!

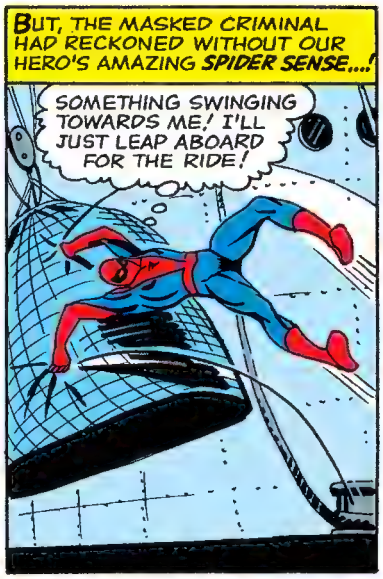

THE MASTER PLANNER WAS RIGHT! THERE'S ONLY A SKELETON CREW!
WE'LL BE GONE WITH OUR HAUL BEFORE THEY KNOW IT!

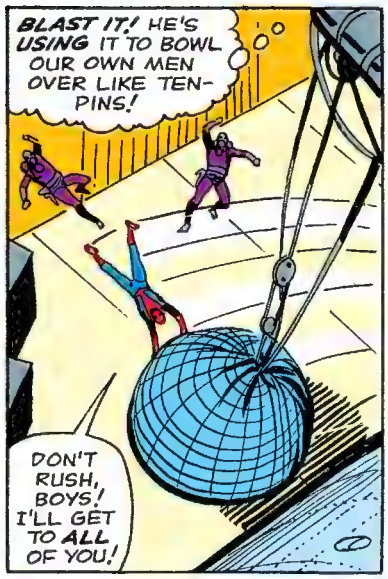
NOT IF I CAN HELP IT, GENTS!
MY LITTLE TIPSTER WAS RIGHT! GLAD I LISTENED TO HIM!
IT'S SPIDER-MAN AGAIN!

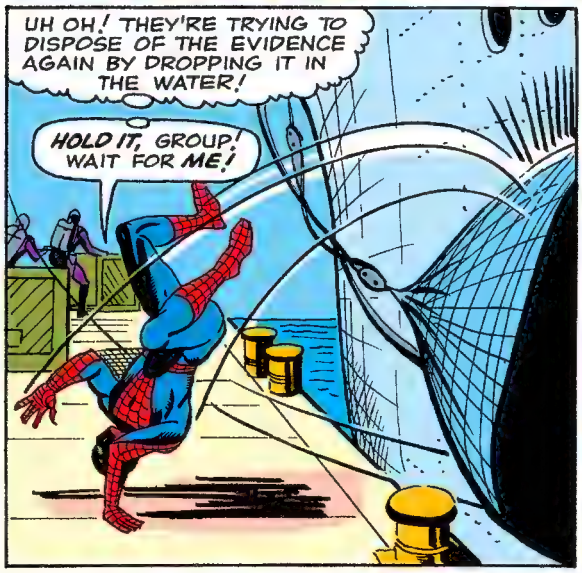

OUR NEW CONCENTRATED GAS WILL STOP YOU, INTERLOPER!
DON'T BET ON IT!
THEY DON'T REALIZE I'M PREPARED FOR THEM THIS TIME!

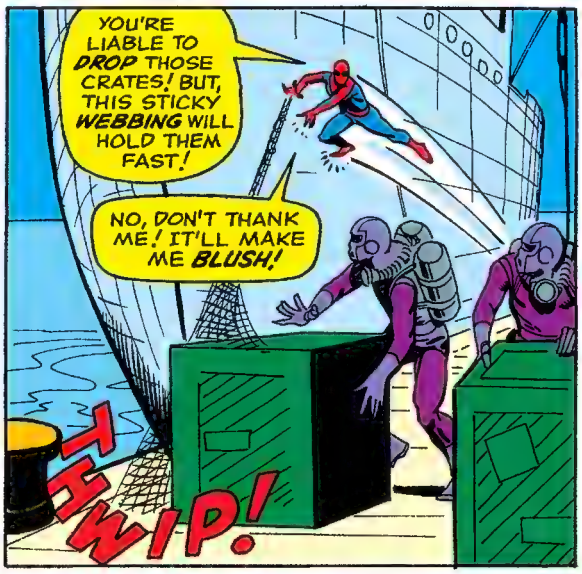

THE GAS DIDN'T WORK! SOMETHING'S WRONG--UNHHHHH!
YOU CAN SAY THAT AGAIN, PLAYMATE! AND IT'LL BE A LOT WRONGER BEFORE I'M DONE WITH YOU!
THE ONE THING THE MASTER PLANNER DIDN'T COUNT ON! WE'VE GOT TO STOP HIM SOMEHOW!

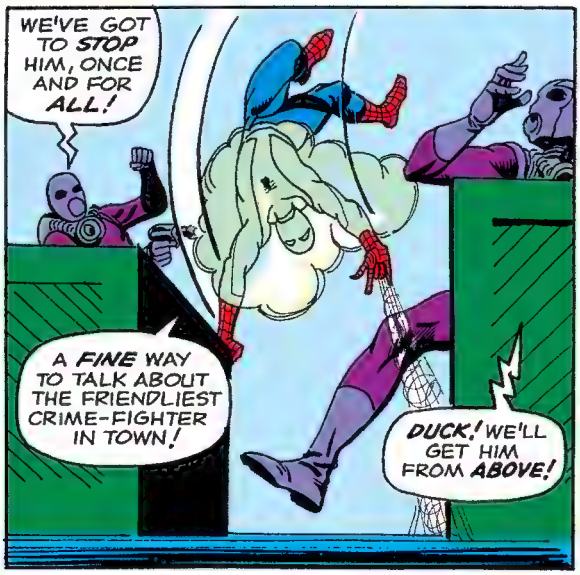

MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...
NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!

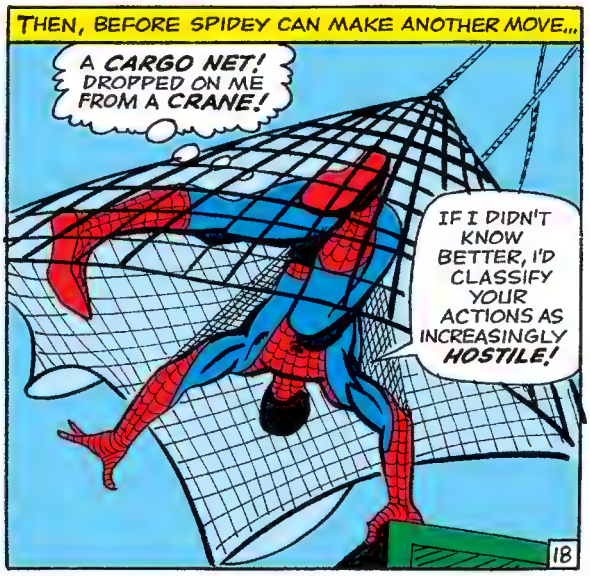

BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE...!
SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!

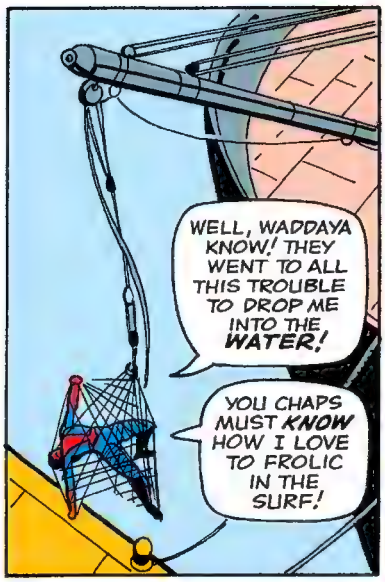

BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!
DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!


UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!
HOLD IT, GROUP! WAIT FOR ME!


YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!
NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!
HHWIP!

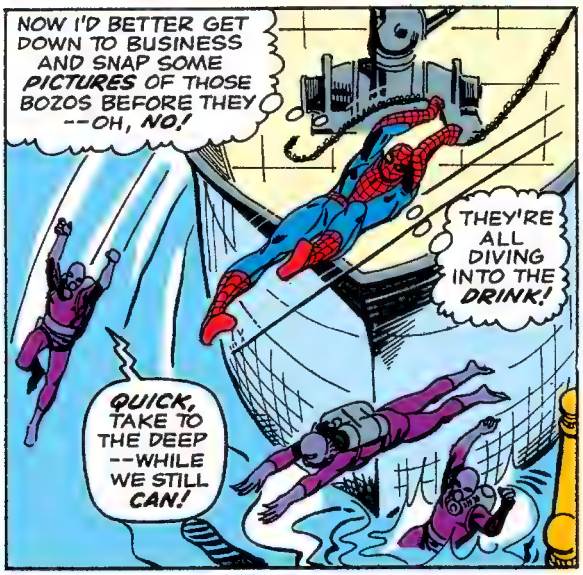

WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!
A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!
DUCK! WE'LL GET HIM FROM ABOVE!

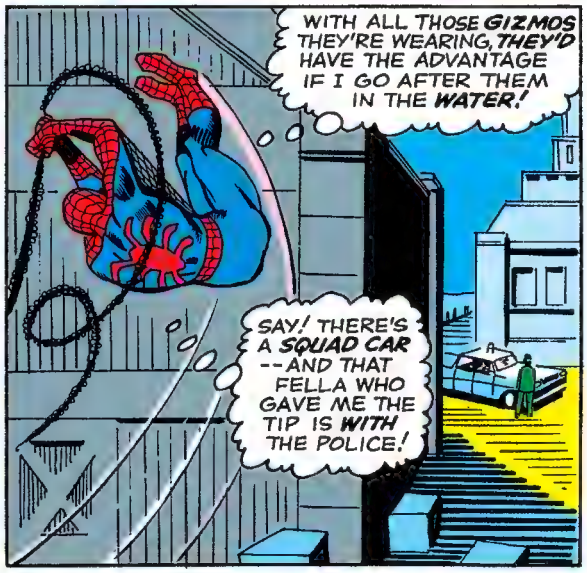

THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...
A CARGO NET! DROPPED ON ME FROM A CRANE!
IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!


WELL, WADDAYA KNOW! THEY WENT TO ALL THIS TROUBLE TO DROP ME INTO THE WATER!
YOU CHAPS MUST KNOW HOW I LOVE TO FROLIC IN THE SURF!

BUT, THOUGH I HATE TO SEEM UNGRATEFUL, I'VE SOME OTHER THINGS TO TEND TO, FIRST!
P! P-P-P!

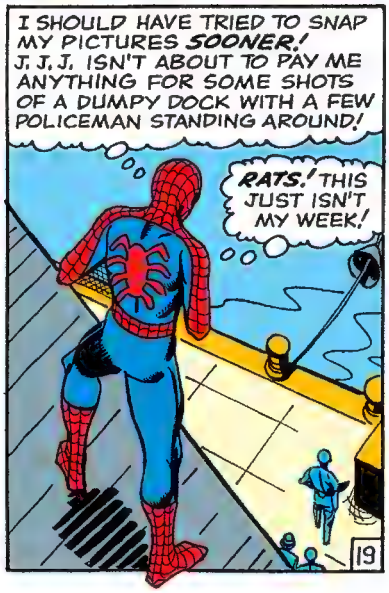
LOOK! HE SAVED HIMSELF BY ATTACHING HIS WEB TO THE BOOM!
ONE THING I'LL SAY FOR YOU BOYS! YOU'RE OBSERVANT!


NOW I'D BETTER GET DOWN TO BUSINESS AND SNAP SOME PICTURES OF THOSE BOZOS BEFORE THEY --OH, NO!
THEY'RE ALL DIVING INTO THE DRINK!
QUICK, TAKE TO THE DEEP --WHILE WE STILL CAN!


WITH ALL THOSE GIZMOS THEY'RE WEARING, THEY'D HAVE THE ADVANTAGE IF I GO AFTER THEM IN THE WATER!
SAY! THERE'S A SQUAD CAR --AND THAT FELLA WHO GAVE ME THE TIP IS WITH THE POLICE!

YOU WERE RIGHT, PATCH! THERE WAS SOMETHING GOING ON HERE!
I'M SURE SPIDER-MAN WAS HERE --BUT THERE'S NO SIGN OF HIM NOW!
THESE DOCK WORKERS ARE JUST COMING TO!

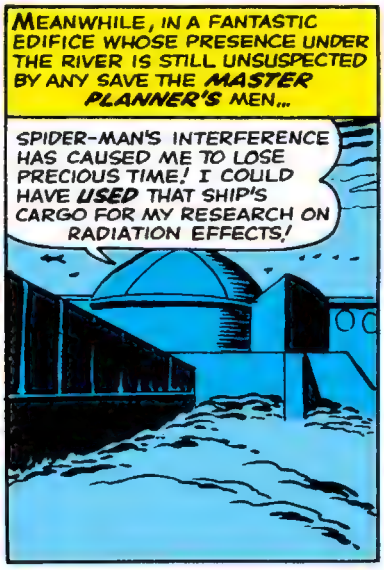
I WONDER WHO HE IS -- AND HOW HE FIGURES IN ALL THIS?
WELL, IT LOOKS AS THOUGH ALL I GOT FOR MY PAINS WAS A LOT OF EXERCISE!
OKAY, PATCH--WE WON'T BE NEEDING YOU ANY MORE!

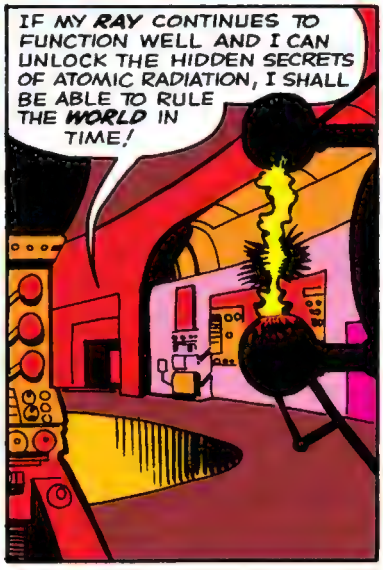

I SHOULD HAVE TRIED TO SNAP MY PICTURES SOONER! J. J. J. ISN'T ABOUT TO PAY ME ANYTHING FOR SOME SHOTS OF A DUMPY DOCK WITH A FEW POLICEMAN STANDING AROUND!
RATS! THIS JUST ISN'T MY WEEK!

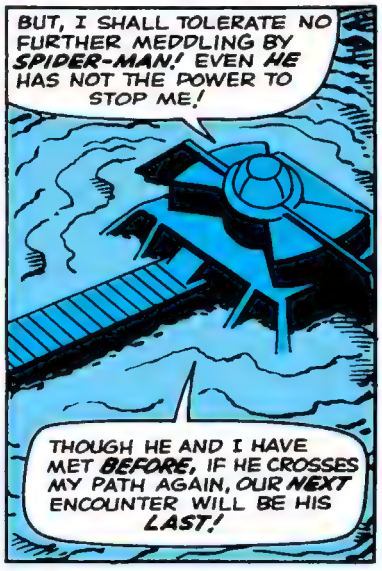
THE ONLY GOOD THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHATEVER THEY WERE AFTER...
...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY WORKED!

MY DRY CHEMICAL FILTER SUCCEEDED IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!
I SURE AM GLAD I DECIDED TO MAJOR IN SCIENCE -- WHAT WOULD I DO WITHOUT IT?

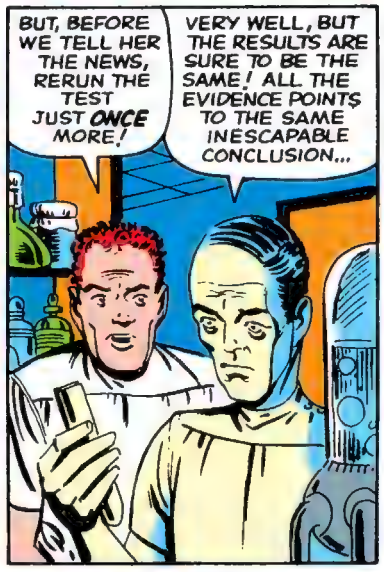
WELL, I CAN ALWAYS PAT MYSELF ON THE BACK LATER! RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE NEWS PHOTOS!
AND, IF I FIND ANY, I HOPE I REMEMBER TO SNAP 'EM NEXT TIME!


MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE MASTER PLANNER'S MEN...
SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE USED THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!


IF MY RAY CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE WORLD IN TIME!


BUT, I SHALL TOLERATE NO FURTHER MEDDLING BY SPIDER-MAN! EVEN HE HAS NOT THE POWER TO STOP ME!
THOUGH HE AND I HAVE MET BEFORE, IF HE CROSSES MY PATH AGAIN, OUR NEXT ENCOUNTER WILL BE HIS LAST!

AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...
ARE YOU CERTAIN? PERHAPS THERE HAS BEEN A MISTAKE!
NO! IT'S JUST WISHFUL THINKING ON YOUR PART!


BUT, BEFORE WE TELL HER THE NEWS, RERUN THE TEST JUST ONCE MORE!
VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...

...THE POOR WOMAN CAN'T LAST MUCH LONGER!
NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S AUNT MAY, AS WELL AS THE IDENTITY OF -- THE MASTER PLANNER! BECAUSE YOU'RE OUR KIND OF READER, WE OFFER THIS ADMONISHMENT -- YOU MUST NOT MISS IT! 'NUFF SAID!

THE SPIDER'S WEB

Dear Stan and Steve,

Allow me to introduce myself—I am Saucy Stan, the funny man, Goldstein—a sixth-grade school teacher in the Bronx. Many of my students have been bringing Marvel Comics to school, and being an old comic book fan, I borrowed a few to read. They are really a fantastic set of comics. I agree with my kids who say your closest competitors are a thing of the past. They just don't "have it" anymore. Marvel mags are new, exciting, and extremely funny. I have been able to convince other faculty members to read the Marvel mags and we roar with delight at the play on words you include in each and every issue. Especially funny was your issue of SPIDER-MAN #27. The title itself—"Bring Back My Goblin to Me!"—is a thing of beauty and a joy forever. You guys must be a wild bunch for you keep me in stitches right down to the last page. In a more serious vein, I feel Marvel mags are good for our students. They are on a higher reading level than the other comics and present some interesting science phenomena which are stimulating to their imaginations. Enclosed please find a coupon and check for one Spider-Man T-shirt —I want to be the best-dressed teacher at P.S. 25. Please rush it as I need it for a picnic my class and I are having at Pelham Bay Park! Thanks a lot!

Stanley J. Goldstein, P.S. 25, 811 E. 149th St.
Bronx, N.Y. 10455

S.J., you're our kinda guy! We'll get that T-shirt to you in time if we have to send it via Spidey's web! Thanks for your kind words and good wishes—and, YAY P.S. 25!

Dear Stan and Steve,

Issue #27 was the greatest! Having Spider-Man actually captured and chained in the midst of all those crooks was absolutely stupendous. But please, don't end another story like you did in #26. I had to wait a full month for the next ish and I didn't sleep a night for all those weeks. I will list a few things I would like done to your mag. Keep the people hating Spidey and bring back the Vulture, the Terrible Tinkerer, and the Beetle. I would like to order a T-shirt from you but I just haven't the heart to cut a page from one of your mags. I have only done this once, and that was when I joined the M.M.M.S. Until next month, keep your web out of your hair and face front!

Nick Bradford, Box 8
Duncan, Arizona

Will do, Nick! But, haven't you seen our nifty little notices scrawled on our Bullpen Page? You don't *have* to rip up your practically priceless Marvel mags to send away for anything — just make a rough *copy* of our coupon (we can't spell facsimile!) and send it to us! So long as it's accompanied by the proper amount of folding green, so it doesn't get lonely in the envelope, we'll give it the same tender, loving care as a regular coupon receives! How'sat?

—We've gotta tell you this! Our T-shirts and Marvel Stationery are such smashing successes, that we're wildly working on a whole bunch of new and different items for you! Start saving your sheckels, because we'll soon be offering a brand-new gizmo which is sure to sweep the nation! (No, it's not a broom!) And wait'll you see the other games, gags, and goodies in the works! So keep your M.M.M.S. button shiny and bright, and face front! We're gonna have a *ball!*

Dear Stan and Steve,

I still don't know exactly why I liked SPIDER-MAN #27. Maybe it was the title—"Bring Back My Goblin to Me!" No, it couldn't be that! Artie Simek's lettering? No. It boils down to this—the old type of unmasking stories that were so common in the 1940's. Of course I must say that Steve's art always helps. Another fact contributing to the excellence of this story was the combination of the Green Goblin (who I never really cared much for), the Crime-Master, and the mob of common crooks. Please have Spidey fighting side by side with cops more often. Before I close, I just want to say this—boy, I'll never forget panel 8 on page 15! (Hee-hee! that should have everyone digging up that issue!)

Bill Makuta, 195 E. Argyle St.
Valley Stream, N.Y.

We'd rather it had everyone *buying* it, Billy, but if they just wanna dig, that's their business!

—We give up! We can't resist your appeals, threats, and commands any longer! We may crack under the strain, but we're going to publish X-MEN and DAREDEVIL every thirty days from now on! That's right—they'll both be *monthly* Marvel Masterworks, starting next ish! That means *all* our super-titles, (including SGT. FURY) are now *monthlies!* Who says this isn't the mighty Marvel Age?

Dear Stan and Steve,

You think Spidey has troubles! I've just noticed that Peter Parker has never had a summer vacation. What's the matter? Does New York use a nine month calendar or something? Or does the Torch use all of Spidey's vacations! He is usually out of school, and don't tell me all the F.F.'s adventures happen on Saturday and Sunday! It seems that every June, July and August issue of Spidey should have him out of school and on summer vacation. By the way, when is the Torch going to enroll in college? He's at least 19 years old, so, come on, let's get with it!

Woody Walker, U.K. Comm. R.G.N.
APO, New York, N.Y. 09125

Gosh, Woody, why ask *us*? We'll pass your letter along to the FANTASTIC FOUR and let them wrestle with it! We have enough trouble answering questions about SPIDEY!

Dear Stan and Steve,

While the cover of issue #27 wasn't the best, the title was certainly the weirdest. "Bring Back My Goblin to Me!" was way out, and so far out that I think I like it. Notice that I say I think I like it—I'm still not positive. Anyhow, it was original. Beyond that there were some fine points about this issue that make it another winner for that neighborhood web-spinner, Spidey. The police were allowed a certain amount of action, a novel touch, and that panel of page 4 where Spidey breaks his chains is a Ditko masterpiece. This bit about his suit shrinking was good, and the chase after the Crime-Master was nicely done. Perhaps one of the best touches was the continuity of the characters and the mystery that it involved. I liked the original thought that Spidey had when he learned who the Crime-Master was—"It's kinda funny—in real life, when a villain is unmasked, he isn't always the butler, or the one you suspected! Sometimes he's a man you didn't even know!" This is realism as only Marvel Comics presents it, and it was a nice touch just as the identity of Foswell was. Page 19 was a nice, homey piece of material which always makes Peter Parker seem like a real person. Many scholars probe over the writing of Conan Doyle to figure out the dates of Sherlock Holmes adventures, but I think in 100 years some scholar will set down a list on the life of Spider-Man and of the Fantastic Four. I do think we ought to find out who the Green Goblin is. It's not like Marvel to drag things out beyond the limit. One other nice thing about this tale was the ending, and the part which read—"We leave you with this thought—isn't there just a little of Peter Parker in all of us?" Sentimental, perhaps, but a nice touch which leaves this reader with a good feeling.

Donald McGregor, 35 Sophia Drive
W. Warwick, R. I.

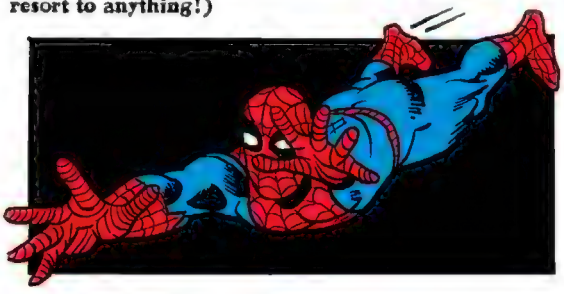
Then we've got that in common, Don—because your letter left us with the same good feeling. Thanks, pal.

Dear Stan and Steve,

Hey, you guys! What are you trying to do to all of us loyal fans? Slow down—you're going to drive us into bankruptcy! Lower your prices or slow down. First, you have the M.M.M.S. and that costs us a dollar. Next, you have the T-shirts and they cost $1.50 each. Now you have the stationery which is $1.00 a set. You're getting richer and we're getting poorer. Slow down!

Mike Holt, 1324 Fair Park Blvd.
Little Rock, Ark.

It's contest time again! We'll award an eight-cylinder, low-mileage, 1965 no-prize to the reader who sends us the best answer to mercenary Mike's letter! (It may be the coward's way out, but when we're stumped, we'll resort to anything!)



Dear Stan and Steve,

"Bring Back My Goblin to Me" was definitely not what I expected, for several reasons. 1) The Crime-Master was somebody I don't even know—I know this is more realistic, but it's not what I wanted. 2) Why couldn't it be J.J.J.? He hasn't been playing a major role lately—a little while in jail would help him. 3) It has been 13 months since the Goblin was introduced and we still don't know who he is. Here's an earth-shattering idea: Spidey has had the same costume since he gained his powers, and it's getting a little boring. You should keep the same design, which is perfect, but change the colors. Green for the red, and yellow for the blue, would be much flashier and offer a change.

Ken Jacobs, 1157 E. Hortter
Philadelphia, Pa. 19150

Aww, c'mon Ken! It took us all these years to get our cavortin' coloring department to memorize the colors on the costume Spidey wears *now!* We couldn't stand the strain of having to teach 'em all over again! (Wanna know an inside secret? Our whole coloring "department" consists of one sleepy guy named Stan G., who also moonlights by drawing MILLIE THE MODEL when no one's looking!)

Dear Stan and Steve,

The thing I like best about Marvel Pop Art Productions is the logical and realistic way the stories end. For instance, in SPIDER-MAN #27 Spidey learned that in real life a villain isn't always someone you know. The art in THOR #119 was unsurpassed by any Thor you've ever produced. When the temple blew up on page 12, I thought it was going to hit me! But, how could that one little hammer blow destroy the whole temple?? Recently, some of my fellow students and I formed a Spider-Man fan club, and guess who our first charter member was? My English teacher! We presented a certificate to her after our final exam, and was she pleased! By the way, congrats on the cover of SPIDER-MAN #28—it was a real work of art!

Robert Chandler, 2213 Ridgewood Drive
Gastonia, No. Car.

And wotta ya think the *other* covers are—hamfat? Nice hearing from you, Bobby boy, and if you'll send us your English teacher's name, we'll see that she gets a complimentary kit of our swingin' stationery. (And don't worry—we won't charge it to *you!*)

Dear Stan and Steve,

I would like to tell the fan who questioned it why Spidey is alternating in his popularity. Wouldn't it be dull if in every issue he was liked, always getting cheers, like the barber who's never wrong? But wouldn't it be dull, also, if he was always hated, like a big fat jerk who never does anything right? Whassamatter with a little change?! Me, I get sick of these super-heroes who are always liked and can do no wrong, but Spidey is a refreshing difference. For once here's a super-hero who's changeable! I've got a problem that bugs me every time I read a Spidey mag. When you picture Peter Parker, he has a crew-cut that makes his head look square, and the question is how does he get such a square head into such a round costume? I mean, really now, it seems odd. If he were Mr. Fantastic I could understand, but Spidey's head isn't compressible, now is it? Well, enough of this. Spidey and his mag are my favorites which is more than I've said in the whole other part of my letter,

K. Krauss, 689 N. 6th Ave.
Hillsboro, Oregon

We'll leave your question to some of our other rabid readers to answer for you, K.K.! But, *we've* got an urgent query for *you!* Who is that barber you referred to? The one whom everyone cheers because he's never wrong? He must be a Brand X character—*we* don't remember using him!

Dear Stan and Steve,

Issues #26 and #27 of Spidey were great! How you guys think 'em up I'll never know! I think the element of mystery does a lot for any mag. The art was exceptionally good. The "bang bang-you're dead-I quit" plot is o.k., but the "bang bang-you're dead-let's figure how it happened" plot is better. I shouldn't write a complimentary letter to you guys because it'll go to your head. It's hard to find something wrong, but I'll try—if you're thinking of having Spider-Man join a team—forget it! It would cramp his style. He's a lone wolf and you know it! No teams are good enough—no offense to your other teams, of course—and I hope other readers agree with me.

Jerry Weber, 521 Carey St.
Lansing 15, Mich.

Why do so many letter writers hope that other readers will agree with 'em, Jer? Look at ol' Stan—nobody's agreed with him in years! Mebbe it's because no one can ever figure out what he's saying! Whenever he talks, it sounds like the clicking of typewriter keys! *Hey!* Maybe it *is* typewriter keys!

—Next ish we've got a real zingy surprise waiting for you! The identity of the Master Planner will be one of the sensations of the season! And, if *action* is what you're after —'Nuff said! So don't let us catch you napping in your web when SPIDER-MAN #32 goes on sale! We're producing it just for you! (—And Irving Forbush!)

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
32 JAN
IND.
WITH HIS AUNT MAY GRAVELY ILL IN THE HOSPITAL, SPIDER-MAN FIGHTS AS NEVER BEFORE!
"MAN ON A RAMPAGE!"

THE AMAZING SPIDER-MAN!

PREPARE YOURSELF FOR A STARTLING SURPRISE! YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS MOST POWERFUL FORMER FOES, AS THE TEEN-AGE WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY TICK OF THE CLOCK BRINGING HIM CLOSER TO -- *DEFEAT!*

UNDER THE SEA IT STANDS--THE HIDDEN HEADQUARTERS OF THE *MASTER PLANNER*, WHOSE BAND OF STRANGELY-GARBED CRIMINALS WE MET LAST ISH! LET'S LISTEN IN...

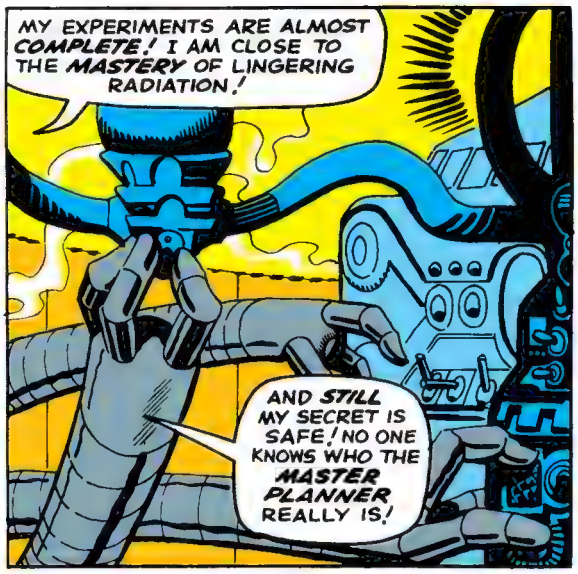
AM I *ALWAYS* TO BE PLAGUED BY THAT SNIVELLING *SPIDER-MAN?!!* IF NOT FOR HIS ACCURSED INTERFERENCE*, I WOULD NOW POSSESS THE RADIO-ACTIVE MATERIAL I SO DESPERATELY NEED!

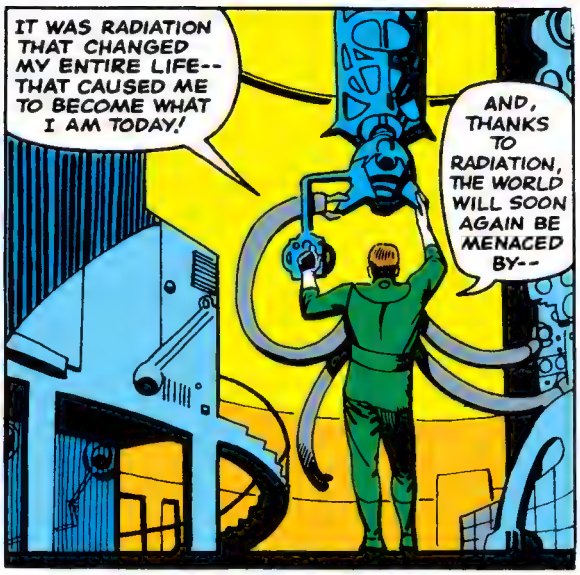
BUT, HE'LL NEVER RUIN MY PLANS *AGAIN!* HIS *NEXT* ATTEMPT WILL BE HIS *LAST!*

*SHOWN, IN ALL ITS GLORY, LAST ISH! REMEMBER?--*STAN.*

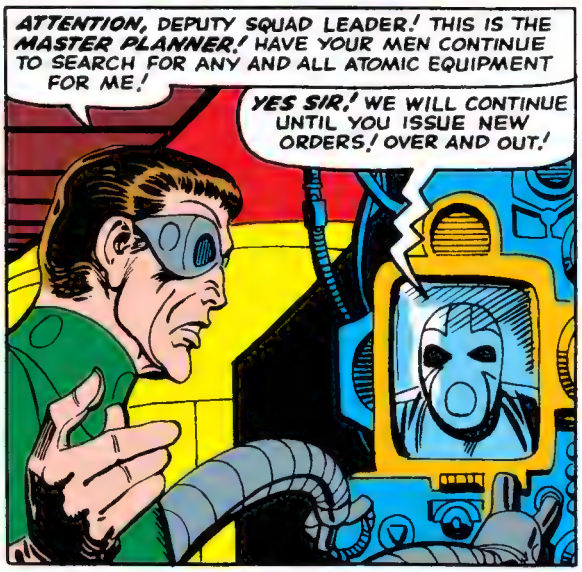
"MAN ON A RAMPAGE!"

SCRIPT & EDITING BY:
STAN LEE
PLOT & ILLUSTRATION BY:
STEVE DITKO
LETTERING & KIBITZING BY:
ARTIE SIMEK

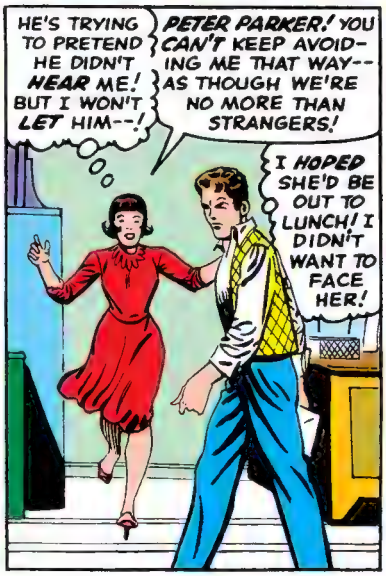

MY EXPERIMENTS ARE ALMOST COMPLETE! I AM CLOSE TO THE MASTERY OF LINGERING RADIATION!
AND STILL MY SECRET IS SAFE! NO ONE KNOWS WHO THE MASTER PLANNER REALLY IS!

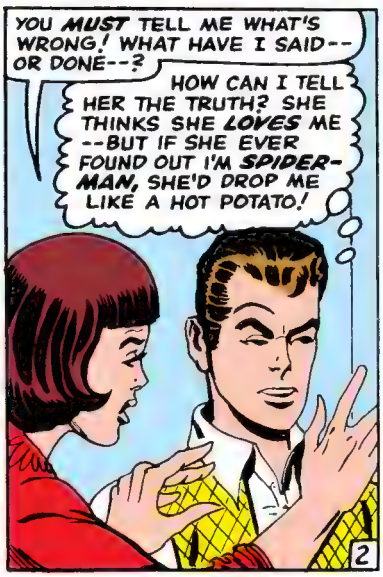

IT WAS RADIATION THAT CHANGED MY ENTIRE LIFE-- THAT CAUSED ME TO BECOME WHAT I AM TODAY!
AND, THANKS TO RADIATION, THE WORLD WILL SOON AGAIN BE MENACED BY--

DR. OCTOPUS, ONE OF THE MOST POWERFUL, MOST FEARED HUMAN BEINGS ALIVE!
AND, IF I CAN LEARN TO CONTROL RADIATION, THERE IS NO LIMIT TO THE ADDITIONAL POWERS I COULD GAIN FOR MYSELF--AND FOR ANY OTHERS I MAY CHOOSE!

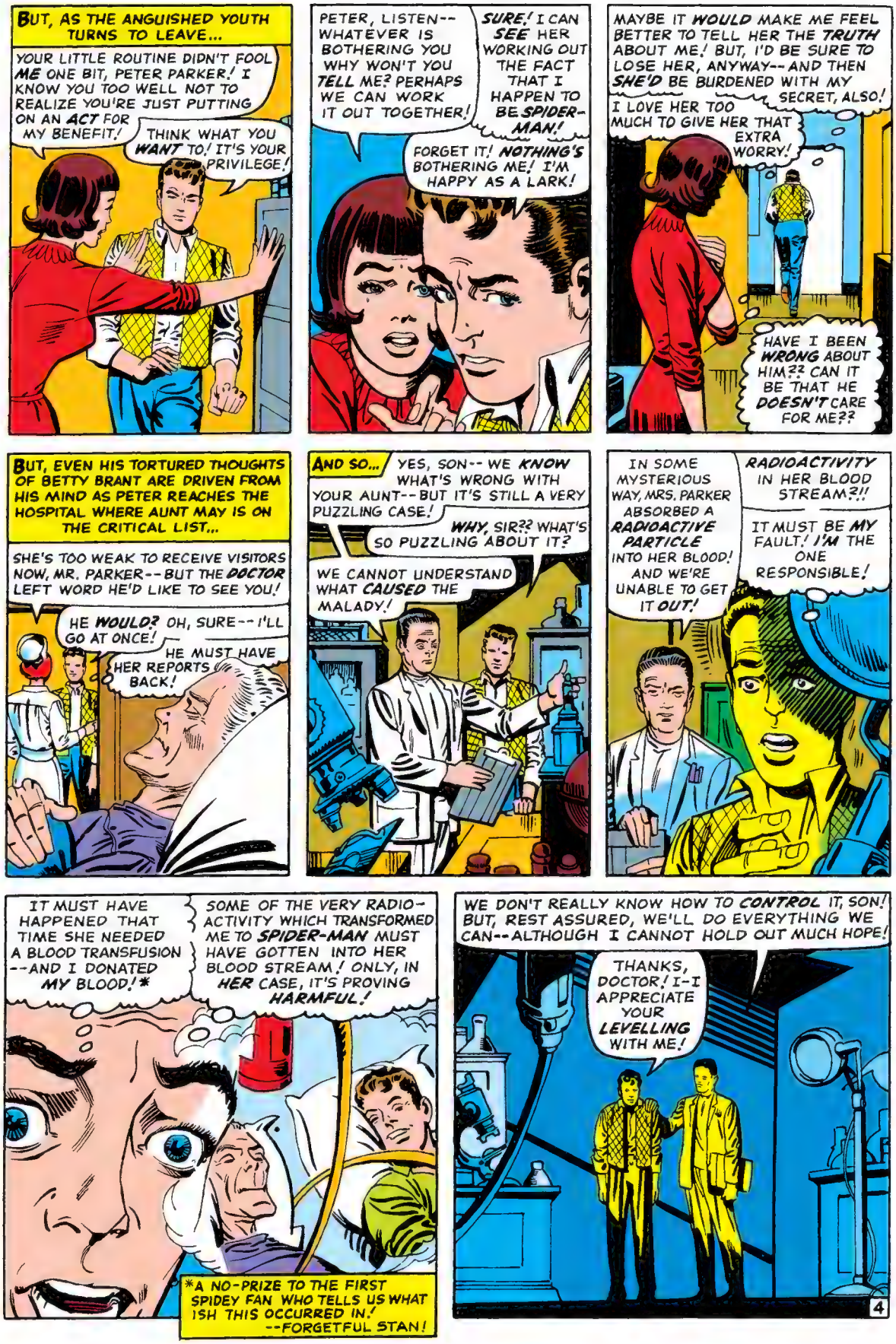

ATTENTION, DEPUTY SQUAD LEADER! THIS IS THE MASTER PLANNER! HAVE YOUR MEN CONTINUE TO SEARCH FOR ANY AND ALL ATOMIC EQUIPMENT FOR ME!
YES SIR! WE WILL CONTINUE UNTIL YOU ISSUE NEW ORDERS! OVER AND OUT!

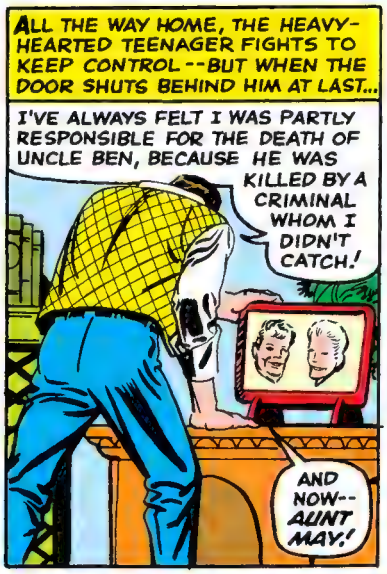
WHILE, ON THE SURFACE, AS PETER PARKER WALKS THRU THE PRESS ROOM OF THE DAILY BUGLE...
I WAS HOPING PETER WOULD SHOW UP! I SIMPLY HAVE TO SPEAK TO HIM!
PETER! WAIT A MOMENT! I WANT TO TALK TO YOU!


HE'S TRYING TO PRETEND HE DIDN'T HEAR ME! BUT I WON'T LET HIM--!
PETER PARKER! YOU CAN'T KEEP AVOIDING ME THAT WAY-- AS THOUGH WE'RE NO MORE THAN STRANGERS!
I HOPED SHE'D BE OUT TO LUNCH! I DIDN'T WANT TO FACE HER!

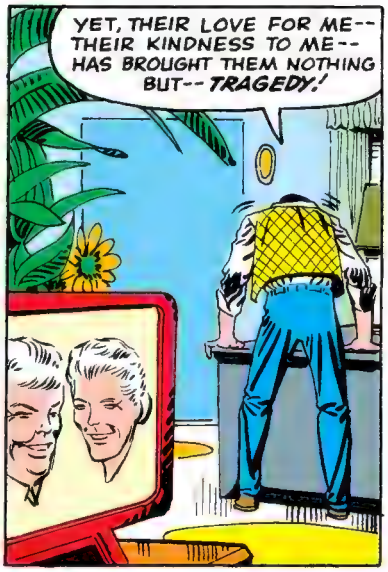

YOU MUST TELL ME WHAT'S WRONG! WHAT HAVE I SAID-- OR DONE--?
HOW CAN I TELL HER THE TRUTH? SHE THINKS SHE LOVES ME --BUT IF SHE EVER FOUND OUT I'M SPIDER-MAN, SHE'D DROP ME LIKE A HOT POTATO!

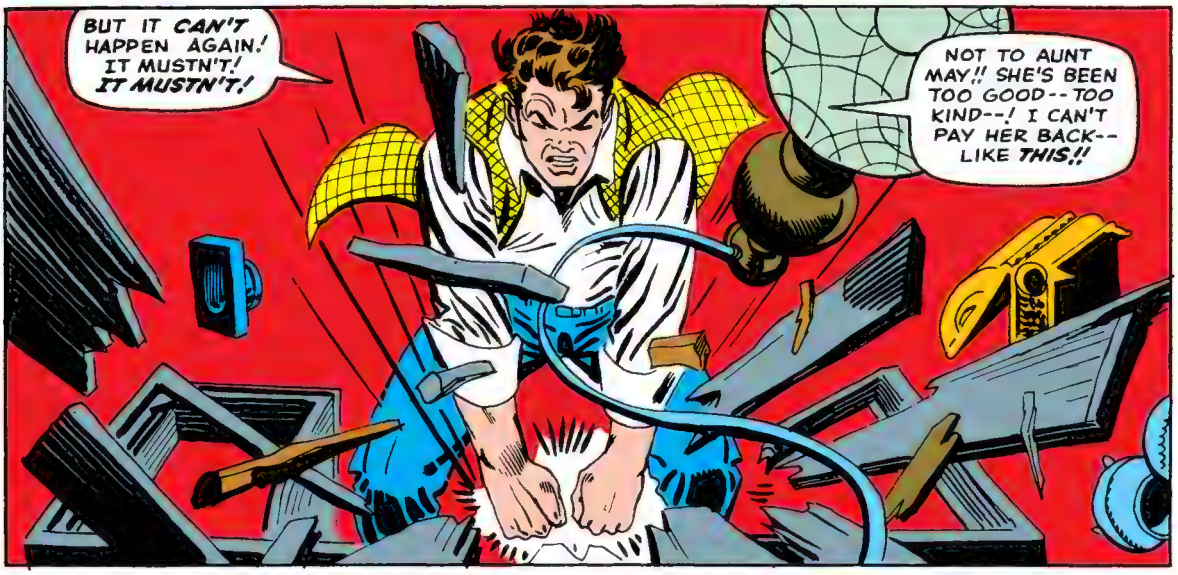
AND THEN, NED LEEDS, THE YOUNG REPORTER WHO HAS ASKED BETTY BRANT TO MARRY HIM, ENTERS THE SCENE...
PETER, YOU'RE NOT BEING FAIR TO BETTY! SHE DESERVES AN ANSWER FROM YOU!
NED, PLEASE DON'T INTERFERE!
NOW'S MY CHANCE TO MAKE HER ANGRY AT ME!
BUTT OUT, CREEP! I DON'T OWE BETTY ANYTHING! WE HAD A FEW LAUGHS TOGETHER, THAT'S ALL! MAYBE I'VE OUTGROWN HER!
PETER--!
WHAT'S GOTTEN INTO YOU, FELLA? YOU SOUND-- DIFFERENT!
IT'S EASY FOR HIM TO BE CALM! HE DOESN'T LOVE A GIRL WHO'D HATE HIM IF SHE LEARNED ABOUT HIS SECRET IDENTITY!
I'VE GOT TO MAKE HER HATE ME! A CLEAN BREAK IS THE BEST THING FOR ALL OF US!
LOOK, PARKER, WHY DON'T WE TALK THIS OVER CALMLY?
HANDS OFF, LEEDS! I'VE MORE IMPORTANT THINGS TO DO!
BUT YOU KNOW HOW I FEEL ABOUT BETTY! IF YOU'RE NOT INTERESTED, WHY DON'T YOU JUST SAY SO, AND--
PETER! STOP IT!
I'M SICK OF PEOPLE TRYING TO TELL ME WHAT TO DO! NOW GET LOST!
UHHHH!
THUMP!
AND, ON THE OTHER SIDE OF THE DOOR, WE FIND...
WHAT IN BLAZES IS GOING ON OUT THERE??!
THUMP!
SORRY, MR. JAMESON! I GUESS I JUST GOT CARRIED AWAY!
PARKER! I NEVER THOUGHT OF YOU AS THE VIOLENT TYPE! WHAT ARE YOU DOING HERE, ANYWAY?
I -EH- BROUGHT YOU SOME NEWS PHOTOS!
THAT'S THAT! BETTY MUST DESPISE ME NOW! NEVER KNOWING HOW MUCH I REALLY LOVE HER-- OR HOW MUCH TOUGHER THIS IS FOR ME!
AFTER ALL, SHE'LL PROBABLY END UP MARRYING NED AND FORGET ABOUT ME!
BUT, I'LL CARRY A TORCH-- FOREVER!
ALL RIGHT-- LET'S SEE THE PHOTOS!
YOU CALL THESE NEWS PHOTOS?? JUST A FEW SHOTS OF SOME STRIKERS PICKETING A DEPARTMENT STORE! YOU'RE SLIPPING, PARKER!
I KNOW IT! WITH AUNT MAY IN THE HOSPITAL, I HAVEN'T BEEN ABLE TO DO ANYTHING RIGHT!
CAN'T USE 'EM! DON'T WASTE MY TIME UNLESS YOU HAVE SOMETHING GOOD!
YOU OLD SKIN-FLINT! YOU'VE FORGOTTEN ALL THE GREAT EXCLUSIVES I GAVE YOU IN THE PAST!
DON'T JUST STAND THERE! THIS ISN'T VISITORS' DAY! GOODBYE!


BUT, AS THE ANGUISHED YOUTH TURNS TO LEAVE...
YOUR LITTLE ROUTINE DIDN'T FOOL ME ONE BIT, PETER PARKER! I KNOW YOU TOO WELL NOT TO REALIZE YOU'RE JUST PUTTING ON AN ACT FOR MY BENEFIT!
THINK WHAT YOU WANT TO! IT'S YOUR PRIVILEGE!
PETER, LISTEN-- WHATEVER IS BOTHERING YOU WHY WON'T YOU TELL ME? PERHAPS WE CAN WORK IT OUT TOGETHER!
SURE! I CAN SEE HER WORKING OUT THE FACT THAT I HAPPEN TO BE SPIDER-MAN!
FORGET IT! NOTHING'S BOTHERING ME! I'M HAPPY AS A LARK!
MAYBE IT WOULD MAKE ME FEEL BETTER TO TELL HER THE TRUTH ABOUT ME! BUT, I'D BE SURE TO LOSE HER, ANYWAY-- AND THEN SHE'D BE BURDENED WITH MY SECRET, ALSO!
I LOVE HER TOO MUCH TO GIVE HER THAT EXTRA WORRY!
HAVE I BEEN WRONG ABOUT HIM?? CAN IT BE THAT HE DOESN'T CARE FOR ME??
BUT, EVEN HIS TORTURED THOUGHTS OF BETTY BRANT ARE DRIVEN FROM HIS MIND AS PETER REACHES THE HOSPITAL WHERE AUNT MAY IS ON THE CRITICAL LIST...
SHE'S TOO WEAK TO RECEIVE VISITORS NOW, MR. PARKER-- BUT THE DOCTOR LEFT WORD HE'D LIKE TO SEE YOU!
HE WOULD? OH, SURE-- I'LL GO AT ONCE!
HE MUST HAVE HER REPORTS BACK!
AND SO...
YES, SON-- WE KNOW WHAT'S WRONG WITH YOUR AUNT-- BUT IT'S STILL A VERY PUZZLING CASE!
WHY, SIR?? WHAT'S SO PUZZLING ABOUT IT?
WE CANNOT UNDERSTAND WHAT CAUSED THE MALADY!
IN SOME MYSTERIOUS WAY, MRS. PARKER ABSORBED A RADIOACTIVE PARTICLE INTO HER BLOOD! AND WE'RE UNABLE TO GET IT OUT!
RADIOACTIVITY IN HER BLOOD STREAM?!!
IT MUST BE MY FAULT! I'M THE ONE RESPONSIBLE!
IT MUST HAVE HAPPENED THAT TIME SHE NEEDED A BLOOD TRANSFUSION --AND I DONATED MY BLOOD!*
SOME OF THE VERY RADIO-ACTIVITY WHICH TRANSFORMED ME TO SPIDER-MAN MUST HAVE GOTTEN INTO HER BLOOD STREAM! ONLY, IN HER CASE, IT'S PROVING HARMFUL!
*A NO-PRIZE TO THE FIRST SPIDEY FAN WHO TELLS US WHAT ISH THIS OCCURRED IN! --FORGETFUL STAN!
WE DON'T REALLY KNOW HOW TO CONTROL IT, SON! BUT, REST ASSURED, WE'LL DO EVERYTHING WE CAN--ALTHOUGH I CANNOT HOLD OUT MUCH HOPE!
THANKS, DOCTOR! I-I APPRECIATE YOUR LEVELLING WITH ME!

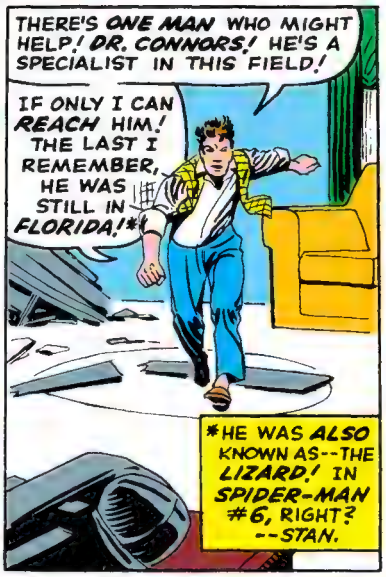

ALL THE WAY HOME, THE HEAVY-HEARTED TEENAGER FIGHTS TO KEEP CONTROL--BUT WHEN THE DOOR SHUTS BEHIND HIM AT LAST...
I'VE ALWAYS FELT I WAS PARTLY RESPONSIBLE FOR THE DEATH OF UNCLE BEN, BECAUSE HE WAS KILLED BY A CRIMINAL WHOM I DIDN'T CATCH!
AND NOW--AUNT MAY!

THE TWO PEOPLE I'VE LOVED MOST IN THE WORLD--WHO WERE LIKE MY OWN FATHER AND MOTHER TO ME--!

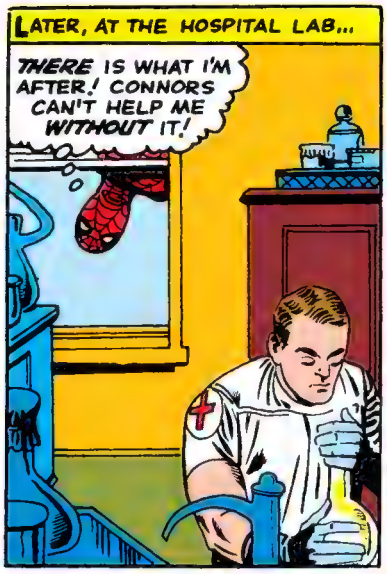

YET, THEIR LOVE FOR ME--THEIR KINDNESS TO ME--HAS BROUGHT THEM NOTHING BUT--TRAGEDY!

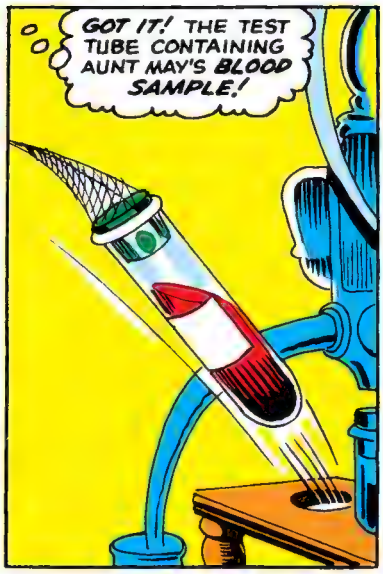

BUT IT CAN'T HAPPEN AGAIN! IT MUSTN'T! IT MUSTN'T!
NOT TO AUNT MAY!! SHE'S BEEN TOO GOOD--TOO KIND--! I CAN'T PAY HER BACK--LIKE THIS!!

THERE MUST BE SOME WAY TO SAVE HER! THERE MUST BE! AND, I'LL FIND IT! SOMEWHERE SOMEHOW--I'LL FIND IT!
NO MATTER WHAT THE COST--I'LL SAVE HER!

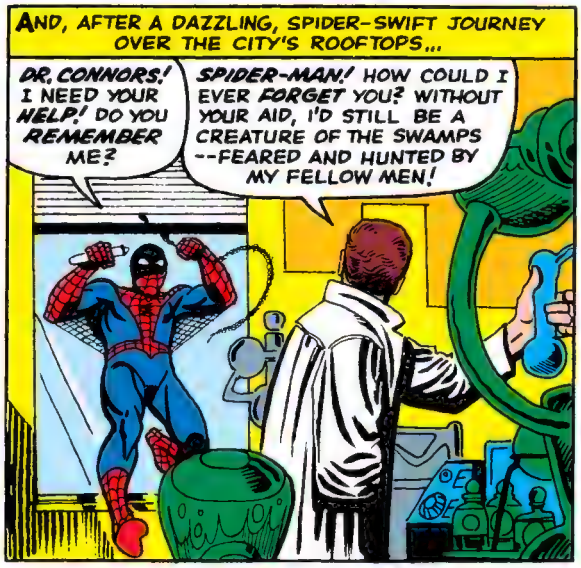

THERE'S ONE MAN WHO MIGHT HELP! DR. CONNORS! HE'S A SPECIALIST IN THIS FIELD!
IF ONLY I CAN REACH HIM! THE LAST I REMEMBER, HE WAS STILL IN FLORIDA!*
*HE WAS ALSO KNOWN AS--THE LIZARD! IN SPIDER-MAN #6, RIGHT? --STAN.

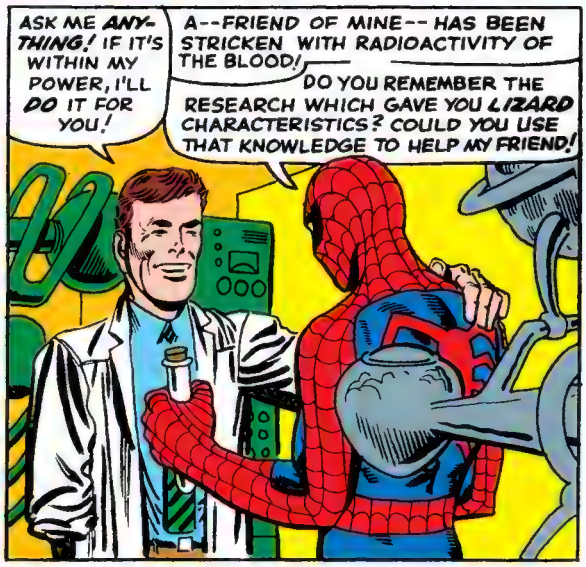
PHONE CALL FOLLOWS PHONE CALL IN A FRANTIC, FRENZIED SERIES, UNTIL...
WHAT'S THAT? HE MOVED! BUT, YOU HAVE A FORWARDING ADDRESS--!
WHAT IS IT? EVERY MINUTE COUNTS!
IN NEW YORK!! WHERE--??!


LATER, AT THE HOSPITAL LAB...
THERE IS WHAT I'M AFTER! CONNORS CAN'T HELP ME WITHOUT IT!

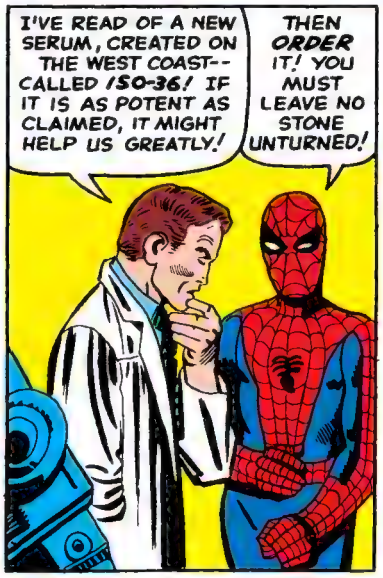

GOT IT! THE TEST TUBE CONTAINING AUNT MAY'S BLOOD SAMPLE!

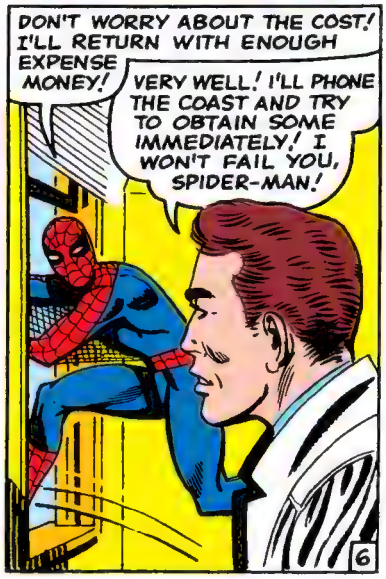
NOW TO RUSH IT TO DOCTOR CONNORS AS FAST AS POSSIBLE!


AND, AFTER A DAZZLING, SPIDER-SWIFT JOURNEY OVER THE CITY'S ROOFTOPS...
DR. CONNORS! I NEED YOUR HELP! DO YOU REMEMBER ME?
SPIDER-MAN! HOW COULD I EVER FORGET YOU? WITHOUT YOUR AID, I'D STILL BE A CREATURE OF THE SWAMPS --FEARED AND HUNTED BY MY FELLOW MEN!

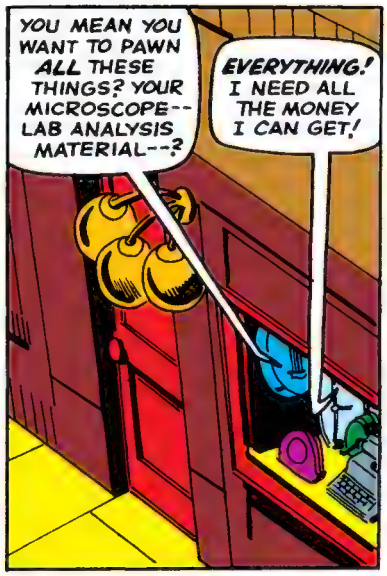

ASK ME ANYTHING! IF IT'S WITHIN MY POWER, I'LL DO IT FOR YOU!
A--FRIEND OF MINE-- HAS BEEN STRICKEN WITH RADIOACTIVITY OF THE BLOOD!
DO YOU REMEMBER THE RESEARCH WHICH GAVE YOU LIZARD CHARACTERISTICS? COULD YOU USE THAT KNOWLEDGE TO HELP MY FRIEND!

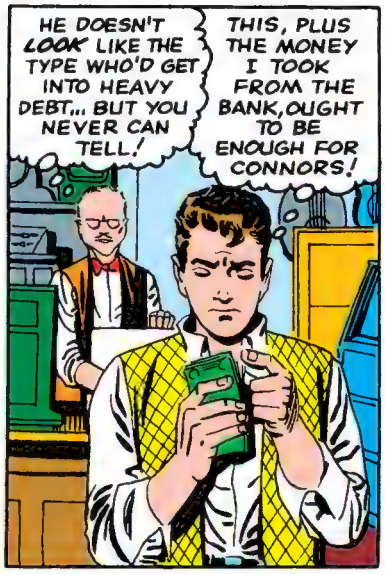
I CANNOT PROMISE YOU SUCCESS! THERE IS STILL SO MUCH SCIENCE DOESN'T KNOW!
BUT-- YOU'LL TRY!??
OF COURSE I WILL!


I'VE READ OF A NEW SERUM, CREATED ON THE WEST COAST-- CALLED 150-36! IF IT IS AS POTENT AS CLAIMED, IT MIGHT HELP US GREATLY!
THEN ORDER IT! YOU MUST LEAVE NO STONE UNTURNED!


DON'T WORRY ABOUT THE COST! I'LL RETURN WITH ENOUGH EXPENSE MONEY!
VERY WELL! I'LL PHONE THE COAST AND TRY TO OBTAIN SOME IMMEDIATELY! I WON'T FAIL YOU, SPIDER-MAN!

MINUTES LATER...
THIS IS EVERYTHING I OWN THAT MIGHT BE OF VALUE! ALL THE SCIENTIFIC EQUIPMENT I'VE WORKED SO HARD TO BUY...!
BUT, IF IT'LL HELP SAVE AUNT MAY-- IT'S WORTH IT!

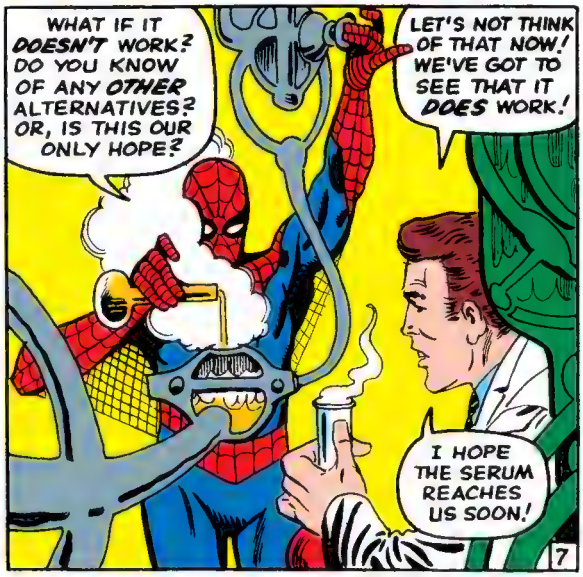

YOU MEAN YOU WANT TO PAWN ALL THESE THINGS? YOUR MICROSCOPE-- LAB ANALYSIS MATERIAL--?
EVERYTHING! I NEED ALL THE MONEY I CAN GET!


HE DOESN'T LOOK LIKE THE TYPE WHO'D GET INTO HEAVY DEBT... BUT YOU NEVER CAN TELL!
THIS, PLUS THE MONEY I TOOK FROM THE BANK, OUGHT TO BE ENOUGH FOR CONNORS!

AND SO...
I'VE GOT THE MONEY! WERE YOU ABLE TO ORDER THE ISO-36?
YES! IT'S BEING FLOWN OUT HERE ON A SPECIAL SHIPMENT! ALL THEY HAD IN STOCK!

NOW LET ME HELP YOU WITH THE LABORATORY PART OF YOUR WORK! I KNOW THERE'S A LOT OF PREPARATION NEEDED, FOR WHEN THE SERUM ARRIVES!
YOU HANDLE THAT APPARATUS LIKE A PRO! I SUSPECT YOU'RE NOT A FULL-TIME SPIDER-MAN!

WELL, I'VE HAD SOME LITTLE TRAINING IN SCIENCE! BUT IT'S GOING TO TAKE YOUR SKILL TO SAVE MY-- -EH- --MY FRIEND!
WITH LUCK, WHEN THE SERUM ARRIVES, WE MIGHT BE ABLE TO NEUTRALIZE OR ELIMINATE THE BLOOD DETERIORATION!


WHAT IF IT DOESN'T WORK? DO YOU KNOW OF ANY OTHER ALTERNATIVES? OR, IS THIS OUR ONLY HOPE?
LET'S NOT THINK OF THAT NOW! WE'VE GOT TO SEE THAT IT DOES WORK!
I HOPE THE SERUM REACHES US SOON!

MEANWHILE, AT THE HIDDEN HEADQUARTERS OF DR. OCTOPUS, ALIAS THE MASTER PLANNER...
GOOD NEWS! WE JUST LEARNED OF A SHIPMENT OF ISO-36 ARRIVING FROM THE WEST COAST!
IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH! WHAT A STROKE OF LUCK!

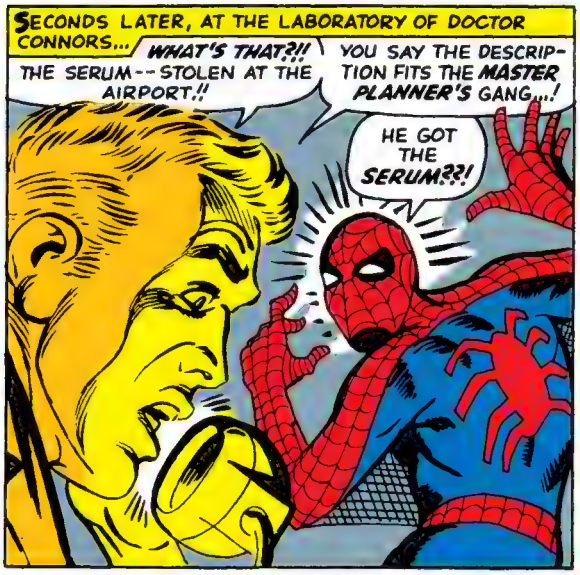
USE EVERY AVAILABLE MAN! DON'T LET ANYTHING STOP YOU! I MUST HAVE THAT SERUM!
EVERYTHING IS ARRANGED! WE WILL NOT FAIL!

I HEARD OF ISO-36 SOME MONTHS AGO, WHEN IT WAS MERELY IN THE DEVELOPMENT STAGE! IT COULD BE THE ONE VITAL KEY TO MY EXPERIMENTS!
AND FATE IS PLACING IT WITHIN MY GRASP!

LATER THAT DAY, AFTER THE LANDING OF A CROSS-COUNTRY JET...
DR. CONNORS MUST WANT THIS SERUM PRETTY BAD TO PAY SUCH A HIGH PREMIUM PRICE FOR ITS DELIVERY!

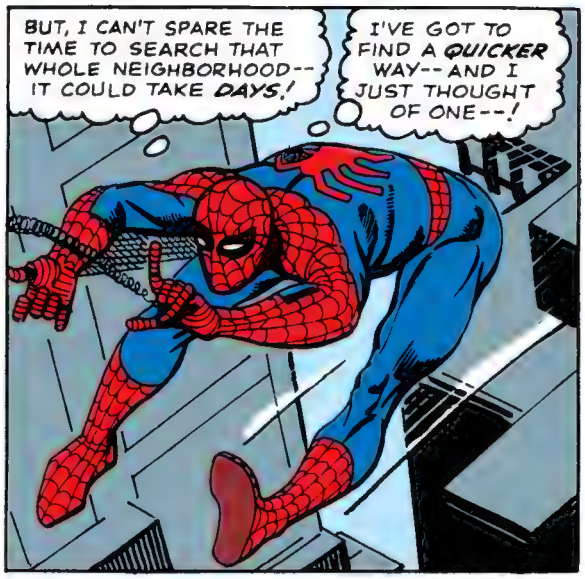
THOK!
WE'LL TAKE THAT!
GOOD WORK! I GOT IT!

NOW, LET'S GET OUT OF HERE-- WHILE WE CAN!
NO! NO! COME BACK! YOU MUSTN'T--!

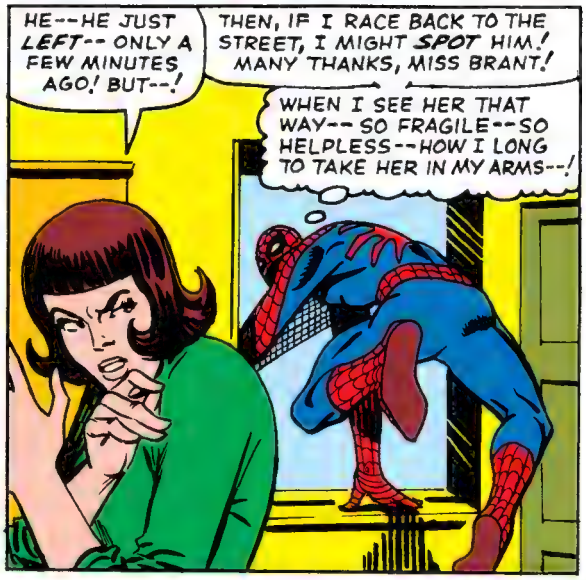

SECONDS LATER, AT THE LABORATORY OF DOCTOR CONNORS...
WHAT'S THAT?!! THE SERUM--STOLEN AT THE AIRPORT!!
YOU SAY THE DESCRIPTION FITS THE MASTER PLANNER'S GANG...!
HE GOT THE SERUM??!

DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE BACK-- WITH THE SERUM!
THIS TIME THE MASTER PLANNER HAS GONE TOO FAR! WHEREVER HE IS-- WHOEVER HE IS-- I'LL GET HIM!
MY MONEY'S ON YOU, MISTER! GOOD LUCK!

EACH OF MY LAST TWO BATTLES WITH THE PLANNER'S GANG WERE IN THE VICINITY OF THE WATERFRONT!
SO HIS HIDEOUT MUST BE SOMEWHERE IN THAT AREA!


BUT, I CAN'T SPARE THE TIME TO SEARCH THAT WHOLE NEIGHBORHOOD--IT COULD TAKE DAYS!
I'VE GOT TO FIND A QUICKER WAY--AND I JUST THOUGHT OF ONE--!

OHHHH--!
I DIDN'T MEAN TO FRIGHTEN BETTY, BUT I CAN'T STOP NOW!
DON'T BE ALARMED! I'M LOOKING FOR FREDERICK FOSWELL!


HE--HE JUST LEFT--ONLY A FEW MINUTES AGO! BUT--!
THEN, IF I RACE BACK TO THE STREET, I MIGHT SPOT HIM! MANY THANKS, MISS BRANT!
WHEN I SEE HER THAT WAY--SO FRAGILE--SO HELPLESS--HOW I LONG TO TAKE HER IN MY ARMS--!

BUT, THIS IS NO TIME TO THINK OF BETTY!
THERE'S THE ONE I'M AFTER--!

LET YOURSELF GO LIMP--DON'T TENSE UP! YOU'RE IN NO DANGER! I WON'T HARM YOU!
SPIDER-MAN! IN BROAD DAYLIGHT!

EVEN THOUGH I FOUGHT YOU YEARS AGO WHEN YOU WERE A GANG BOSS, YOU'VE NOTHING TO FEAR FROM ME NOW, SINCE YOU'VE GONE LEGIT AS A REPORTER FOR THE BUGLE!
BUT I'M AFTER THE MASTER PLANNER, AND YOU PROBABLY STILL HAVE SOME UNDERWORLD CONTACTS THAT MIGHT KNOW WHERE TO FIND HIM! HELP ME, AND I'LL GIVE YOU A SCOOP WHEN I'VE NABBED HIM!

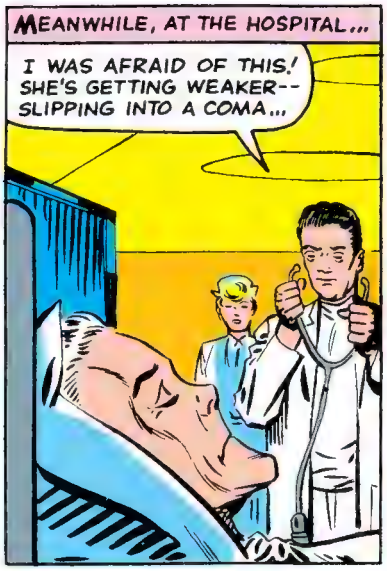
REMEMBER, I CAN BE A GOOD FRIEND--OR A BAD ENEMY! THE CHOICE IS YOURS! I'LL CONTACT YOU LATER!
BUT THIS IS ONLY THE BEGINNING! I'M NOT GONNA TWIDDLE MY THUMBS WAITING FOR FOSWELL TO LEARN SOMETHING!

AND, IN THE HOURS THAT FOLLOW, THE AMAZING CRIMEBUSTER INVADES EVERY UNDERWORLD HAUNT HE CAN FIND...
I WANT INFO ON THE MASTER PLANNER--AND I WANT IT NOW!
CRASH
IT'S SPIDER-MAN! GET 'IM!

I HAVEN'T TIME TO WASTE ON YOU, HEAR? TALK, AND TALK FAST!
LOOK OUT! HE'S FIGHTIN' MAD!
BOK!
WAF

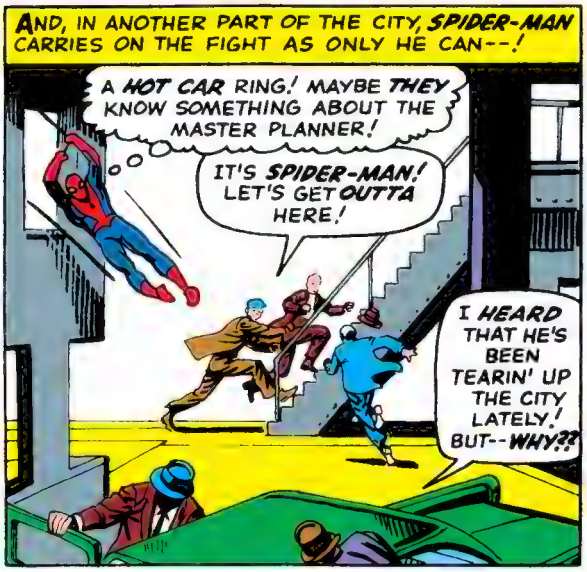
YOU BET I AM--AND I'LL FIND OUT WHAT I WANT TO KNOW IF I HAVE TO TEAR THIS PLACE APART!

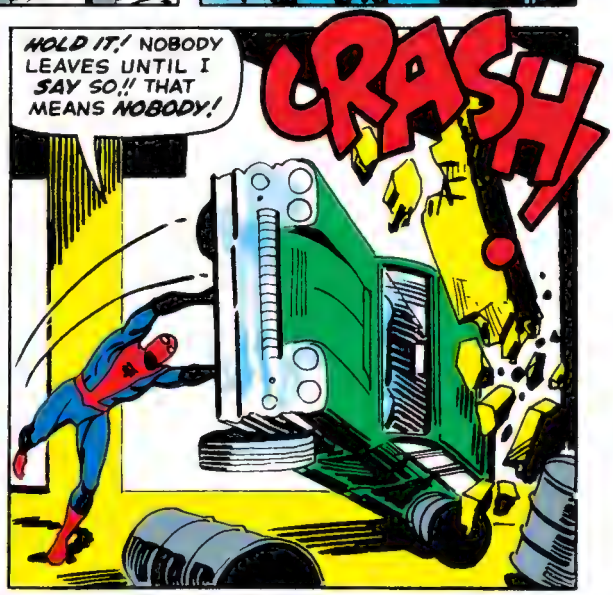
BUT, AS THE HOURS WEAR ON, THE ANSWER IS ALWAYS THE SAME...
HONEST! WE DON'T KNOW WHERE HE IS! ONLY HIS OWN GANG KNOWS HIS HIDEOUT!
HE'S TELLING THE TRUTH! HE'S TOO SCARED TO LIE!
BUT I DON'T DARE GIVE UP! I MUST GET THAT SERUM!

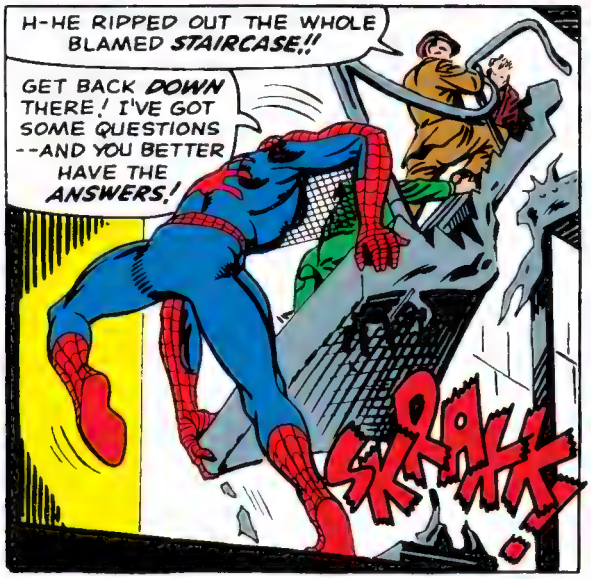

MEANWHILE, AT THE HOSPITAL...
I WAS AFRAID OF THIS! SHE'S GETTING WEAKER-- SLIPPING INTO A COMA...

AND THERE IS NOTHING MORE THAT WE CAN DO FOR HER!

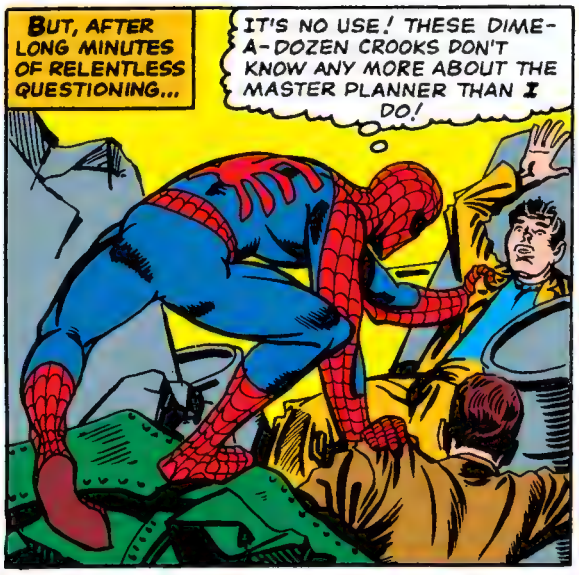
SHE IS PUTTING UP A VALIANT FIGHT-- SHE HAS A TREMENDOUS WILL TO LIVE!
BUT NOW, HER FATE IS IN THE HANDS OF A POWER FAR GREATER THAN OURS!

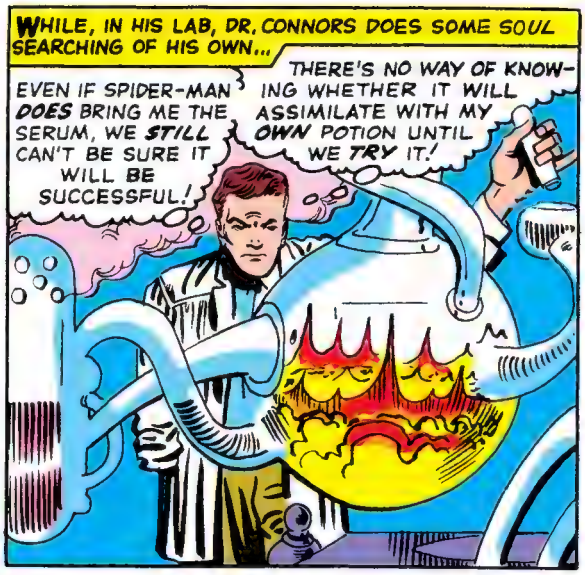

AND, IN ANOTHER PART OF THE CITY, SPIDER-MAN CARRIES ON THE FIGHT AS ONLY HE CAN--!
A HOT CAR RING! MAYBE THEY KNOW SOMETHING ABOUT THE MASTER PLANNER!
IT'S SPIDER-MAN! LET'S GET OUTTA HERE!
I HEARD THAT HE'S BEEN TEARIN' UP THE CITY LATELY! BUT--WHY??


HOLD IT! NOBODY LEAVES UNTIL I SAY SO!! THAT MEANS NOBODY!
CRASH!


H-HE RIPPED OUT THE WHOLE BLAMED STAIRCASE!!
GET BACK DOWN THERE! I'VE GOT SOME QUESTIONS --AND YOU BETTER HAVE THE ANSWERS!
SKRAK!

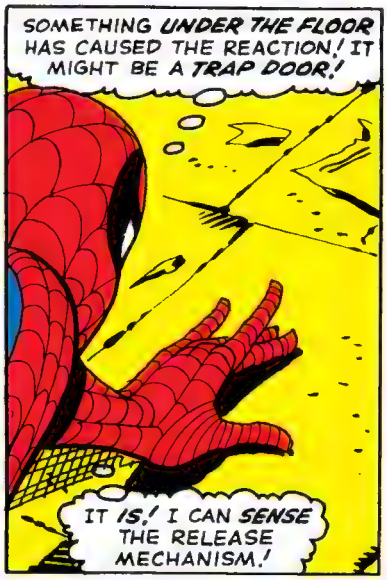
AND DROP THOSE GUNS BEFORE I REALLY GET MAD!! I'M THRU TREATING YOU PUNKS WITH KID GLOVES!
M-MAYBE WE BETTER DO LIKE HE SAYS?!!
I HEAR YA TALKIN', CHARLIE!

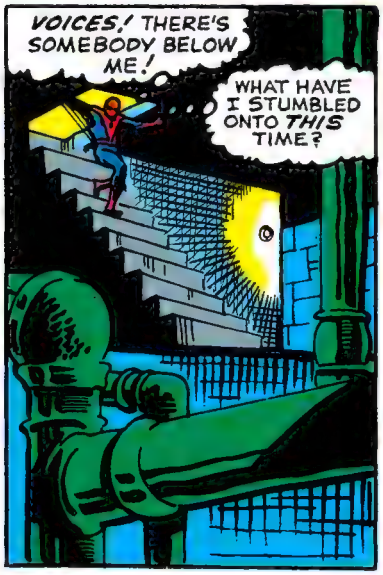

BUT, AFTER LONG MINUTES OF RELENTLESS QUESTIONING...
IT'S NO USE! THESE DIME-A-DOZEN CROOKS DON'T KNOW ANY MORE ABOUT THE MASTER PLANNER THAN I DO!

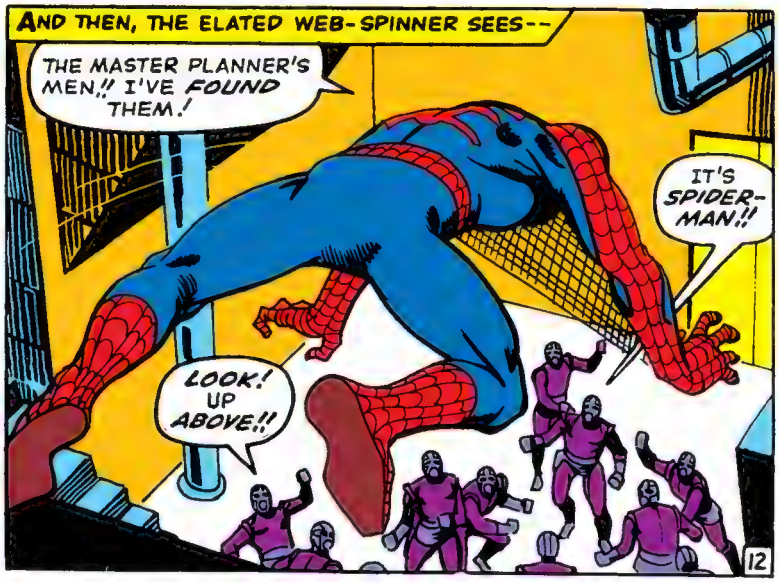

WHILE, IN HIS LAB, DR. CONNORS DOES SOME SOUL SEARCHING OF HIS OWN...
EVEN IF SPIDER-MAN DOES BRING ME THE SERUM, WE STILL CAN'T BE SURE IT WILL BE SUCCESSFUL!
THERE'S NO WAY OF KNOWING WHETHER IT WILL ASSIMILATE WITH MY OWN POTION UNTIL WE TRY IT!

AND SO, THE SECONDS FATEFULLY TICK BY, UNTIL...
BLAST IT! ANOTHER BLIND ALLEY! THIS PLACE IS DESERTED!
I'M RAPIDLY RUNNING OUT OF PLACES TO SEARCH!

NO! WAIT! MY SPIDER SENSE IS REACTING TO SOMETHING--!

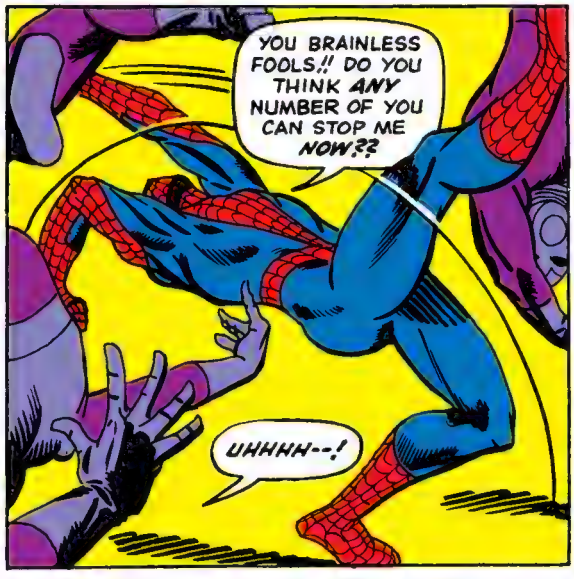

SOMETHING UNDER THE FLOOR HAS CAUSED THE REACTION! IT MIGHT BE A TRAP DOOR!
IT IS! I CAN SENSE THE RELEASE MECHANISM!


VOICES! THERE'S SOMEBODY BELOW ME!
WHAT HAVE I STUMBLED ONTO THIS TIME?


AND THEN, THE ELATED WEB-SPINNER SEES--
THE MASTER PLANNER'S MEN!! I'VE FOUND THEM!
IT'S SPIDER-MAN!!
LOOK! UP ABOVE!!

YOU'RE THE ONES WHO STOLE THE ISO-36! WHERE IS IT? WHERE IS THE SERUM??
THE MAN HAS GONE MAD!

WHAT DO YOU WANT THE SERUM FOR?
WHAT'S THE DIFFERENCE? HE'LL NEVER GET OUT OF HERE ALIVE, ANYWAY!!


YOU BRAINLESS FOOLS!! DO YOU THINK ANY NUMBER OF YOU CAN STOP ME NOW??
UHHHH--!

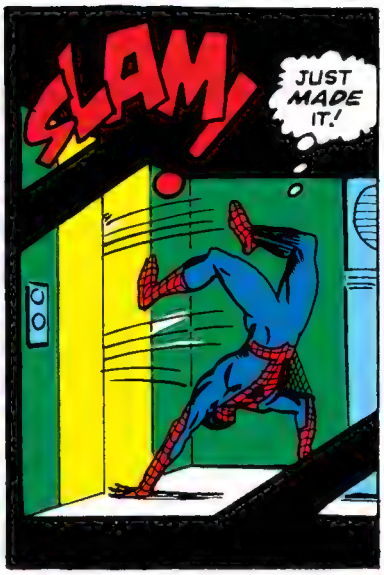
I'LL GET THAT SERUM IF I HAVE TO TAKE THIS WHOLE PLACE APART--AND YOU WITH IT!!
RUSH HIM TOGETHER! WE'VE GOT TO STOP HIM!

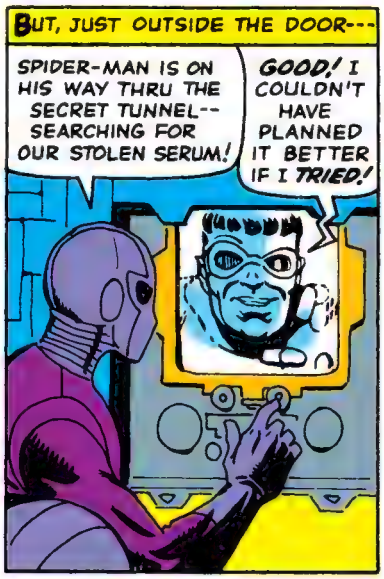
BUT, DESPITE THE OVERWHELMING ODDS AGAINST HIM, SPIDER-MAN'S INCREDIBLE AGILITY SERVES HIM IN GOOD STEAD, TIME AND AGAIN...
WHERE'D HE GO??
HE WAS HERE A SECOND AGO!
ONE THING ABOUT THE PLANNER'S MEN-- THEY DON'T GIVE UP EASY!

BUT, NO MATTER HOW MANY THEY ARE--HOW HARD THEY FIGHT--I'M MORE THAN A MATCH FOR ALL OF THEM!
WE NEED HELP! HE'S TOO STRONG--TOO FAST--! WHAT'LL WE DO?!!

REINFORCEMENTS! ONE OF THEM JUST CAME OUT OF THAT HIDDEN DOOR!
VER-RY INTERESTING--!

THAT MIGHT BE WHERE THEY'VE STASHED AWAY THE SERUM!
I'VE GOT TO GET INSIDE BEFORE THE DOOR CLOSES AGAIN!

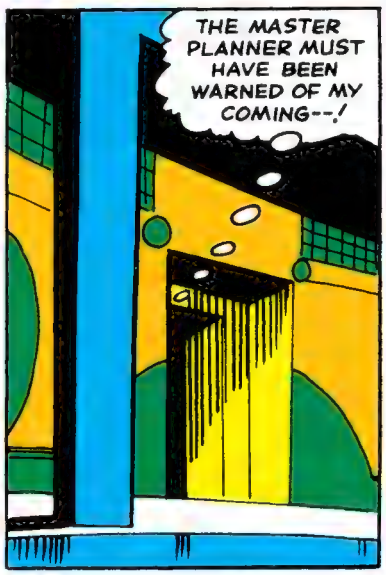

SLAM!
JUST MADE IT!

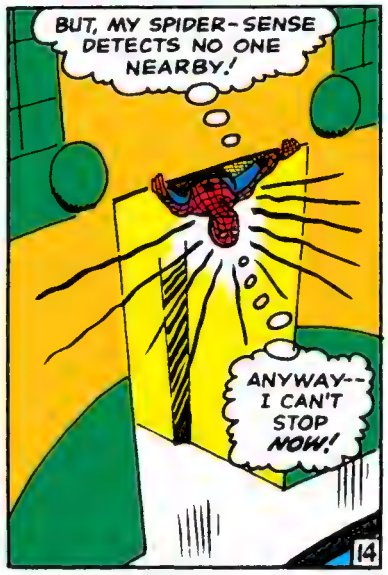

BUT, JUST OUTSIDE THE DOOR---
SPIDER-MAN IS ON HIS WAY THRU THE SECRET TUNNEL-- SEARCHING FOR OUR STOLEN SERUM!
GOOD! I COULDN'T HAVE PLANNED IT BETTER IF I TRIED!

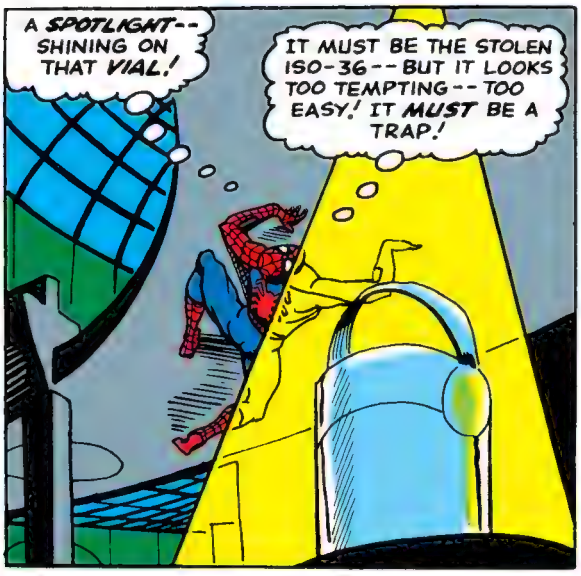
A STROKE OF BLIND LUCK HAS GIVEN ME THE CHANCE TO DISPOSE OF SPIDER-MAN FOREVER!

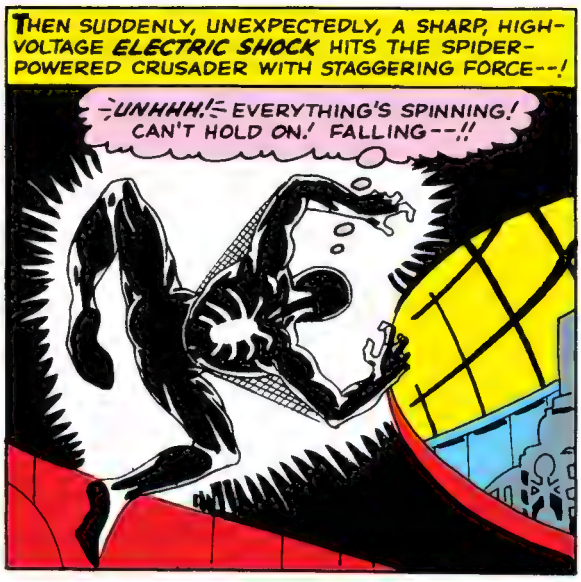
AND, THE VIAL OF ISO-36 WILL SERVE AS BAIT IN THE LITTLE TRAP I SHALL SET FOR HIM!

SILENTLY, STEALTHILY, SPIDEY GETS CLOSER AND CLOSER TO THE HIDDEN UNDERSEA EDIFICE, UNTIL...
THE END OF THE TUNNEL! WHAT WILL I FIND IN THAT BUILDING BEYOND??


THE MASTER PLANNER MUST HAVE BEEN WARNED OF MY COMING--!


BUT, MY SPIDER-SENSE DETECTS NO ONE NEARBY!
ANYWAY-- I CAN'T STOP NOW!



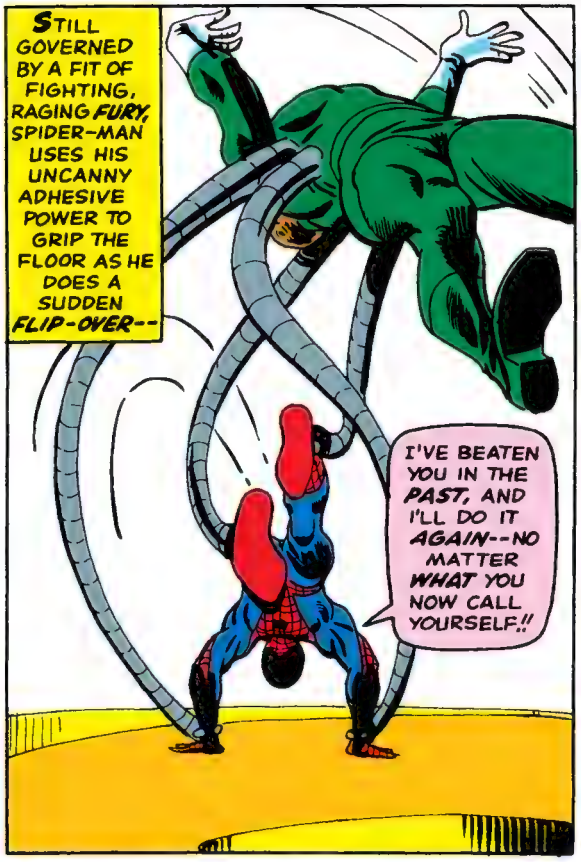


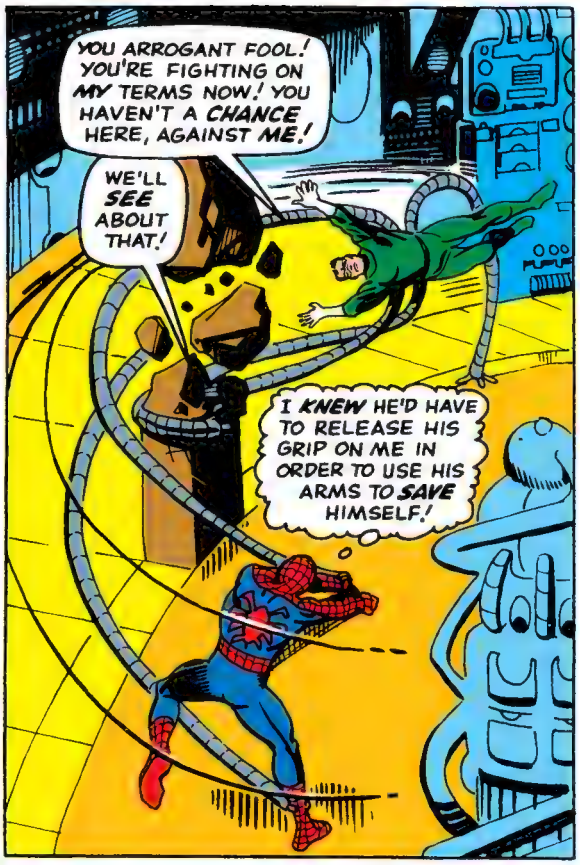
BUT, BEFORE THE DAZED, STRICKEN YOUTH CAN REACH THE GROUND, A HIDDEN DOOR SLIDES OPEN AS FOUR SUPER-POWERFUL LIVING TENTACLES LASH OUT--!

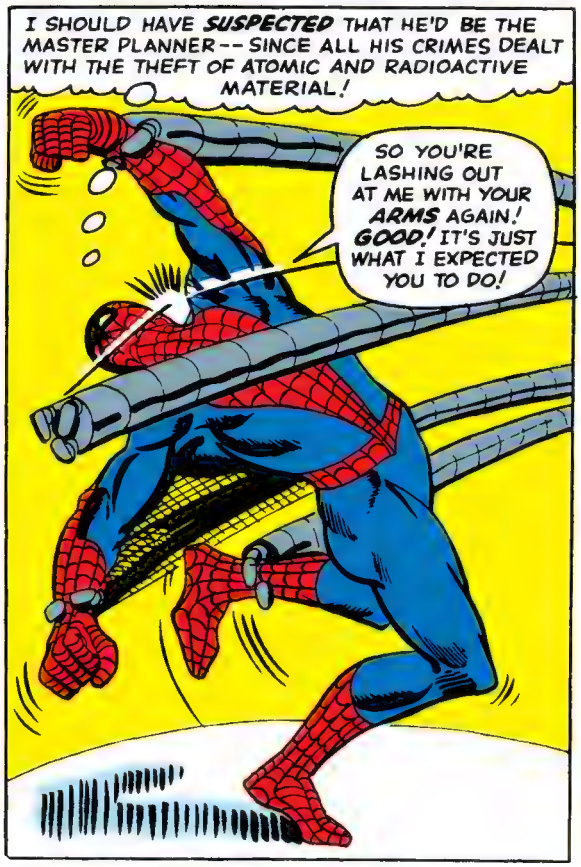
SO, SPIDER-MAN-- WE MEET AGAIN! BUT, THIS TIME, ALAS, IT SHALL BE OUR FINAL ENCOUNTER! NEVER AGAIN WILL YOU INTERFERE WITH THE PLANS OF THOSE WHO ARE YOUR SUPERIOR!!

DOCTOR OCTOPUS!! THEN-- IT'S YOU WHO ARE THE MASTER PLANNER!!

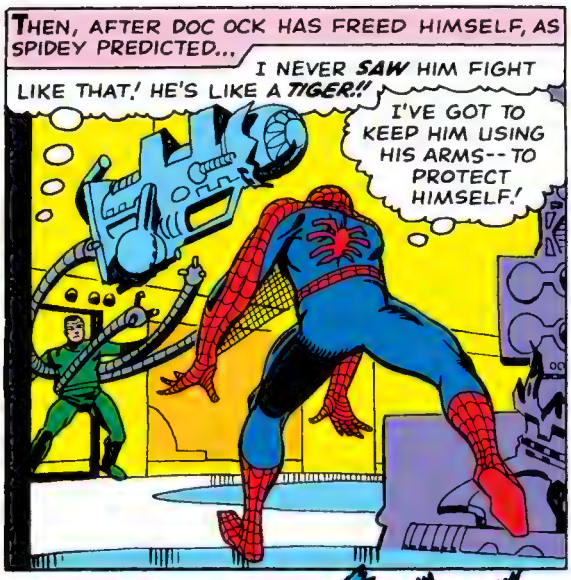
ONE OF MY STRONGEST FOES--AND YET, I MUST DEFEAT HIM-- FOR THE SAKE OF AUNT MAY!


STILL GOVERNED BY A FIT OF FIGHTING, RAGING FURY, SPIDER-MAN USES HIS UNCANNY ADHESIVE POWER TO GRIP THE FLOOR AS HE DOES A SUDDEN FLIP-OVER--
I'VE BEATEN YOU IN THE PAST, AND I'LL DO IT AGAIN--NO MATTER WHAT YOU NOW CALL YOURSELF!!


YOU ARROGANT FOOL! YOU'RE FIGHTING ON MY TERMS NOW! YOU HAVEN'T A CHANCE HERE, AGAINST ME!
WE'LL SEE ABOUT THAT!
I KNEW HE'D HAVE TO RELEASE HIS GRIP ON ME IN ORDER TO USE HIS ARMS TO SAVE HIMSELF!

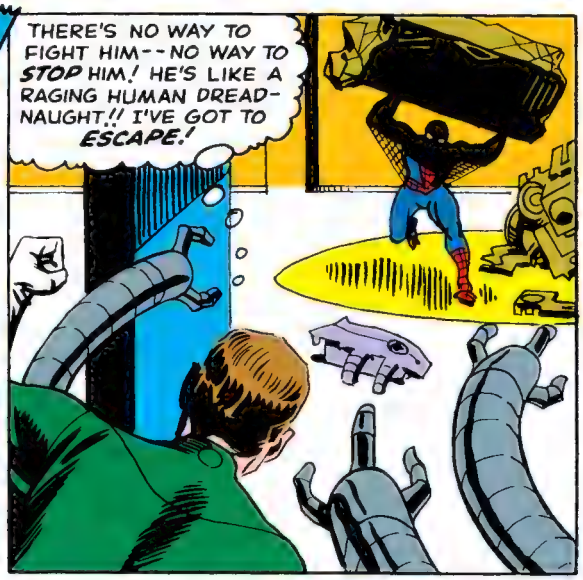

I SHOULD HAVE SUSPECTED THAT HE'D BE THE MASTER PLANNER -- SINCE ALL HIS CRIMES DEALT WITH THE THEFT OF ATOMIC AND RADIOACTIVE MATERIAL!
SO YOU'RE LASHING OUT AT ME WITH YOUR ARMS AGAIN! GOOD! IT'S JUST WHAT I EXPECTED YOU TO DO!

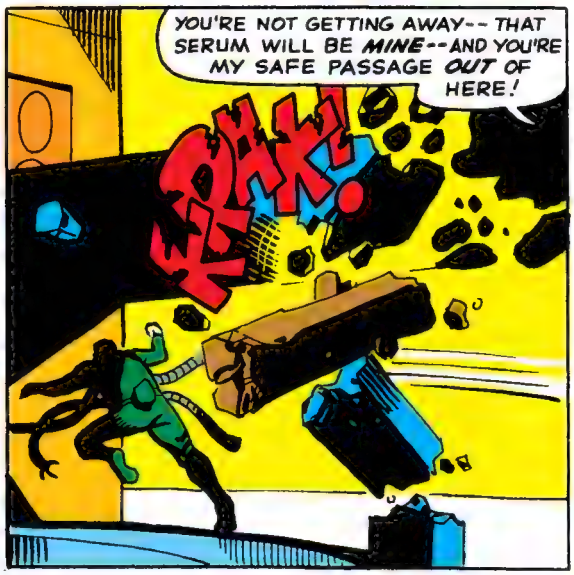
YOU'RE BLUFFING! THERE'S NO WAY YOU CAN COPE WITH MY FLEXIBLE, CLUTCHING ARMS --
-UNHHHH!-
KEEP TALKING, BIG MAN--AND I'LL JUST PRACTICE A LITTLE KNOT-TYING WHILE YOU DO!
HE'S TOO STRONG! HE'LL FREE HIMSELF IN SECONDS! BUT, AT LEAST I GAINED SOME BREATHING TIME!
AND I'VE MADE HIM LOSE THE ADVANTAGE OF SURPRISE!

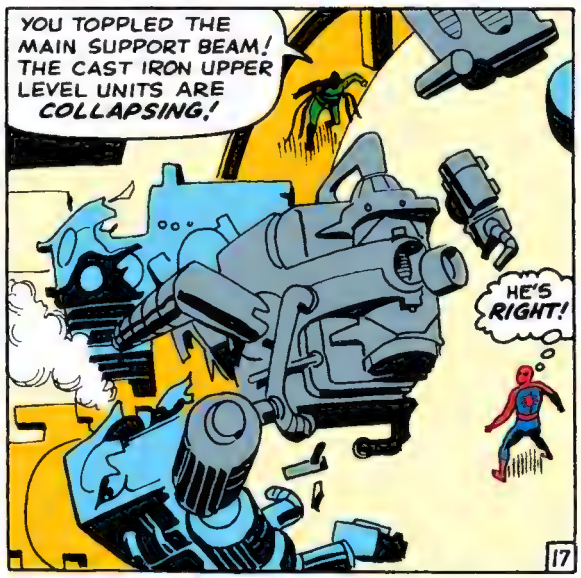

THEN, AFTER DOC OCK HAS FREED HIMSELF, AS SPIDEY PREDICTED...
I NEVER SAW HIM FIGHT LIKE THAT! HE'S LIKE A TIGER!!
I'VE GOT TO KEEP HIM USING HIS ARMS--TO PROTECT HIMSELF!

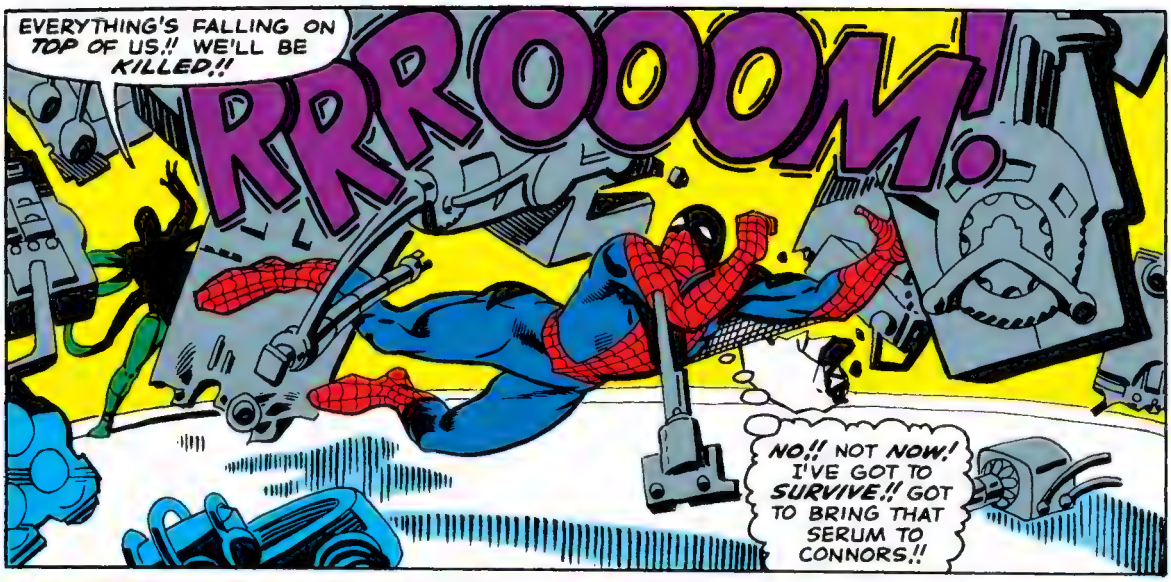
IF YOU EXPECT TO WRAP THOSE TIN TENTACLES OF YOURS AROUND ME AGAIN, FORGET IT!
I'M CALLING THE TUNE FROM HERE ON IN!

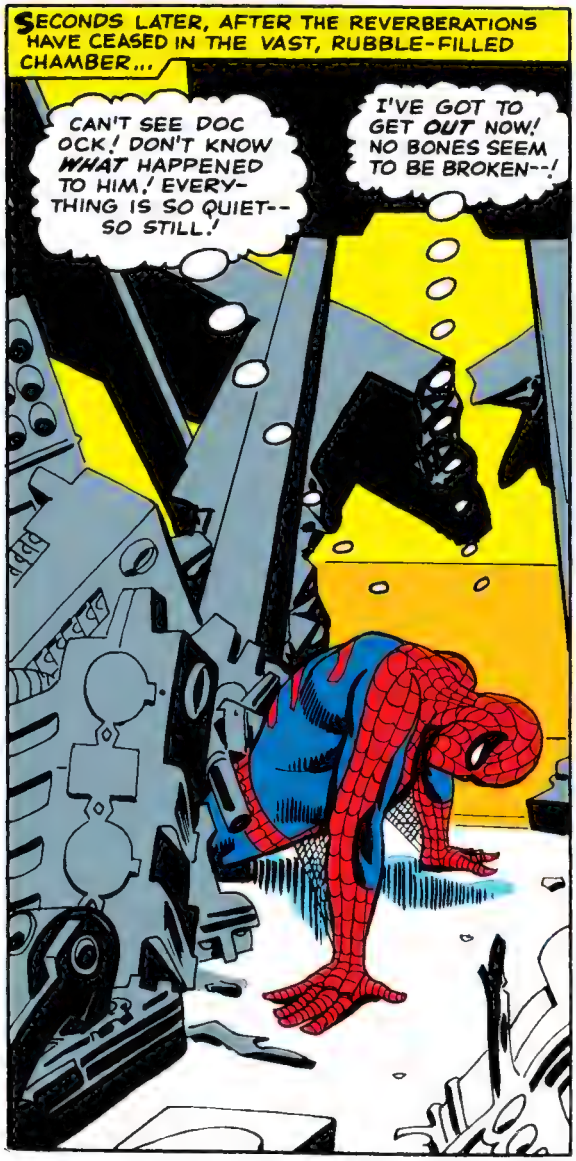
HE MUST BE BEATEN QUICKLY--DECISIVELY--SO I CAN GET THE SERUM TO CONNORS IN TIME!
THOK!

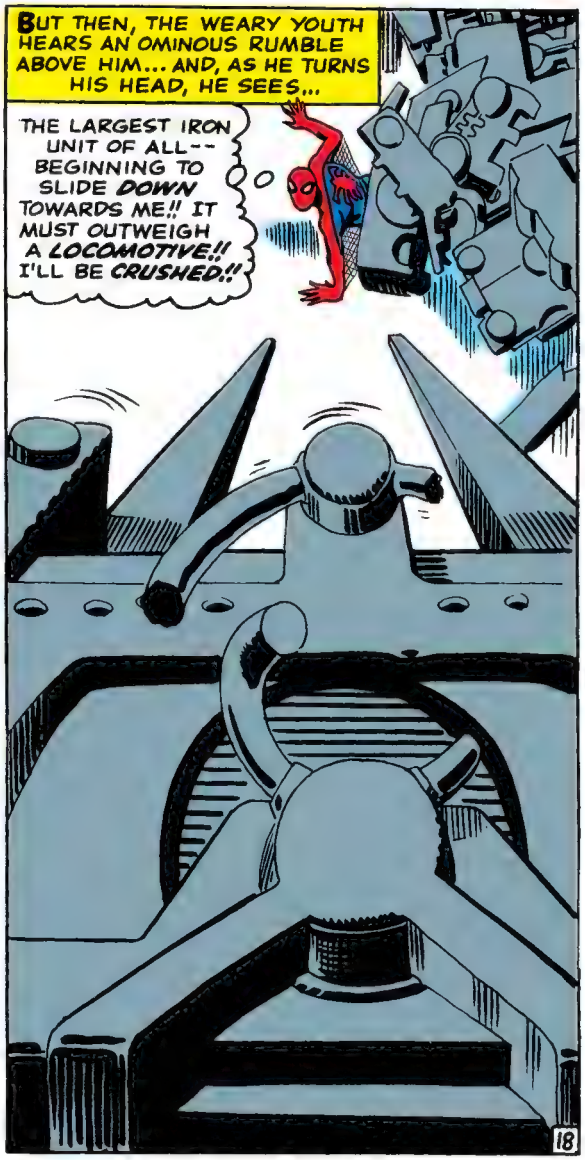

THERE'S NO WAY TO FIGHT HIM--NO WAY TO STOP HIM! HE'S LIKE A RAGING HUMAN DREADNAUGHT!! I'VE GOT TO ESCAPE!


YOU'RE NOT GETTING AWAY--THAT SERUM WILL BE MINE--AND YOU'RE MY SAFE PASSAGE OUT OF HERE!
KRAK!


YOU TOPPLED THE MAIN SUPPORT BEAM! THE CAST IRON UPPER LEVEL UNITS ARE COLLAPSING!
HE'S RIGHT!


EVERYTHING'S FALLING ON TOP OF US!! WE'LL BE KILLED!!
RRROOOM!
NO!! NOT NOW! I'VE GOT TO SURVIVE!! GOT TO BRING THAT SERUM TO CONNORS!!


SECONDS LATER, AFTER THE REVERBERATIONS HAVE CEASED IN THE VAST, RUBBLE-FILLED CHAMBER...
CAN'T SEE DOC OCK! DON'T KNOW WHAT HAPPENED TO HIM! EVERYTHING IS SO QUIET-- SO STILL!
I'VE GOT TO GET OUT NOW! NO BONES SEEM TO BE BROKEN--!


BUT THEN, THE WEARY YOUTH HEARS AN OMINOUS RUMBLE ABOVE HIM... AND, AS HE TURNS HIS HEAD, HE SEES...
THE LARGEST IRON UNIT OF ALL-- BEGINNING TO SLIDE DOWN TOWARDS ME!! IT MUST OUTWEIGH A LOCOMOTIVE!! I'LL BE CRUSHED!!

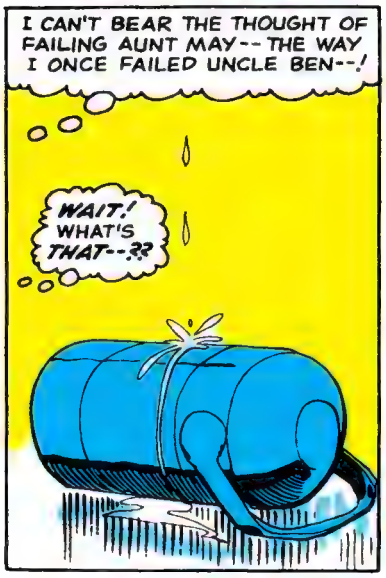
I CAN'T STOP IT--BUT, MAYBE I CAN SLOW IT DOWN WITH MY WEBBING!!

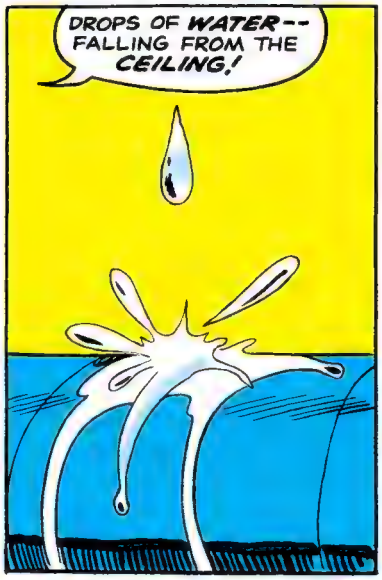
IT'S NO USE! IT'S LIKE TRYING TO STOP A BATTLESHIP WITH A SLINGSHOT!!
I-I CAN'T GET OUT OF THE WAY IN TIME--!

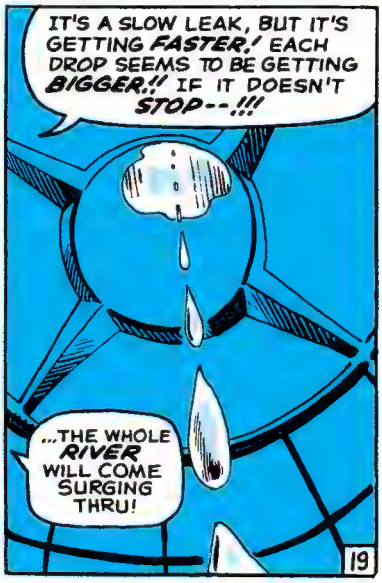
BUT, BY TWISTING AND TURNING CAREFULLY, I MIGHT PLACE MYSELF UNDER THAT SMALL HOLLOWED-OUT AREA!!

I DID IT! I SAVED MYSELF FROM BEING CRUSHED--BUT, EVEN MY GREAT STRENGTH CAN'T LIFT THIS THING OFF ME!

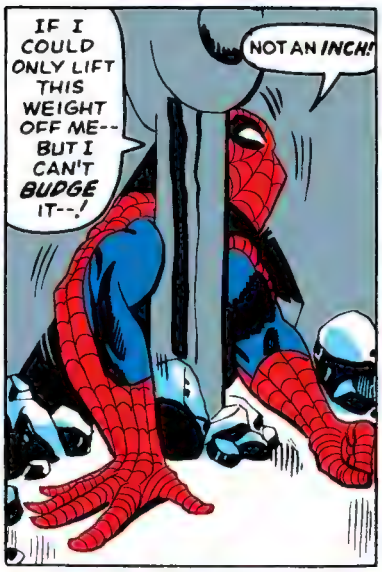
I SEE THE VIAL OF SERUM--JUST AHEAD OF ME! BUT IT MIGHT AS WELL BE ON ANOTHER PLANET!
I CAN'T REACH IT FROM HERE--AND, EVEN IF I COULD, WHAT GOOD WOULD IT DO?


I CAN'T BEAR THE THOUGHT OF FAILING AUNT MAY--THE WAY I ONCE FAILED UNCLE BEN--!
WAIT! WHAT'S THAT--??

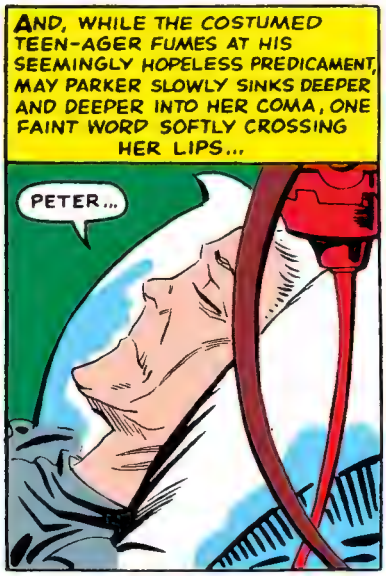

DROPS OF WATER--FALLING FROM THE CEILING!


IT'S A SLOW LEAK, BUT IT'S GETTING FASTER! EACH DROP SEEMS TO BE GETTING BIGGER!! IF IT DOESN'T STOP--!!!
...THE WHOLE RIVER WILL COME SURGING THRU!

I CAN'T JUST STAY HERE AND WAIT FOR THE END.! I'VE GOT TO TRY TO GET FREE.!

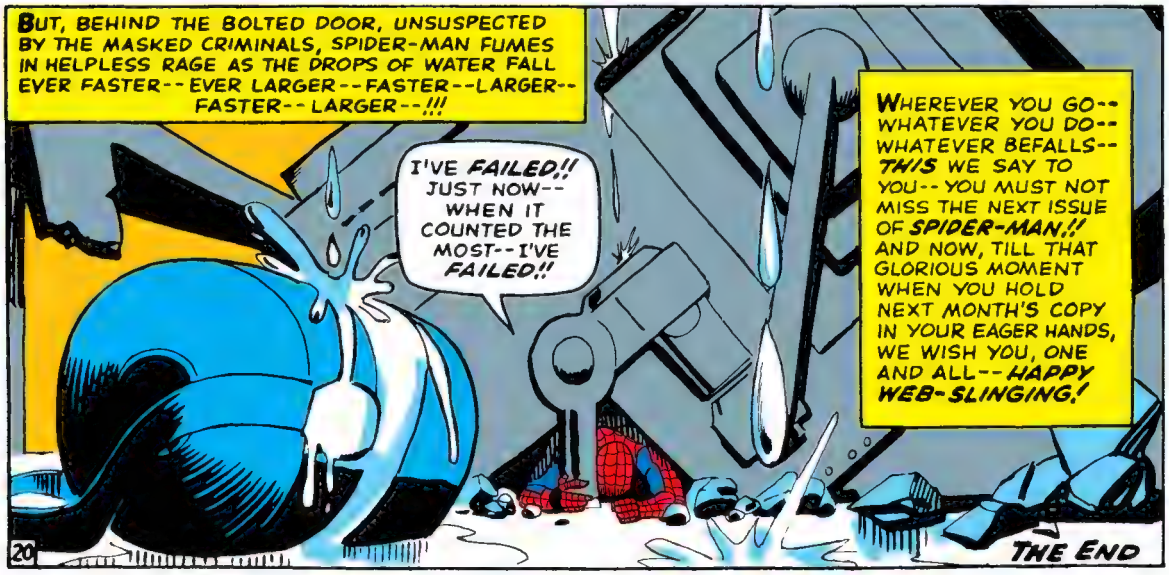

IF I COULD ONLY LIFT THIS WEIGHT OFF ME-- BUT I CAN'T BUDGE IT--!
NOT AN INCH!

IT'S NO USE.!
I'M TOO EXHAUSTED.! BEEN ON THE GO FOR DAYS.! PERHAPS, IF I REST FOR A WHILE--!


AND, WHILE THE COSTUMED TEEN-AGER FUMES AT HIS SEEMINGLY HOPELESS PREDICAMENT, MAY PARKER SLOWLY SINKS DEEPER AND DEEPER INTO HER COMA, ONE FAINT WORD SOFTLY CROSSING HER LIPS...
PETER...

WHILE, DIRECTLY ACROSS TOWN, ANOTHER MAN SILENTLY WAITS-- AND WONDERS--
IF HE DOESN'T RETURN SOON, IT WILL BE TOO LATE.! THE ISO-36 WILL LOSE ITS POTENCY!

AS, MANY FATHOMS BENEATH THE SURFACE OF THE SEA...
SPIDER-MAN HASN'T A CHANCE OF BEATING THE MASTER PLANNER.!
AND, EVEN IF HE DID, HE'LL STILL HAVE TO GET PAST US IN ORDER TO ESCAPE!


BUT, BEHIND THE BOLTED DOOR, UNSUSPECTED BY THE MASKED CRIMINALS, SPIDER-MAN FUMES IN HELPLESS RAGE AS THE DROPS OF WATER FALL EVER FASTER--EVER LARGER--FASTER--LARGER--FASTER--LARGER--!!!
I'VE FAILED!! JUST NOW-- WHEN IT COUNTED THE MOST--I'VE FAILED!!
WHEREVER YOU GO-- WHATEVER YOU DO-- WHATEVER BEFALLS-- THIS WE SAY TO YOU--YOU MUST NOT MISS THE NEXT ISSUE OF SPIDER-MAN.!! AND NOW, TILL THAT GLORIOUS MOMENT WHEN YOU HOLD NEXT MONTH'S COPY IN YOUR EAGER HANDS, WE WISH YOU, ONE AND ALL--HAPPY WEB-SLINGING.!
THE END

THE SPIDER'S WEB

Dear Stan and Steve,

Wonderful! Fantastic! Astonishing! Of course I'm talking about *Spider-Man* #28! Naturally with a miraculously drawn cover and a superbly written story it couldn't be anything else. There! Now that I've buttered you up, I have some complaints. First of all — The AVENGERS! We took a vote at school and we decided that Spider-Man belongs in the group. Then everyone (except J. J. J.) would like him, and the Avengers would have the strength they need. The second thing we agreed on is that we should tell you to quit publishing those dad-blasted continuations! It keeps us in suspense too long and besides, we like to enjoy your stories, from start to finish, without waiting. Last, but not least, what happened to Giant Man? First you kicked him out of the Avengers, then booted him from ASTONISH! What are you anyway? A giant hater? Or maybe Spider-Man put you up to it, to get rid of the Wasp? Oh well, you can't win 'em all!

David W. Banks, 1912 West 3rd Street
Williamsport, Pa.

Judging by some of the pan mail we receive, Davey, we can't win *any* of 'em! But, dry your pink little eyes, chum! You'll catch a glimpse of Hank and Jan in one of our other mags next month! And if you have to buy them *all* before you find them, who's complaining?

Dear Stan and Steve,

Come now, Stan, you're losing your touch. I'm referring to issue #28 of *Spider-Man*. Here you have the makings for a terrific villain, and you make him look like a cheap fraud. Why? Because Spidey finishes him off in a 10-minute fight! All in all, the rise and fall of the Molten Man lasted about 30 minutes. Give us the old stories where villains lasted a few days (i.e.: Spideys #9, #13, #15 to name a few). Another thing: you often claim a baddy to be "the greatest threat to Spidey ever" but, in the battle, our web-spinner is joking, therefore showing that he's not really too worried over the threat of being annihilated! However, Stan, these are your only flaws. Marvel forever!!

Michael Fallis, P.O. Box 663
Salem, Mass.

Amen! Amen! As for Spidey wise-cracking in moments of duress, Mike, we always thought it added an extra zing to the yarns! But, if enough other web-spinners agree with you, then he'll be a real sourpuss from now on! Satisfied?

Dear Stan and Steve,

I just had to write and tell you how good *Spider-Man* #28 was. The plot was great as always, and the art lived up to the new title of "Pop Art Productions" (naturally). And those scenes of Spidey fighting the Molten Man in the dark were really great. There was just one thing wrong (and I'm not the only one who'll say so I betcha) — Liz Allen became Liz Hilton all of a sudden! Keep up the good work.

Les Sorialli, 1219 Elm Street
Peekskill, N. Y.

***What* good work? You mean like getting our last names wrong? We're sorry about that, Leo — in fact, we apologize to the zillion other sharp-eyed spiderphiles who wrote to tell us about the same monumental mistake! As for our art living up to our "Pop Art Productions" title, we hope it'll live a lot longer, because as you probably know, we're just the plain ol' Marvel Comics Group again! In fact, the only thing you can be *sure* about, where Marvel is concerned, is that you can't be sure of anything!**

Dear Stan and Steve,

What can I say after reading the *Spider-Man Annual* #2? I'm flabbergasted. The book was well worth the waiting for! An ultra-attractive cover by the master of the pencils, inks, and square heads — a 20-page story that could make Brand X cry by Stan Lee, the master of the typewriter, editing, and forgetting everything from Bruce Banner to the fact that frolicsome Iron Man goes kaput if he takes off the iron T-shirt. Honestly though, instead of thinking that "The Wonderous World of Doctor Strange" was a Spider-Man story featuring the dainty Doctor, it was more like a Dr. Strange story featuring Spidey! Alas, I'm still as mixed up as ever! Even though I have every Spider-Man to date, and *Amazing Fantasy* #15 as well, I truly enjoyed your selections of stories, and am very happy to see that you did not cut them. As usual, your Gallery of Villains was superb. Thank you for such a wonderful annual!

Peter Mancuso, 33 Hubbard Avenue
Freeport, New York

You're excruciatingly welcome, Petey! In fact, it's time once again for us to mention that we always feel a little bit embarrassed when you great guys and gals thank us for our Marvel mags! Just between us, it's *we* who should thank *you* for keeping us in business by buying 'em — and for keeping our spirits up by raving about 'em! And right here, in full view of the entire reading public, we want to say that we *do* thank each and every one of you — despite our clownin' around, we appreciate your loyalty and friendship more than we can ever tell! And, on this particular subject, there can never be 'nuff said!

Dear Stan and Steve,

I am writing to tell you how much I really loved the SPIDER-MAN ANNUAL! Also, take a bow — you're famous! I didn't think anybody else belonged to the M.M.M.S. until I heard on WLS, a Chicago radio station, this message said by Art Roberts, a disc jockey: ". . . and say hello to the Merry Marvel Marching Society. They're still marching . . ." I was so thrilled I had to write to tell you about it! I still can't get over it! You must have mighty proud, loyal fans!

Len Olson, 1128 Clarence
Oak Park, Ill. 60304

Sure we do, Len! The only thing that bugs us right now is that Ed Sullivan hasn't yet invited us to do some baton-twirling on his show! But, maybe he's too shy to ask . . . !

—PERSONAL NOTE FROM SMILIN' STAN: I can't remember whether I've already done this or not, but just to be on the safe side, I'll do it again! I want to personally thank Jim Sanders and the rest of the gang at COLUMBIA UNIVERSITY for devoting an entire program of their great F.M. radio show "Gabfest" to our Marvel mags! It was fun being your guest on that lively show, and it's still hard to believe that three hours could ever pass so quickly—and so enjoyably! (Especially since it was originally only supposed to be a one-hour show) I'm still not sure whether I talk too much, or you guys and gals at Columbia listen too hard — but either way, it was a blast! For those of you who missed the fun over WKCR, Jim assures us he'll rebroadcast the show at some future date, and we'll announce it here so those of you within listening range can tune in. (End of free plug!)

Dear Stan and Steve,

The *Spider-Man Annual* has gone on sale sooner than you anticipated. It hasn't been advertised in any of your other books — it hasn't even been mentioned in the current issue of Spider-Man. And I've had it for over a week! Oh, well. I'll say right now that it certainly fulfilled my expectations and then some. The sincerity of Dr. Strange ("May the Vishanti watch over thee") and Spider-Man's jocularity ("And may your amulet never tickle") provide a colorful contrast. However, I wouldn't extend this beyond guest appearances. Dr. Strange is 'way out of his league teaming up with Spider-Man, and Spider-Man is 'way out

of his league teaming up with Dr. Strange. It is interesting to compare Steve's artwork in the reprints with his work in the Dr. Strange saga. He has really come a long way during the last two and a half years. By the way, I've also noted a similar development in the letters pages. You used to print the letters in bold type; now you print the replies in bold type. No doubt about it . . . as you guys get better and better, you get more conceited.

Bill Hine, 470 Glendale Road
North Wilbraham, Mass.

You'd prefer us to get more conceited as we grow worse and worse, perhaps? Well, Billy boy, to each his own!

Dear Stan and Steve,

My son and I have been fans of yours for a couple of years now, and your depicting of the Lizard struck us both as original. I'm sort of a part time mask maker and I was fascinated by the way you thought up the idea of the Lizard — he's so original. I decided to make a mask, hands and feet, and dress up for the Mardi Gras parade which we have down here every year, and I want you to know that the Lizard costume I made won "first prize." I am sending you a picture of the costume. As you will notice I didn't make a tail, but I made a mask out of foamed latex and the hands and feet out of latex also, borrowing the doctor's coat from a doctor I know. I hope you won't mind my using your idea of the "Lizard" and I also hope you'll print the picture in your Spider-Man magazine, as my son and his school chums would get a big kick out of it. And I would, too.

Leo U. Renaud, 509 Lameuse St.
Biloxi, Miss.

We got a kick out of it also, Leo, so that makes it unanimous! By the way, we're negotiating with a manufacturer right now who wants to produce the outfits our costumed kooks wear and sell them in stores thruout the country! If he can do 'em as well as *you* did, we may cinch the deal. If we do, we'll clue you all in later on.

Dear Stan and Steve,

Everybody has a girl but Doc Strange. I've got the perfect girl for him. Victoria Bentley. Let Doc S. teach her all that sorcery stuff. She was featured in Strange Tales #114. The Spider-Man Annual was good, but there were not enough special features. The first annual was much better. I think the "Wonderous Worlds of Doctor Strange!" was really good. I liked the cover of *Spider-Man* #28. Let's have more like it. Oh, the story was good too. Why don't you bring John Jameson back and have him like Spidey? Then J.J.J. could get Spidey for breaking up the family. When you have the election for officers of the M.M.M.S., I would like to run for Vice-President and my friend Paul Rojstaczer would like to run for President. Now that you have one big club why don't you have fan clubs? There could be an F.F. fan club, Spider-Man fan club, and so on. You could charge 25¢ (with a special low price for M.M.M.S. members) and you could have a small button and membership card. Last of all why don't you have models like other comic companies do?

Jeff Williams, 1563 Brookcrest Dr.
Hamilton, Ohio

We're thinking of making models right now, Jeff, but don't wanna discuss it till the whole thing is wrapped up! As for all those extra fan clubs you asked for — *cheee!* The 4 M's and an S keep us busy enough! If we had *more* mail to read, or membership lists to file, we'd have to forget our mags and just stick to the fan club business! (Not that our competitors would mind!) Anyway, at the rate we're going, by the time we have our election, you and John might be too old to run! (But, you can always be honorary MMMS elder statesmen! Howzat?)

Dear Stan and Steve,

Have you ever considered the close ideological connection between your *"Spider-Man"* and the Dadaist-Pop Art movement? The socially and psychologically conscious Spiderman, albeit still somewhat adolescently naive, who worries about alienation and questions his role as a superhero, who has financial and emotional problems, who knows and feels his own limitations, and who allows himself subjective thoughts and reactions to the world around him, unlike the unrealistically objective and impervious Brand X-type hero. What better way to advance the message of Dadaism and Pop Art, than through this mock-serious commentary on modern American values and current new breed of Freud-oriented adventure fantasy indulged in by every young person in the country. Your perception and sense of humor are, I can assure you, greatly appreciated, and are the reason for your success among intellectuals as well. For, whether you realize it or not, your "Spider-Man" has become the "Hipper Man's Playboy Magazine." While Hefner has capitalized on the boyhood dreams of many men to consider themselves suave and sophisticated, "Spider-Man" calls up a different, a much more realistic and subtle kind of sophistication; it caters to the young thinking man's need to consider himself also a man of action. He can identify with Peter Parker, he is drawn into the story, and can actually perform, through the pages of your mag, the various acts of derring-do that have occupied his fantasy world, but have up to now been reserved for those aloof, inert and all-too-perfect super-heroes who, for a long time now, have been failing to capture the active imagination of the "new consciousness." There's a little of "Spider-Man" in all of us, and we are grateful for your recognition of the fact. Stay as wonderfully innocent as you are; we hope you never lapse into that easy slickness which would destroy the marvelous sense of conflict shown in your comics, and along with it, that surely intentional bumbling and adolescent awkwardness which is the greatest part of your charm.

Betty Ann Lopate, 1383 Nostrand Ave.
Brooklyn, New York

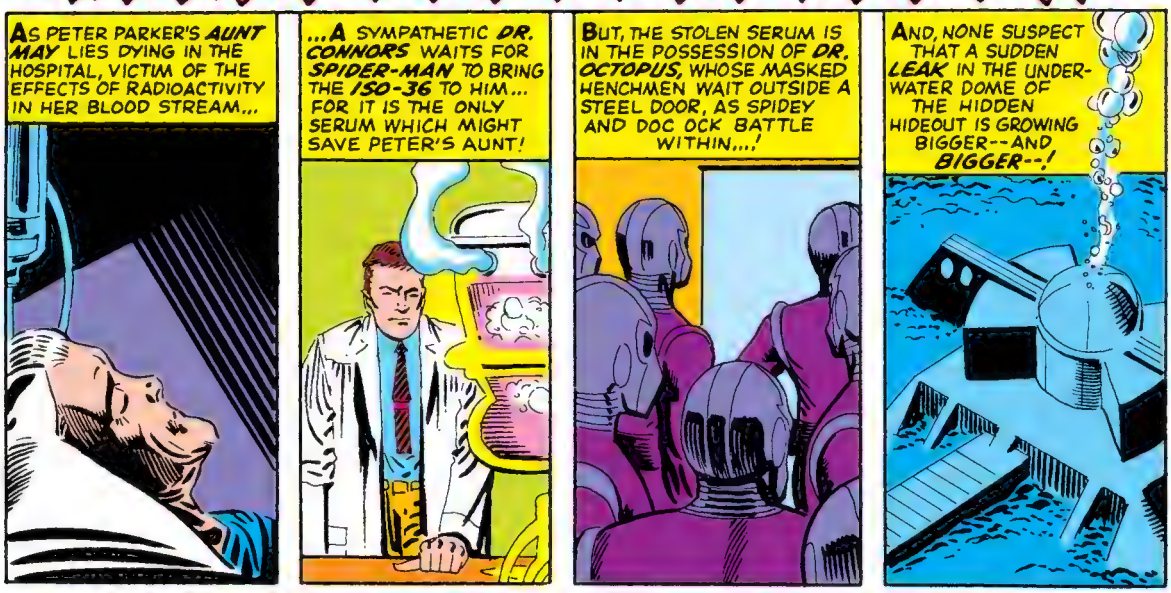
How about *that!!!* Here's a chick who spends her 12¢ and ends up getting fodder for a psychological dissertation! Betty Ann, we think you're great — and let us know what you'll charge to psychoanalyze the gang in the bullpen when you get a chance! Okay, pussycat?

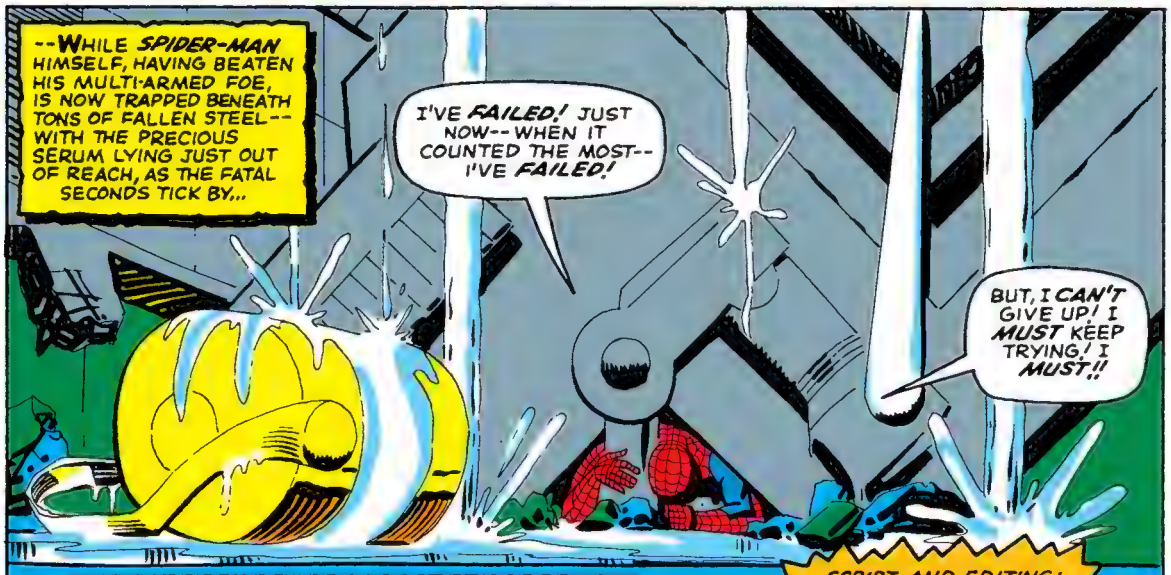
—No need for a big ballyhoo about our next ish. It's scripted by Stan and drawn by Steve, and it reintroduces Kraven, the Hunter! If *that's* not enough to make you storm the newsstands, then nothing else we say can do the trick! So, till we meet again, keep your web fluid in a safe place—you know how quickly the stores run out of it! *Face front!*

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
33
FEB
IND.
"The FINAL CHAPTER!"

THE AMAZING SPIDER-MAN!

"THE FINAL CHAPTER!"

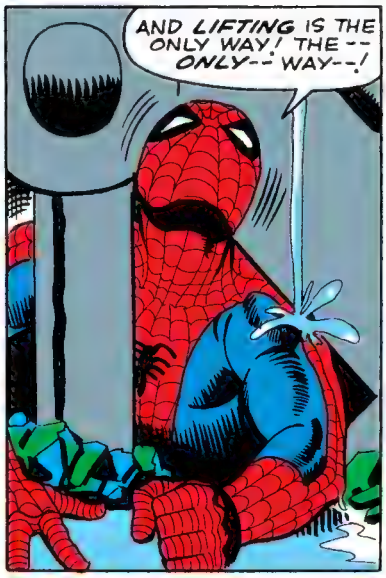


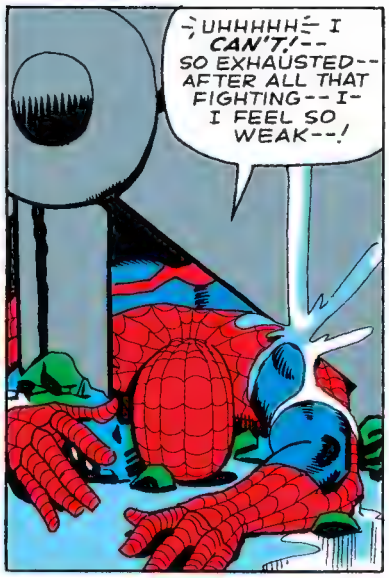


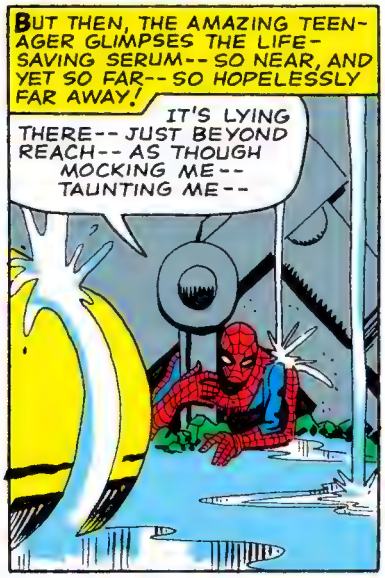
POSSIBLY ONE OF THE MOST THOROUGHLY SATISFYING SPIDER-MAN SAGAS YOU HAVE EVER THRILLED TO!

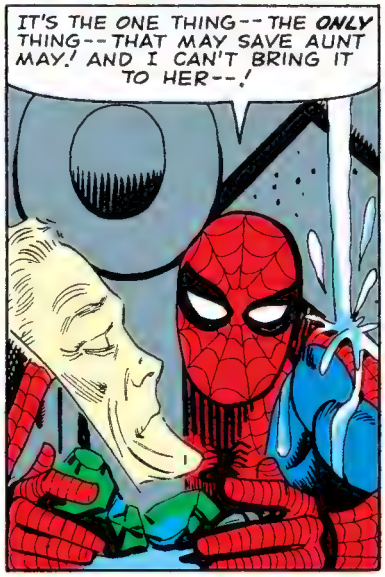
SCRIPT AND EDITING: STAN LEE
PLOT AND ILLUSTRATION: STEVE DITKO
BORDERING AND LETTERING: ARTIE SIMEK
READING AND ENJOYING: THAT OL' WEB-SPINNER--YOU!

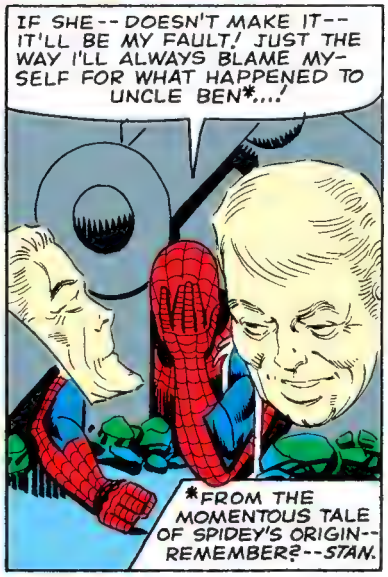
I'VE GOT TO TRY TO FREE MYSELF -- NO MATTER HOW IMPOSSIBLE IT SEEMS!

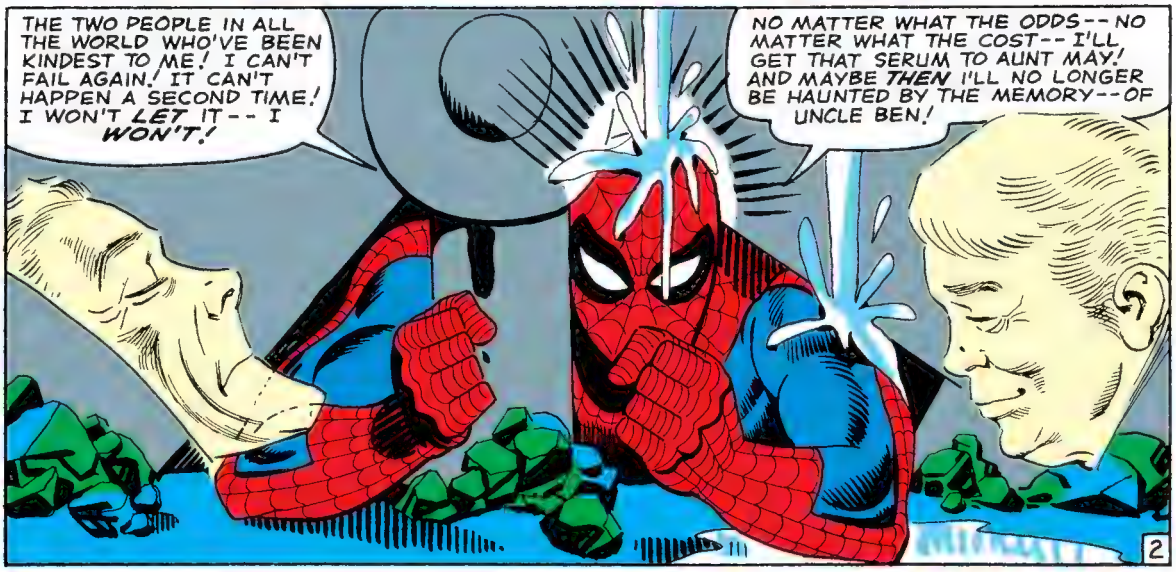

AND LIFTING IS THE ONLY WAY! THE -- ONLY -- WAY --!

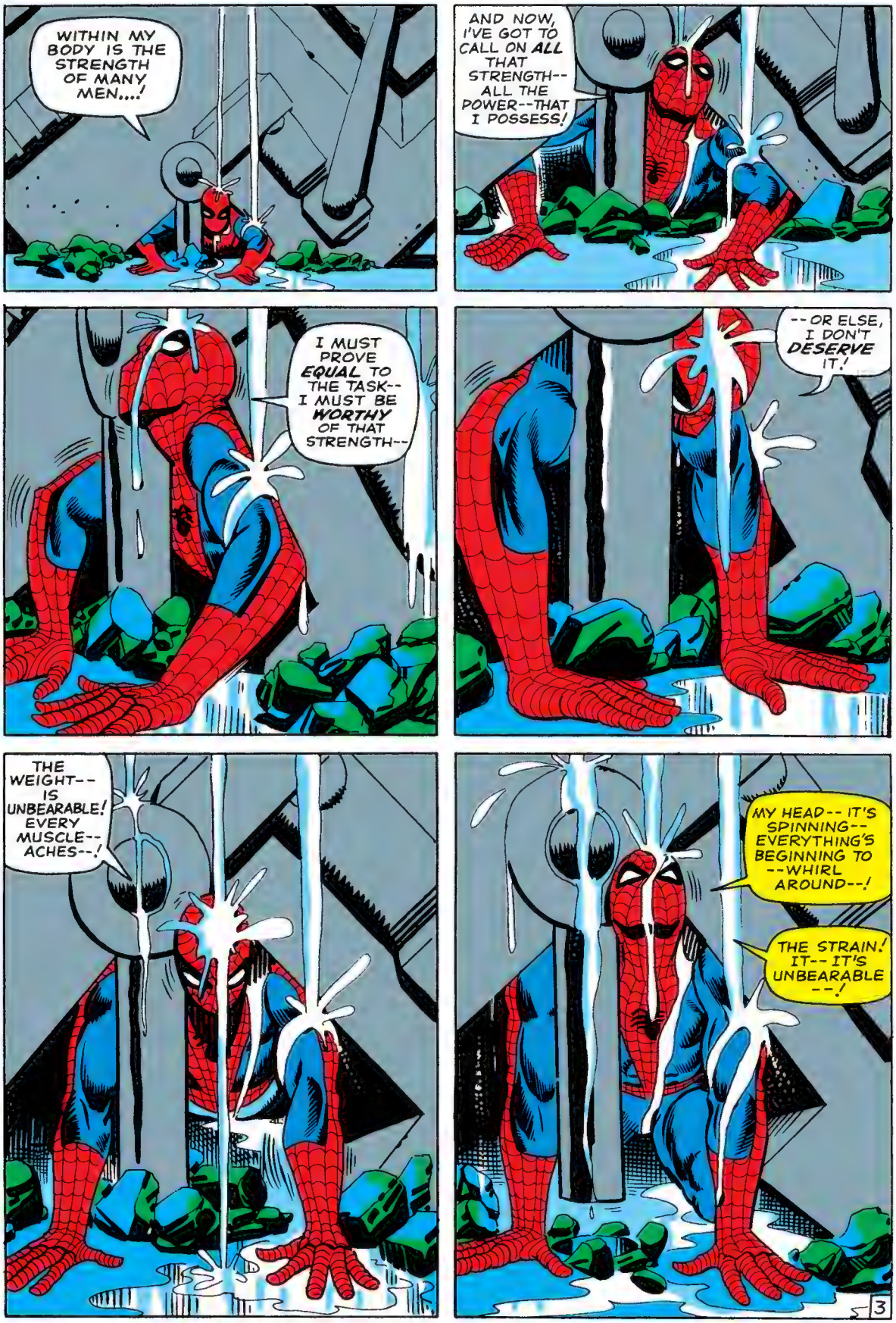

-; UHHHHH -- I CAN'T! -- SO EXHAUSTED -- AFTER ALL THAT FIGHTING -- I- I FEEL SO WEAK --!

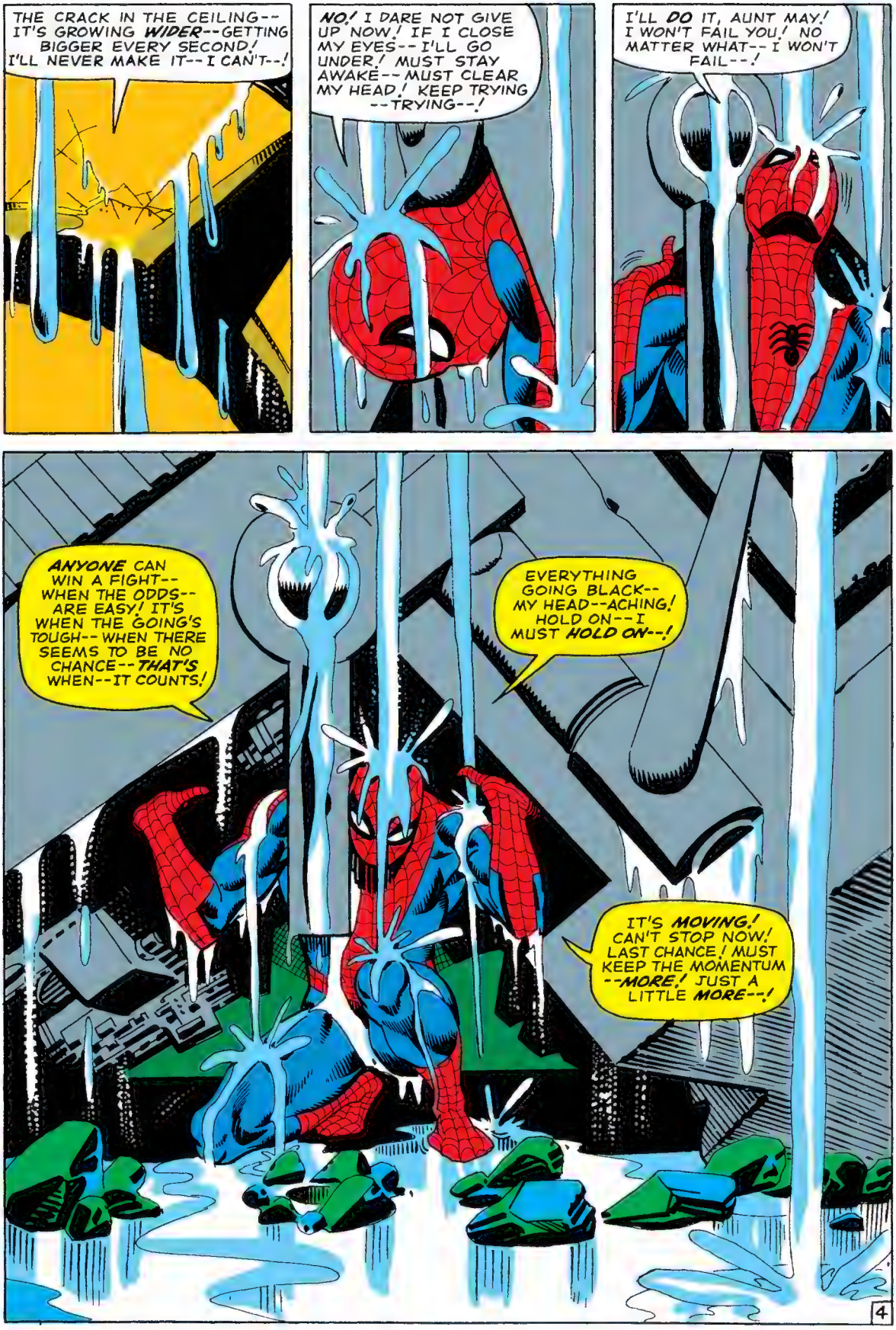

BUT THEN, THE AMAZING TEENAGER GLIMPSES THE LIFE-SAVING SERUM -- SO NEAR, AND YET SO FAR -- SO HOPELESSLY FAR AWAY!
IT'S LYING THERE -- JUST BEYOND REACH -- AS THOUGH MOCKING ME -- TAUNTING ME --


IT'S THE ONE THING -- THE ONLY THING -- THAT MAY SAVE AUNT MAY! AND I CAN'T BRING IT TO HER --!


IF SHE -- DOESN'T MAKE IT -- IT'LL BE MY FAULT! JUST THE WAY I'LL ALWAYS BLAME MYSELF FOR WHAT HAPPENED TO UNCLE BEN*...!
*FROM THE MOMENTOUS TALE OF SPIDEY'S ORIGIN -- REMEMBER? -- STAN.


THE TWO PEOPLE IN ALL THE WORLD WHO'VE BEEN KINDEST TO ME! I CAN'T FAIL AGAIN! IT CAN'T HAPPEN A SECOND TIME! I WON'T LET IT -- I WON'T!
NO MATTER WHAT THE ODDS -- NO MATTER WHAT THE COST -- I'LL GET THAT SERUM TO AUNT MAY! AND MAYBE THEN I'LL NO LONGER BE HAUNTED BY THE MEMORY -- OF UNCLE BEN!

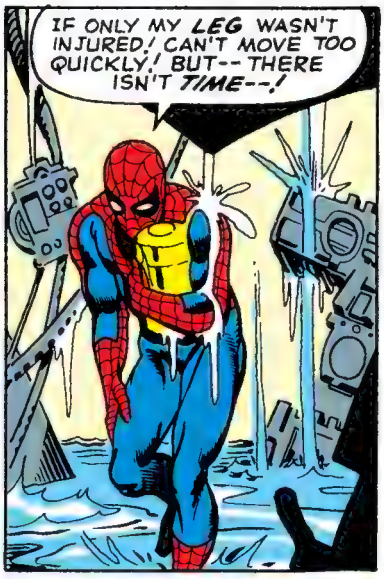

WITHIN MY BODY IS THE STRENGTH OF MANY MEN....!
AND NOW, I'VE GOT TO CALL ON ALL THAT STRENGTH-- ALL THE POWER--THAT I POSSESS!
I MUST PROVE EQUAL TO THE TASK-- I MUST BE WORTHY OF THAT STRENGTH--
--OR ELSE, I DON'T DESERVE IT.!
THE WEIGHT-- IS UNBEARABLE! EVERY MUSCLE-- ACHES--!
MY HEAD-- IT'S SPINNING-- EVERYTHING'S BEGINNING TO --WHIRL AROUND--!
THE STRAIN! IT-- IT'S UNBEARABLE --!


THE CRACK IN THE CEILING-- IT'S GROWING WIDER--GETTING BIGGER EVERY SECOND! I'LL NEVER MAKE IT--I CAN'T--!
NO! I DARE NOT GIVE UP NOW! IF I CLOSE MY EYES--I'LL GO UNDER! MUST STAY AWAKE--MUST CLEAR MY HEAD! KEEP TRYING --TRYING--!
I'LL DO IT, AUNT MAY! I WON'T FAIL YOU! NO MATTER WHAT--I WON'T FAIL--!
ANYONE CAN WIN A FIGHT-- WHEN THE ODDS-- ARE EASY! IT'S WHEN THE GOING'S TOUGH--WHEN THERE SEEMS TO BE NO CHANCE--THAT'S WHEN--IT COUNTS!
EVERYTHING GOING BLACK-- MY HEAD--ACHING! HOLD ON--I MUST HOLD ON--!
IT'S MOVING! CAN'T STOP NOW! LAST CHANCE! MUST KEEP THE MOMENTUM --MORE! JUST A LITTLE MORE--!
4

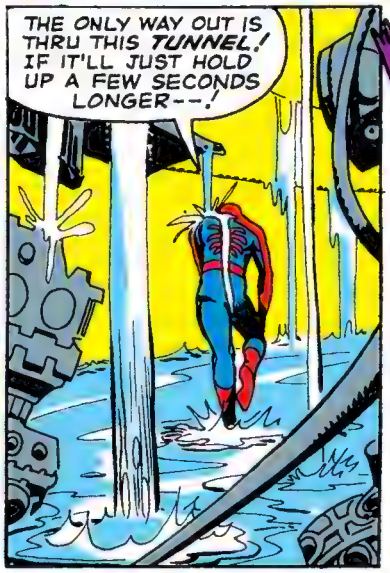
AND THEN--AS THE AGONIZING ACHE IN HIS LIMBS SEEMS UNENDURABLE--AS HIS SUPERBLY MUSCLED BODY SUFFERS THE TORMENT OF A VIRTUALLY INDESCRIBABLE ORDEAL--FROM OUT OF THE PAIN--FROM OUT OF THE AGONY--COMES TRIUMPH!
I DID IT! I'M FREE!
5

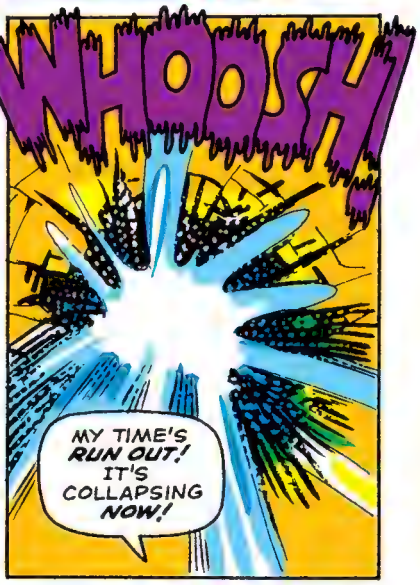
MY LEG-- IT'S HURT! BUT I'M STILL LUCKY-- NO BONES SEEM TO BE BROKEN!
CAN'T WASTE A MINUTE-- MUST GET THAT SERUM--!

I'VE GOT TO HURRY! THE CRACK IN THE CEILING-- IT'S GETTING WIDER--! THE WATER IS POURING IN FASTER!


IF ONLY MY LEG WASN'T INJURED! CAN'T MOVE TOO QUICKLY! BUT-- THERE ISN'T TIME--!

THE ROOF IS COLLAPSING UNDER THE INCREASING WATER PRESSURE! THE WHOLE PLACE WILL BE FLOODED WITHIN SECONDS!
BUT, I CAN'T FAIL NOW--NOT AFTER EVERYTHING THAT'S HAPPENED --!


THE ONLY WAY OUT IS THRU THIS TUNNEL! IF IT'LL JUST HOLD UP A FEW SECONDS LONGER--!

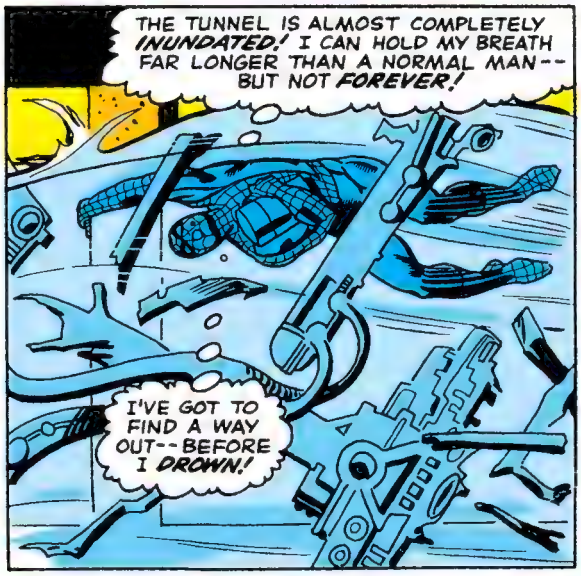

WHOOSH
MY TIME'S RUN OUT! IT'S COLLAPSING NOW!

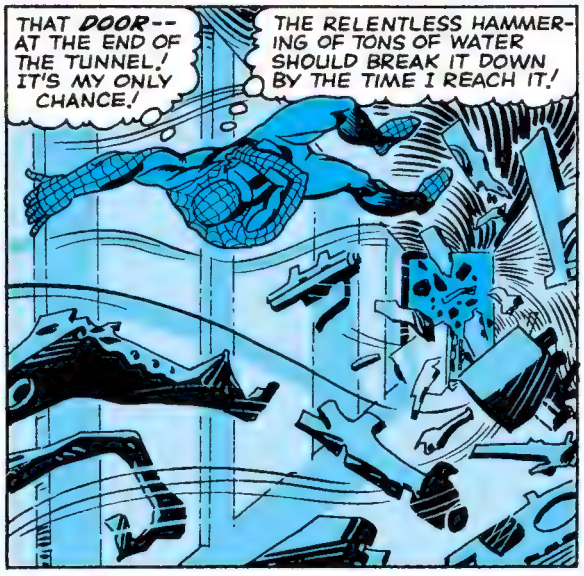
IT'S CASCADING RIGHT TOWARDS ME! BUT I WON'T LET GO OF THE SERUM! PERHAPS I CAN STILL ESCAPE-- BY SOME MIRACLE!

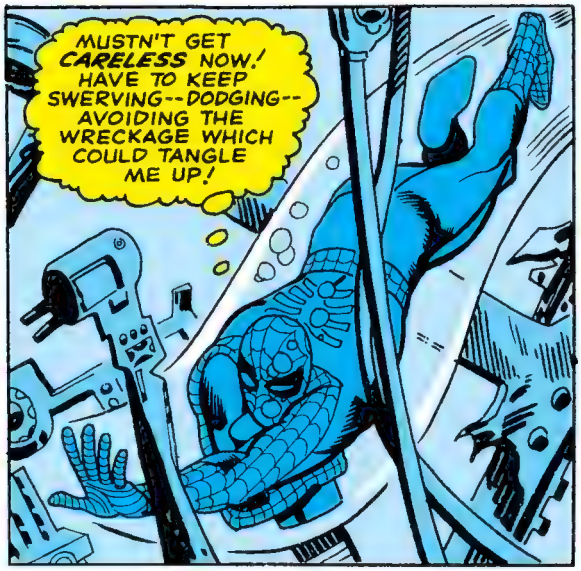
I'LL GO LIMP--LET IT SWEEP ME ALONG--THRU THE TUNNEL! THESE FEW SECONDS WILL GIVE ME A CHANCE--TO REGAIN SOME OF MY STRENGTH....!

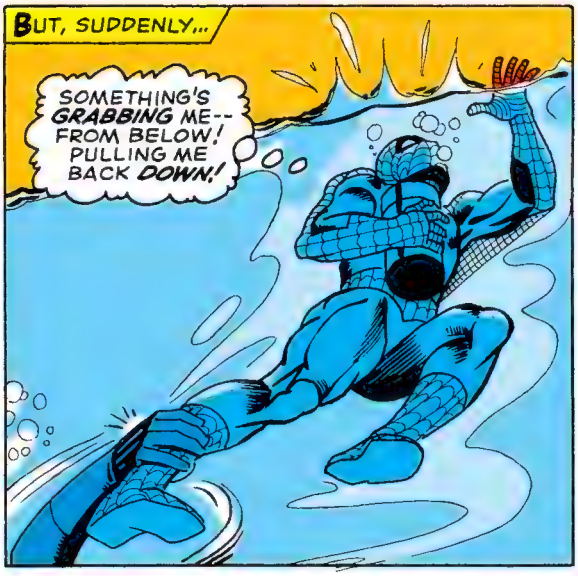
WITH SURGING, THUNDEROUS POWER, THE ONRUSHING DELUGE SWEEPS SPIDER-MAN ALONG THRU THE TUNNEL, AS IT HURTLES ON ITS COURSE WITH A FORCE AND IMPACT SUCH AS ONLY NATURE HERSELF, IN ALL HER FURY, CAN UNLEASH...

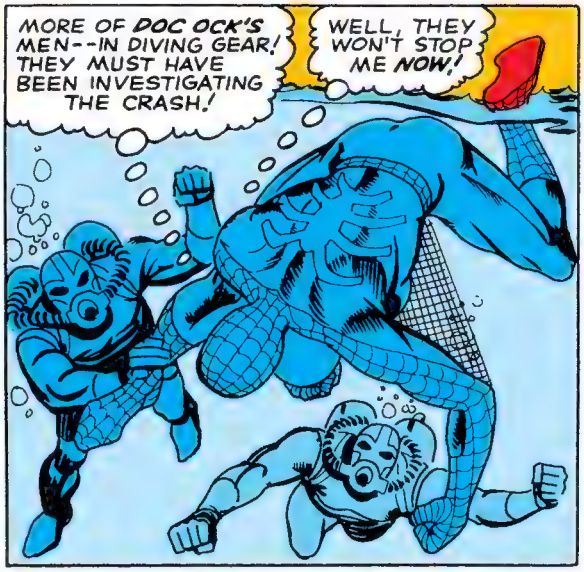
AND, ONLY SPIDEY'S AMAZING AGILITY AND SENSE OF BALANCE CAN KEEP HIM FROM BEING HELPLESSLY BATTERED AS THE TORRENT SURGES FROM SIDE TO SIDE...!



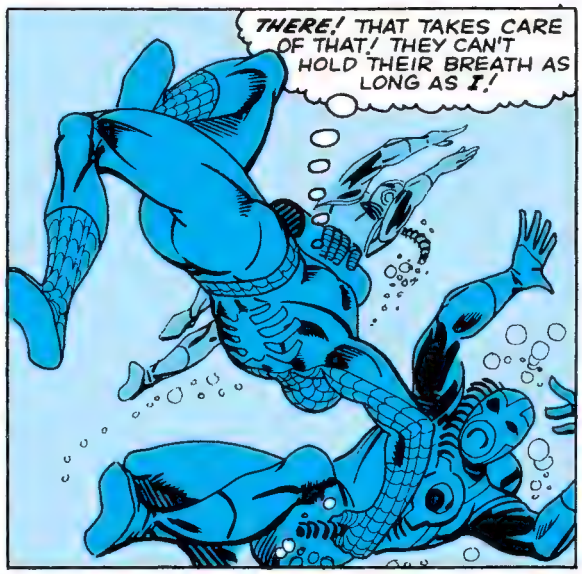





BUT, SUDDENLY...
SOMETHING'S GRABBING ME-- FROM BELOW! PULLING ME BACK DOWN!

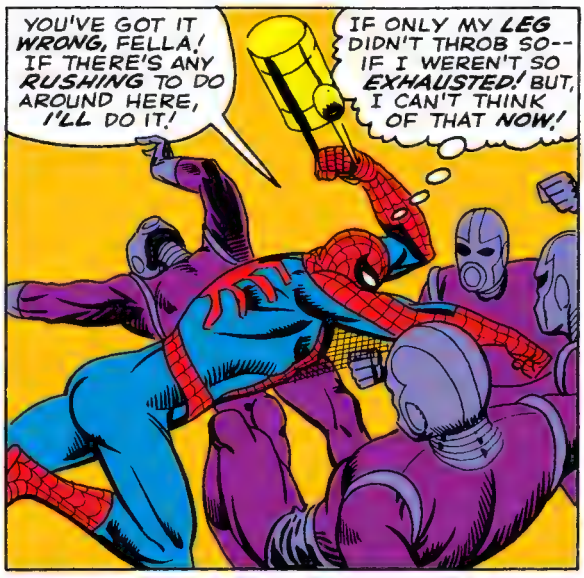

MORE OF DOC OCK'S MEN--IN DIVING GEAR! THEY MUST HAVE BEEN INVESTIGATING THE CRASH!
WELL, THEY WON'T STOP ME NOW!

NO MATTER HOW TIRED I AM, I CAN STILL OUT-FIGHT THEM!
ONCE THEIR AIR HOSES ARE RIPPED OFF, THEY'LL HAVE TO HEAD FOR THE SURFACE!

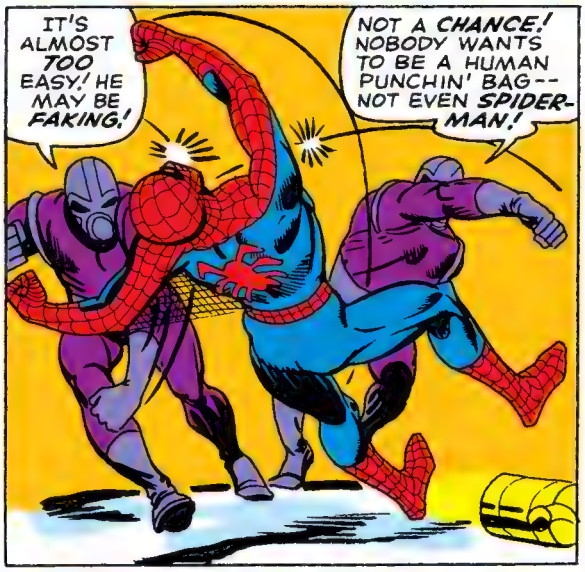

THERE! THAT TAKES CARE OF THAT! THEY CAN'T HOLD THEIR BREATH AS LONG AS I!

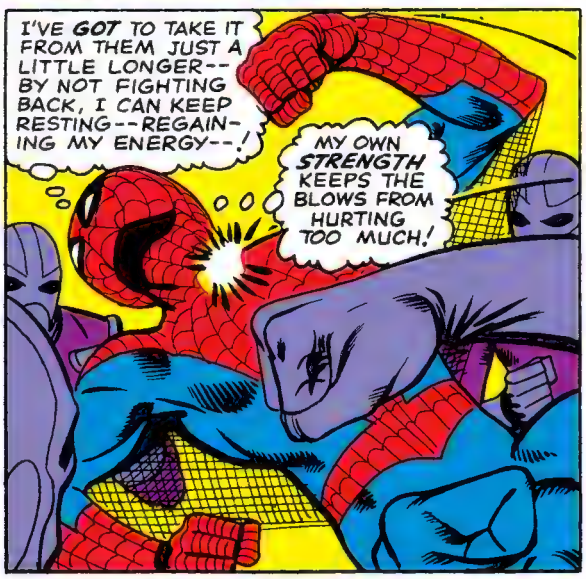
BUT, WHEN THE HARD-PRESSED YOUTH FINALLY CLIMBS TO SAFETY, HE REALIZES THAT HIS ORDEAL IS STILL FAR FROM OVER--!
MORE OF THEM-- WAITING FOR ME!
WE KNEW YOU'D SHOW UP HERE, SPIDER-MAN! IT'S THE ONLY WAY OUT OF THIS PLACE!
BUT, THE ONLY WAY TO REACH THE EXIT IS TO FIGHT YOUR WAY THRU US!

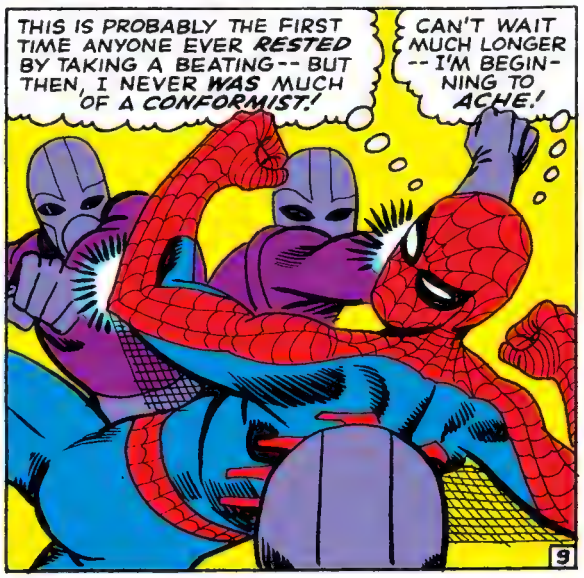
I'VE GOT A JOB TO DO-- AND NOBODY-- NOTHING-- NO POWER ON EARTH IS GOING TO STOP ME-- WHILE I STILL LIVE!
C'MON, STOP WASTING TIME! WE'VE GOT HIM OUTNUMBERED! LET'S RUSH 'IM!
THAT SUITS US, MISTER! REMEMBER, NOBODY LIVES FOREVER!

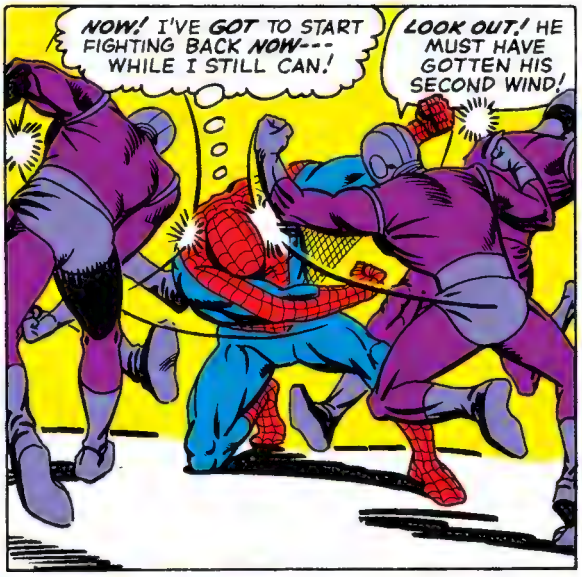

YOU'VE GOT IT WRONG, FELLA! IF THERE'S ANY RUSHING TO DO AROUND HERE, I'LL DO IT!
IF ONLY MY LEG DIDN'T THROB SO-- IF I WEREN'T SO EXHAUSTED! BUT, I CAN'T THINK OF THAT NOW!

THE GREAT SPIDER-MAN! HAH! YOU'RE NOT AS TOUGH AS YOU'RE CRACKED UP TO BE!
KEEP SWINGIN'! WE'RE STOPPING HIM! HE CAN'T GET PAST US!


IT'S ALMOST TOO EASY! HE MAY BE FAKING!
NOT A CHANCE! NOBODY WANTS TO BE A HUMAN PUNCHIN' BAG-- NOT EVEN SPIDER-MAN!


I'VE GOT TO TAKE IT FROM THEM JUST A LITTLE LONGER-- BY NOT FIGHTING BACK, I CAN KEEP RESTING--REGAIN-ING MY ENERGY--!
MY OWN STRENGTH KEEPS THE BLOWS FROM HURTING TOO MUCH!

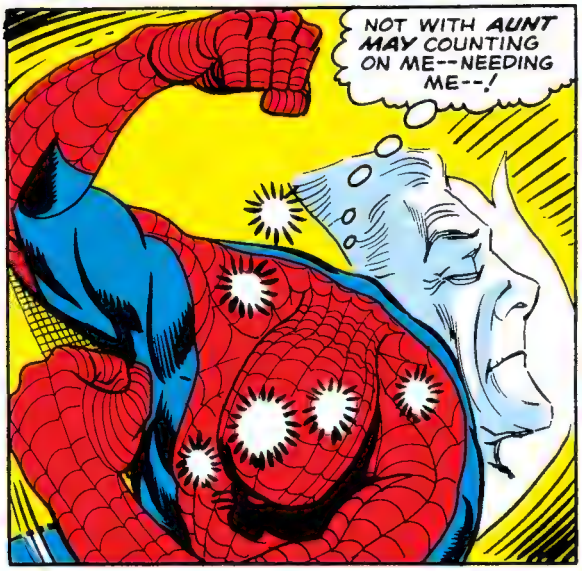

THIS IS PROBABLY THE FIRST TIME ANYONE EVER RESTED BY TAKING A BEATING-- BUT THEN, I NEVER WAS MUCH OF A CONFORMIST!
CAN'T WAIT MUCH LONGER -- I'M BEGIN-NING TO ACHE!

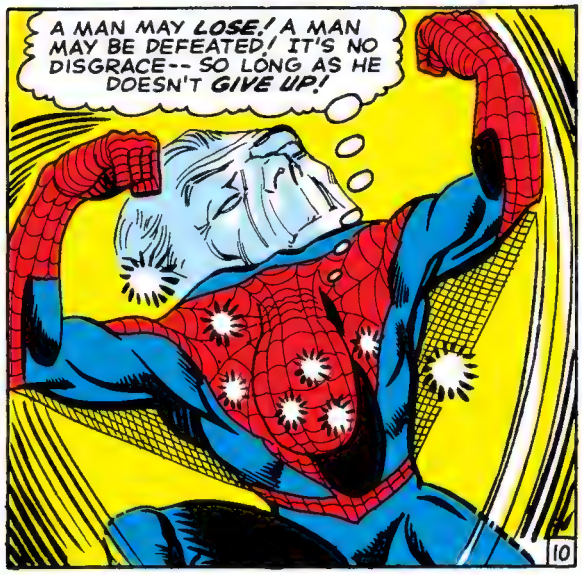

NOW! I'VE GOT TO START FIGHTING BACK NOW--- WHILE I STILL CAN!
LOOK OUT! HE MUST HAVE GOTTEN HIS SECOND WIND!

SO WHAT?!! IT'LL TAKE MORE THAN THAT TO SAVE HIM!
HE'S RIGHT! WITHOUT FULL USE OF MY LEG, I CAN'T MANEUVER AS I SHOULD--AND THEY'RE ALL FRESH--RESTED --UHHHH--!

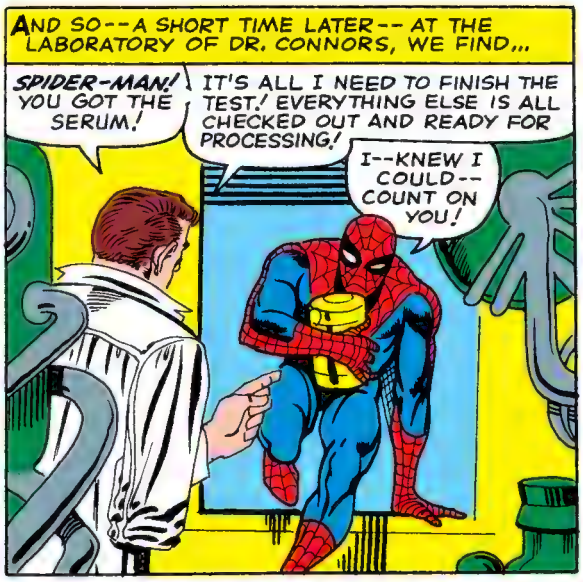
WHAT'S THE MATTER WITH ME? WHAT IF MY LEG IS INJURED? WHAT IF THEY ARE MORE RESTED? THEY'RE JUST A GANG OF MANGY CROOKS--BUT I'M SPIDER-MAN!

WHAT'S HOLDING HIM UP? HOW DOES HE KEEP FIGHTING?
I DUNNO--BUT IT LOOKS LIKE HE'S GETTING STRONGER!
I'M SPIDER-MAN! AND I'M NOT GOING TO FAIL! I'M NOT! I'M NOT!


NOT WITH AUNT MAY COUNTING ON ME--NEEDING ME--!

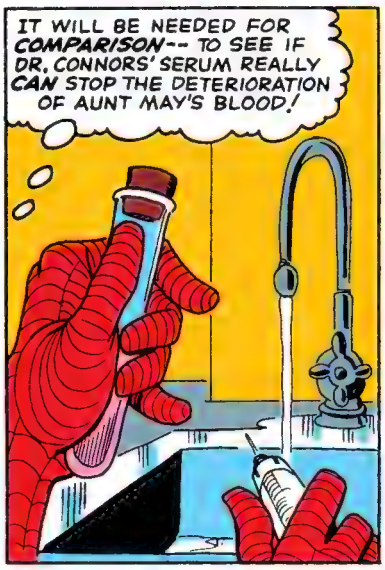

A MAN MAY LOSE! A MAN MAY BE DEFEATED! IT'S NO DISGRACE--SO LONG AS HE DOESN'T GIVE UP!

AND I'M NOT GIVING UP! I'M NOT-- I'M NOT!
I'LL KEEP FIGHTING-- NO MATTER WHAT! I WON'T GIVE UP!
I WON'T! I WON'T! I WON'T!
NOBODY CAN MAKE ME GIVE UP! NOT WHEN THERE'S SO MUCH AT STAKE!
I'LL KEEP FIGHTING UNTIL-- UNTIL-- WHA-? IT-- IT'S OVER!
CAN'T STOP NOW! CAN'T EVEN LOOK BACK! DR. CONNORS NEEDS THE SERUM--FOR AUNT MAY! MUST KEEP MOVING-- KEEP WALKING--!
NO TIME TO FIND OUT WHAT HAPPENED TO DR. OCTOPUS! NO TIME FOR ANYTHING!
ALL THAT MATTERS IS DELIVERING THE SERUM IN TIME--!
--BEFORE IT'S--TOO LATE!

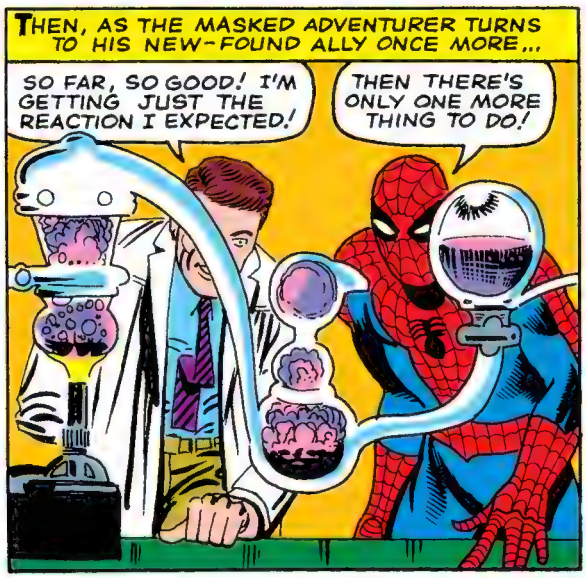

AND SO--A SHORT TIME LATER-- AT THE LABORATORY OF DR. CONNORS, WE FIND...
SPIDER-MAN! YOU GOT THE SERUM!
IT'S ALL I NEED TO FINISH THE TEST! EVERYTHING ELSE IS ALL CHECKED OUT AND READY FOR PROCESSING!
I--KNEW I COULD-- COUNT ON YOU!

YOU'RE SO BREATHLESS! DID YOU HAVE ANY TROUBLE? IS ANYTHING WRONG?
I'LL TELL YOU --ABOUT IT-- SOME TIME! RIGHT NOW, HERE'S THE SERUM! LET'S NOT WASTE A MINUTE!
THERE'S ONE OTHER THING I'VE GOT TO DO --WHEN HE'S NOT LOOKING!

I'VE GOT TO TAKE A SAMPLE OF MY OWN SPIDER-MAN BLOOD WHICH GAVE ME MY POWERS WHEN I WAS FIRST BITTEN BY THAT RADIO-ACTIVE SPIDER!

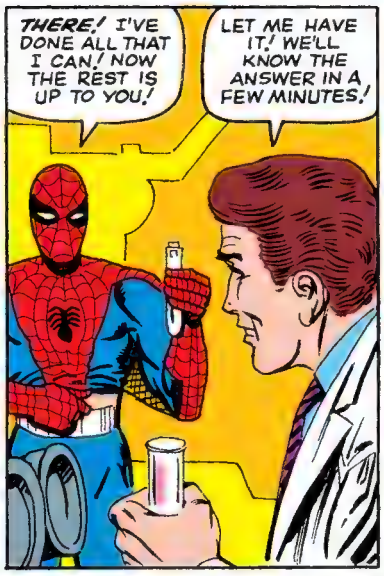

IT WILL BE NEEDED FOR COMPARISON-- TO SEE IF DR. CONNORS' SERUM REALLY CAN STOP THE DETERIORATION OF AUNT MAY'S BLOOD!

THERE! I'LL SLIP IT IN MY BELT TILL IT'S NEEDED! HE WON'T KNOW WHERE IT CAME FROM!


THEN, AS THE MASKED ADVENTURER TURNS TO HIS NEW-FOUND ALLY ONCE MORE...
SO FAR, SO GOOD! I'M GETTING JUST THE REACTION I EXPECTED!
THEN THERE'S ONLY ONE MORE THING TO DO!

WAIT! WHAT ARE YOU DOING?
IT'S ALL RIGHT! I JUST WANT TO TEST IT ON THIS BLOOD SAMPLE!
WHAT BLOOD SAMPLE?

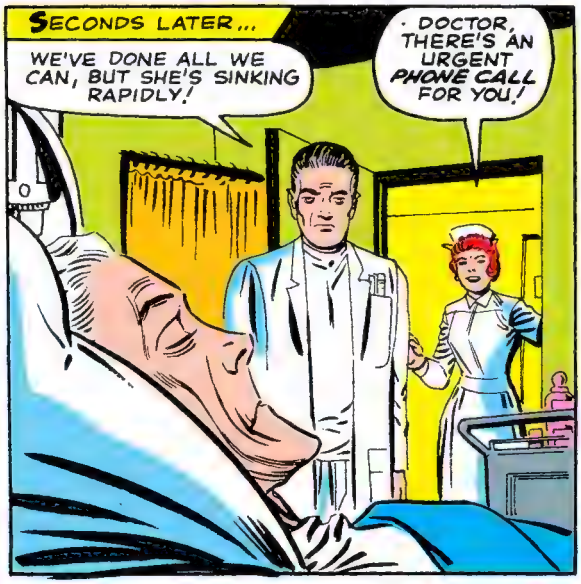
THERE ISN'T TIME TO EXPLAIN NOW--BUT IF THE SERUM WORKS ON THIS, THEN IT WILL PROBABLY BE EFFECTIVE ON THE PATIENT, TOO!
HOW CAN YOU BE SURE IT'S THE SAME TYPE OF BLOOD?
I CAN'T EXPLAIN --BUT IT IS!


THERE! I'VE DONE ALL THAT I CAN! NOW THE REST IS UP TO YOU!
LET ME HAVE IT! WE'LL KNOW THE ANSWER IN A FEW MINUTES!

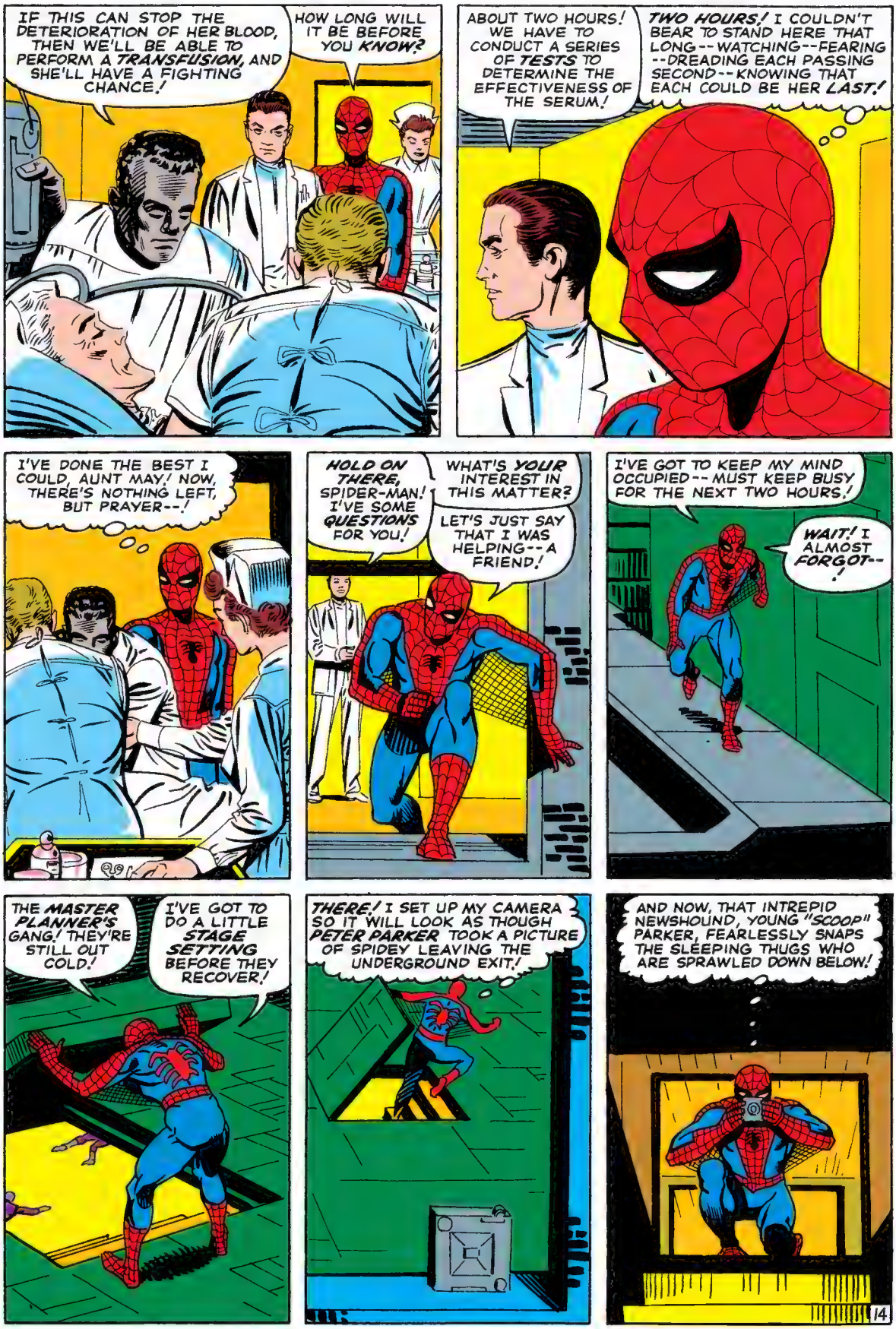
IT WORKS! THE DETERIORATION OF THE BLOOD WAS INSTANTLY CHECKED WHEN THE SERUM WAS APPLIED!
THEN WE MAY HAVE FOUND THE CURE FOR AUNT MAY!

JUST ONE THING--YOU'VE NEVER TOLD ME WHO THE PATIENT IS! THE SERUM MAY BE AFFECTED BY THE AGE, SEX, OR PHYSICAL CONDITION OF THE ONE IT'S GIVEN TO!
I KNOW! BUT THAT'S THE CHANCE WE HAVE TO TAKE! AT LEAST--THERE'S SOME HOPE NOW!

ONE LAST THING--WOULD YOU CALL THE HOSPITAL AND TELL THEM I'M ON THE WAY WITH THE SERUM? IF A MAN OF YOUR REPUTATION ASKS THEM TO, THEY'LL ALLOW ME TO GIVE IT TO THE DOCTOR IN CHARGE!
OF COURSE I'LL DO IT! GOOD LUCK TO YOU, MY FRIEND!


SECONDS LATER...
WE'VE DONE ALL WE CAN, BUT SHE'S SINKING RAPIDLY!
DOCTOR, THERE'S AN URGENT PHONE CALL FOR YOU!

NO SOONER IS THE PHONE CALL COMPLETED, WHEN...
QUICKLY! I HAVE SOMETHING FOR MRS. PARKER! IS SHE--?
YES, SHE'S STILL ALIVE--BUT JUST BARELY! WE WERE ALREADY INFORMED OF YOUR COMING! GIVE ME THE SERUM!

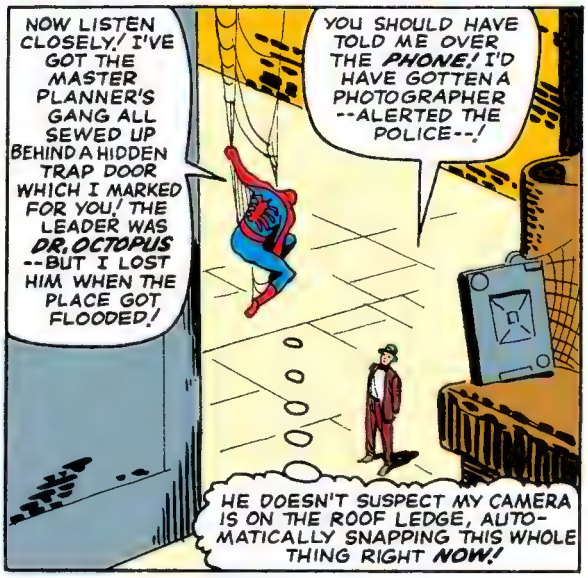

IF THIS CAN STOP THE DETERIORATION OF HER BLOOD, THEN WE'LL BE ABLE TO PERFORM A TRANSFUSION, AND SHE'LL HAVE A FIGHTING CHANCE!
HOW LONG WILL IT BE BEFORE YOU KNOW?
ABOUT TWO HOURS! WE HAVE TO CONDUCT A SERIES OF TESTS TO DETERMINE THE EFFECTIVENESS OF THE SERUM!
TWO HOURS! I COULDN'T BEAR TO STAND HERE THAT LONG--WATCHING--FEARING--DREADING EACH PASSING SECOND--KNOWING THAT EACH COULD BE HER LAST!
I'VE DONE THE BEST I COULD, AUNT MAY! NOW, THERE'S NOTHING LEFT, BUT PRAYER--!
HOLD ON THERE, SPIDER-MAN! I'VE SOME QUESTIONS FOR YOU!
WHAT'S YOUR INTEREST IN THIS MATTER?
LET'S JUST SAY THAT I WAS HELPING--A FRIEND!
I'VE GOT TO KEEP MY MIND OCCUPIED--MUST KEEP BUSY FOR THE NEXT TWO HOURS!
WAIT! I ALMOST FORGOT--!
THE MASTER PLANNER'S GANG! THEY'RE STILL OUT COLD!
I'VE GOT TO DO A LITTLE STAGE SETTING BEFORE THEY RECOVER!
THERE! I SET UP MY CAMERA SO IT WILL LOOK AS THOUGH PETER PARKER TOOK A PICTURE OF SPIDEY LEAVING THE UNDERGROUND EXIT!
AND NOW, THAT INTREPID NEWSHOUND, YOUNG "SCOOP" PARKER, FEARLESSLY SNAPS THE SLEEPING THUGS WHO ARE SPRAWLED DOWN BELOW!

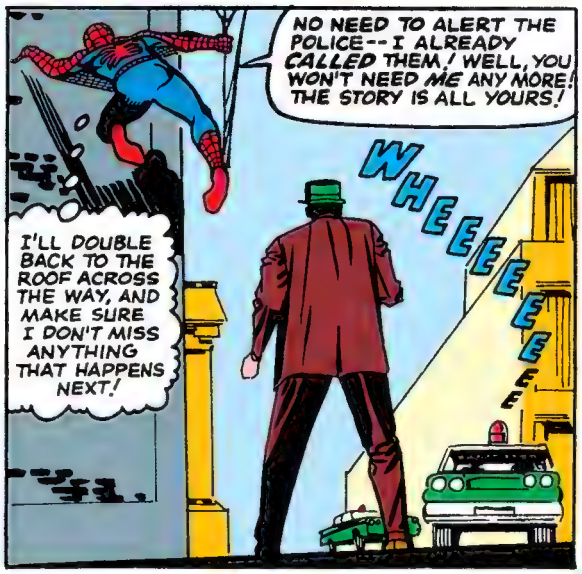
MINUTES LATER, AT THE OFFICES OF THE DAILY BUGLE, CRIME REPORTER FREDERICK FOSWELL GETS AN URGENT CALL...
WHO? DID YOU SAY SPIDER-MAN?? YOU WANT ME TO MEET YOU--RIGHT AWAY?
YOU'VE GOT A TIP FOR ME?!!--I'M ON MY WAY!!

BETTER HOLD THE FRONT PAGE FOR AN EXTRA, MR. JAMESON! I'M ON MY WAY TO GET A SCOOP FROM SPIDER-MAN!
AN EXTRA!! MUSIC TO MY EARS!!

I CAN HEAR THE MONEY ROLLING IN NOW! MAYBE THAT BLASTED WEB-SPINNER'S IN JAIL--OR WORSE--IF I'M LUCKY! OH, WHAT A BEAUTIFUL DAY THIS IS!
MR. JAMESON! YOU'RE SMILING! IS ANYTHING WRONG?

THEN, ON A STREET NEAR THE WATERFRONT...
SLOW DOWN, FOSWELL! YOU'LL LAST LONGER!
YOU!! WHAT ARE YOU DOING UP THERE?
NOTHIN' MUCH! JUST HANGIN' AROUND!


NOW LISTEN CLOSELY! I'VE GOT THE MASTER PLANNER'S GANG ALL SEWED UP BEHIND A HIDDEN TRAP DOOR WHICH I MARKED FOR YOU! THE LEADER WAS DR. OCTOPUS --BUT I LOST HIM WHEN THE PLACE GOT FLOODED!
YOU SHOULD HAVE TOLD ME OVER THE PHONE! I'D HAVE GOTTEN A PHOTOGRAPHER --ALERTED THE POLICE--!
HE DOESN'T SUSPECT MY CAMERA IS ON THE ROOF LEDGE, AUTOMATICALLY SNAPPING THIS WHOLE THING RIGHT NOW!

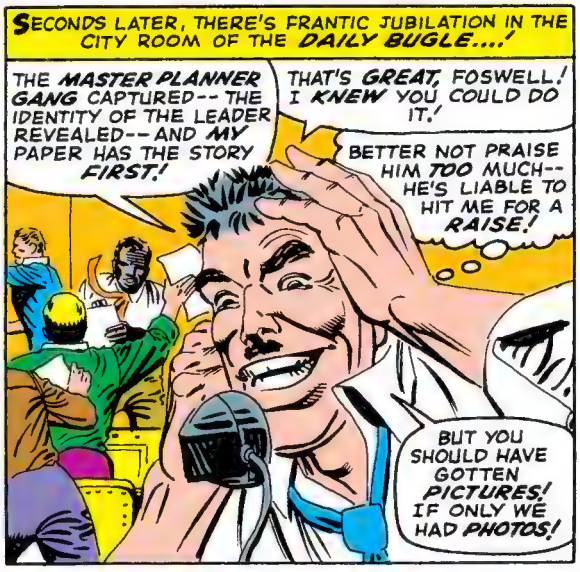

NO NEED TO ALERT THE POLICE--I ALREADY CALLED THEM! WELL, YOU WON'T NEED ME ANY MORE! THE STORY IS ALL YOURS!
I'LL DOUBLE BACK TO THE ROOF ACROSS THE WAY, AND MAKE SURE I DON'T MISS ANYTHING THAT HAPPENS NEXT!
WHEEEEEEEEE

THERE THEY ARE--LIKE CONTRITE LITTLE SCHOOL-BOYS WHO GOT CAUGHT WITH THEIR HANDS IN THE COOKIE JAR!
KEEP WALKING! DON'T BE SHY! WE'VE GOT ROOM IN THE PADDY WAGON FOR ALL OF YOU!

THIS IS PERFECT! THEY'RE MAKING THEM UNMASK-- AND MY TRUSTY LITTLE SNOOPER-SCOPE AND I HAVE A RINGSIDE SEAT!
HOOO BOY! THERE'LL BE A LOT OF BARE POST OFFICE WALLS WHEN THOSE CHARACTERS GET TAKEN OUT OF CIRCULATION!
IT'LL BE LIKE OLD HOME WEEK AT SING SING WHEN YOU CUT-UPS COME MARCHING IN!

WE'LL HAVE TO DISPATCH A DIVER DOWN BELOW TO SEE IF THERE'S ANY TRACE OF DR. OCTOPUS!
IF HE'S ANYWHERE IN THE VICINITY, WE'LL FIND HIM, CHARLIE! BUT, MY GUESS IS THAT HE'S MILES FROM HERE BY NOW!
THAT IS, IF HE SURVIVED THE CAVE-IN!

THAT'S THAT! THIS SQUARES ME WITH FOSWELL! AND IT MAKES UP FOR MY SUSPECTING HIM OF BEING THE CRIME-MASTER*!
NOW TO GET THESE PIX TO JAMESON-- ON THE DOUBLE!
*AS WE SAW A FEW ISSUES AGO-- STAN.

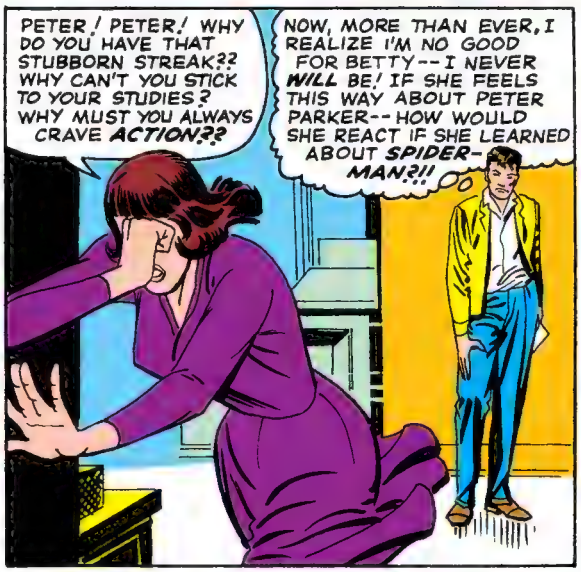

SECONDS LATER, THERE'S FRANTIC JUBILATION IN THE CITY ROOM OF THE DAILY BUGLE....!
THE MASTER PLANNER GANG CAPTURED-- THE IDENTITY OF THE LEADER REVEALED-- AND MY PAPER HAS THE STORY FIRST!
THAT'S GREAT, FOSWELL! I KNEW YOU COULD DO IT!
BETTER NOT PRAISE HIM TOO MUCH-- HE'S LIABLE TO HIT ME FOR A RAISE!
BUT YOU SHOULD HAVE GOTTEN PICTURES! IF ONLY WE HAD PHOTOS!

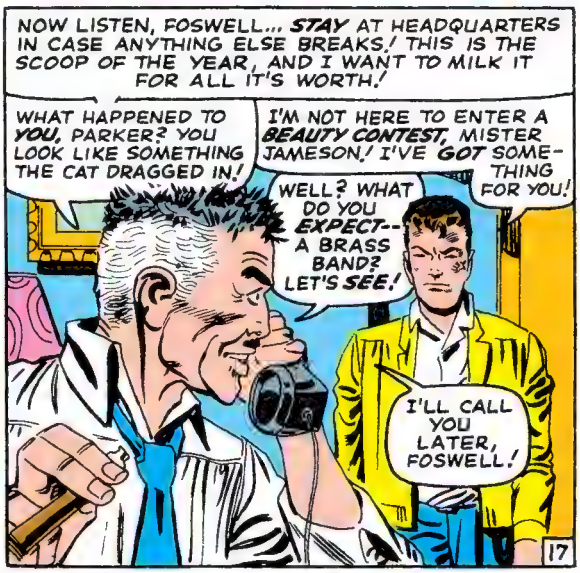
AND, SPEAKING OF PHOTOS...
HE MUST HAVE THE STORY BY NOW! HE'LL BE HUNGRY FOR MY PHOTOS!
DARN LEG IS STILL ACHING! I OUGHT TO STAY OFF IT!

OH! THERE'S PETER! I'VE BEEN HOPING TO-- BUT WHAT'S WRONG WITH HIS LEG?? HE'S BEEN HURT!

PETER! PETER-- WAIT! IT'S ME-- BETTY! I WANT TO TALK TO YOU...!
OH NO! NOT NOW! I DON'T WANT TO HAVE TO FACE HER NOW!

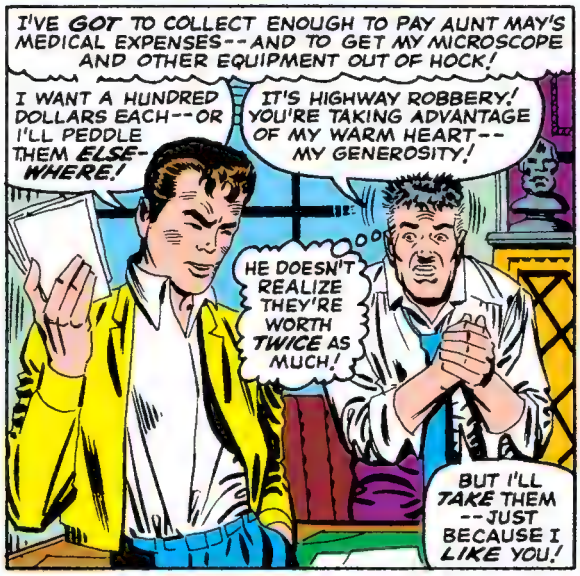
HEARING PETER'S GRIMLY-SPOKEN WORDS HAS A DRAMATIC EFFECT ON BETTY BRANT... AN EFFECT HE KNEW IT WOULD HAVE! HER MIND RACES BACK TO HER BROTHER-- THE BROTHER WHOM SHE LOVED, BUT LOST--BECAUSE HE TOO WOULDN'T GIVE UP THE DANGEROUS LIFE HE WANTED TO LEAD!

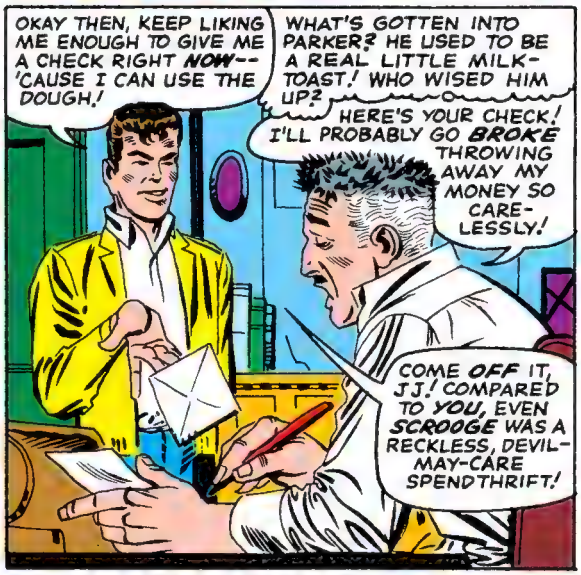


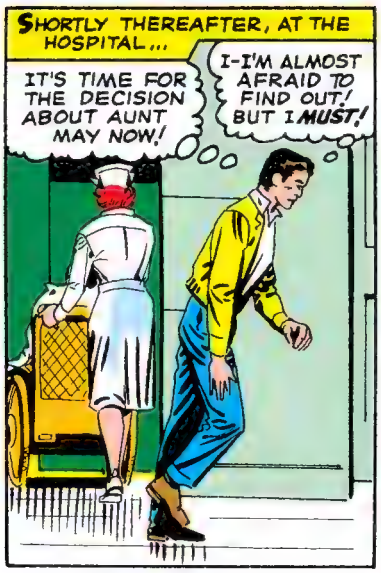


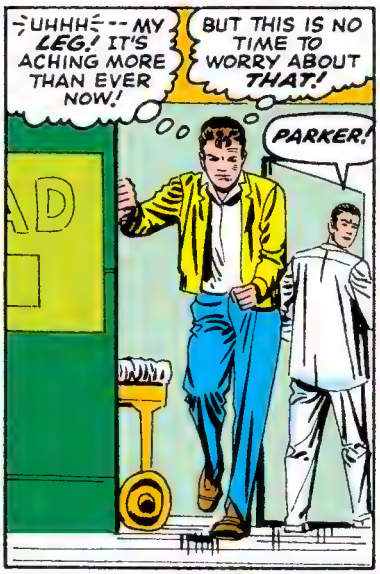
MAYBE YOU WOULDN'T BE INTERESTED IN THESE PIX-- THEY'RE ONLY A COMPLETE SERIES SHOWING THE ENTIRE CAPTURE OF THE MASTER PLANNER'S GANG!
PLUS, SOME SHOTS I MANAGED TO GET OF SPIDER-MAN ON THE SCENE!
IT'S TRUE, THEN! THERE IS A SANTA CLAUS!

DON'T JUST STAND THERE, MY BOY! GIVE THEM TO ME! THERE'S STILL TIME TO MAKE THE FRONT PAGE! EVERY SECOND COUNTS! LET ME HAVE THEM!
WHOA! WE HAVEN'T AGREED ON A PRICE YET!
WE CAN SETTLE YOUR PAYMENT LATER! YOU KNOW HOW GENEROUS I AM!
YEP! THAT'S WHY WE'LL SETTLE IT NOW!

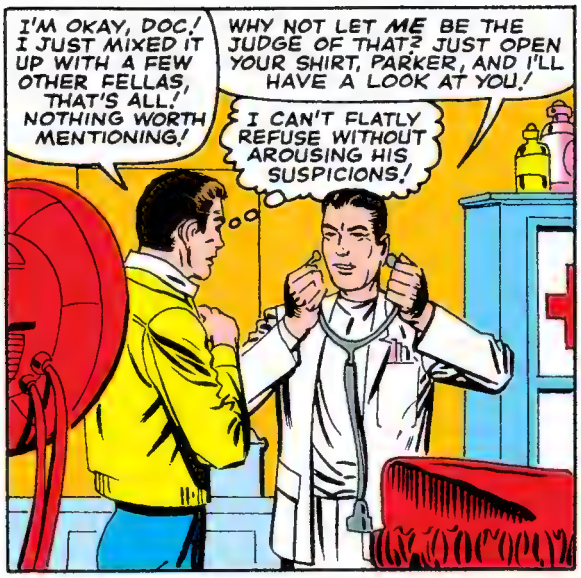

I'VE GOT TO COLLECT ENOUGH TO PAY AUNT MAY'S MEDICAL EXPENSES--AND TO GET MY MICROSCOPE AND OTHER EQUIPMENT OUT OF HOCK!
I WANT A HUNDRED DOLLARS EACH--OR I'LL PEDDLE THEM ELSEWHERE!
IT'S HIGHWAY ROBBERY! YOU'RE TAKING ADVANTAGE OF MY WARM HEART--MY GENEROSITY!
HE DOESN'T REALIZE THEY'RE WORTH TWICE AS MUCH!
BUT I'LL TAKE THEM --JUST BECAUSE I LIKE YOU!

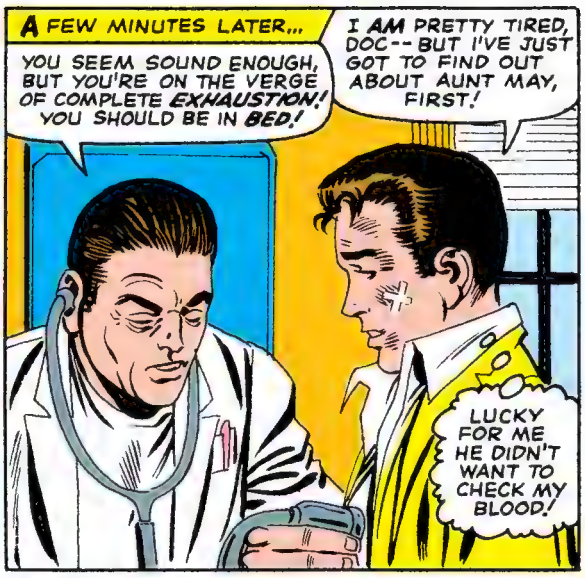

OKAY THEN, KEEP LIKING ME ENOUGH TO GIVE ME A CHECK RIGHT NOW--'CAUSE I CAN USE THE DOUGH!
WHAT'S GOTTEN INTO PARKER? HE USED TO BE A REAL LITTLE MILK-TOAST! WHO WISED HIM UP?
HERE'S YOUR CHECK! I'LL PROBABLY GO BROKE THROWING AWAY MY MONEY SO CARELESSLY!
COME OFF IT, JJ! COMPARED TO YOU, EVEN SCROOGE WAS A RECKLESS, DEVIL-MAY-CARE SPENDTHRIFT!


SHORTLY THEREAFTER, AT THE HOSPITAL...
IT'S TIME FOR THE DECISION ABOUT AUNT MAY NOW!
I-I'M ALMOST AFRAID TO FIND OUT! BUT I MUST!

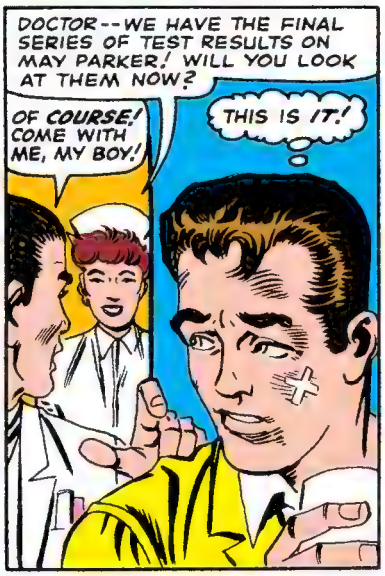

UHHH--MY LEG! IT'S ACHING MORE THAN EVER NOW!
BUT THIS IS NO TIME TO WORRY ABOUT THAT!
PARKER!

TELL ME, DOC --WHAT ABOUT MY AUNT? ARE THE TESTS COMPLETED? IS SHE--IS SHE--??
WE'LL KNOW IN A FEW MINUTES, SON! THE LAST CHECK IS BEING MADE RIGHT NOW!
BUT, WHAT HAPPENED TO YOU? YOU'D BETTER LET ME LOOK AT YOU!

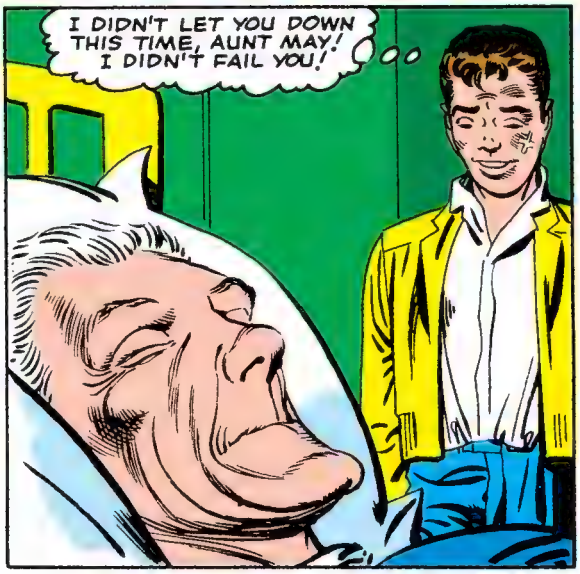

I'M OKAY, DOC! I JUST MIXED IT UP WITH A FEW OTHER FELLAS, THAT'S ALL! NOTHING WORTH MENTIONING!
WHY NOT LET ME BE THE JUDGE OF THAT? JUST OPEN YOUR SHIRT, PARKER, AND I'LL HAVE A LOOK AT YOU!
I CAN'T FLATLY REFUSE WITHOUT AROUSING HIS SUSPICIONS!

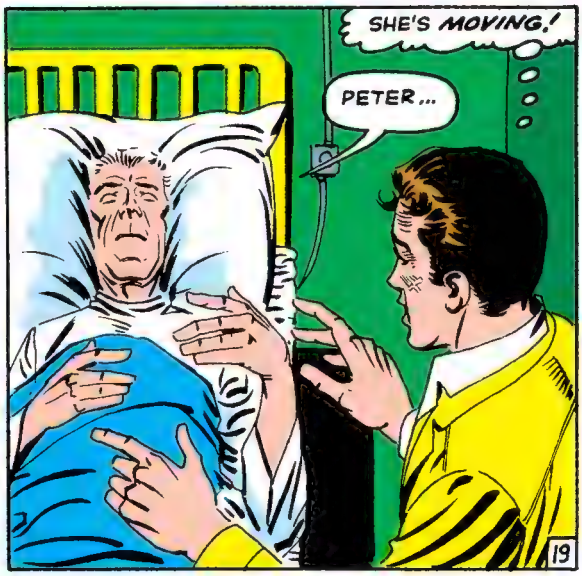

A FEW MINUTES LATER...
YOU SEEM SOUND ENOUGH, BUT YOU'RE ON THE VERGE OF COMPLETE EXHAUSTION! YOU SHOULD BE IN BED!
I AM PRETTY TIRED, DOC--BUT I'VE JUST GOT TO FIND OUT ABOUT AUNT MAY, FIRST!
LUCKY FOR ME HE DIDN'T WANT TO CHECK MY BLOOD!

HERE, DRINK THIS, SON! IT'LL RELAX YOU A BIT--AND REMEMBER--GET SOME REST AS SOON AS POSSIBLE!
DOC, ONCE I LEAVE HERE, NOBODY'LL HAVE TO TELL ME TWICE!

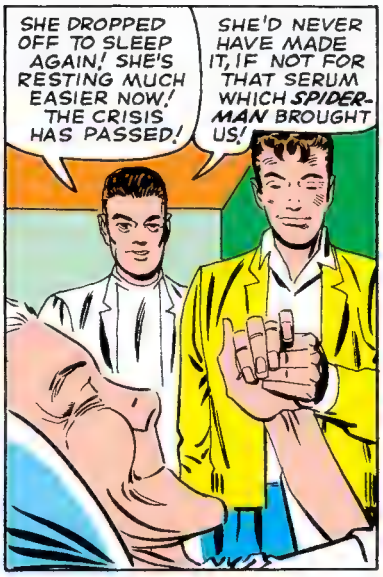

DOCTOR--WE HAVE THE FINAL SERIES OF TEST RESULTS ON MAY PARKER! WILL YOU LOOK AT THEM NOW?
OF COURSE! COME WITH ME, MY BOY!
THIS IS IT!

GOOD NEWS! THE SERUM HAS STOPPED THE BLOOD DETERIORATION! THE REPORTS ARE ALL FAVORABLE!
WITH LUCK, WE EXPECT HER TO PULL THRU!

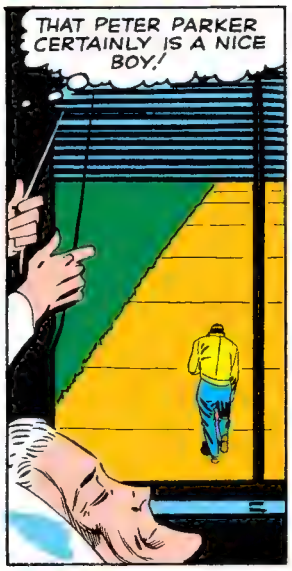

I DIDN'T LET YOU DOWN THIS TIME, AUNT MAY! I DIDN'T FAIL YOU!


SHE'S MOVING!
PETER...

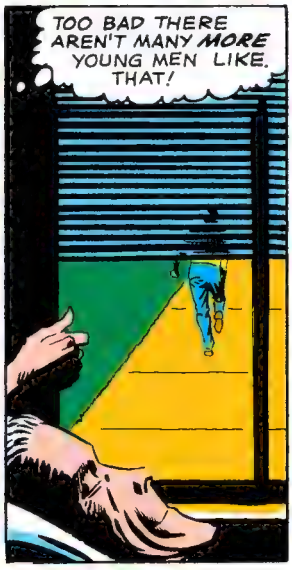
IT'S ALL RIGHT, AUNT MAY! YOU'RE GOING TO BE WELL AGAIN! EVERYTHING IS FINE!
PETER...


SHE DROPPED OFF TO SLEEP AGAIN! SHE'S RESTING MUCH EASIER NOW! THE CRISIS HAS PASSED!
SHE'D NEVER HAVE MADE IT, IF NOT FOR THAT SERUM WHICH SPIDER-MAN BROUGHT US!

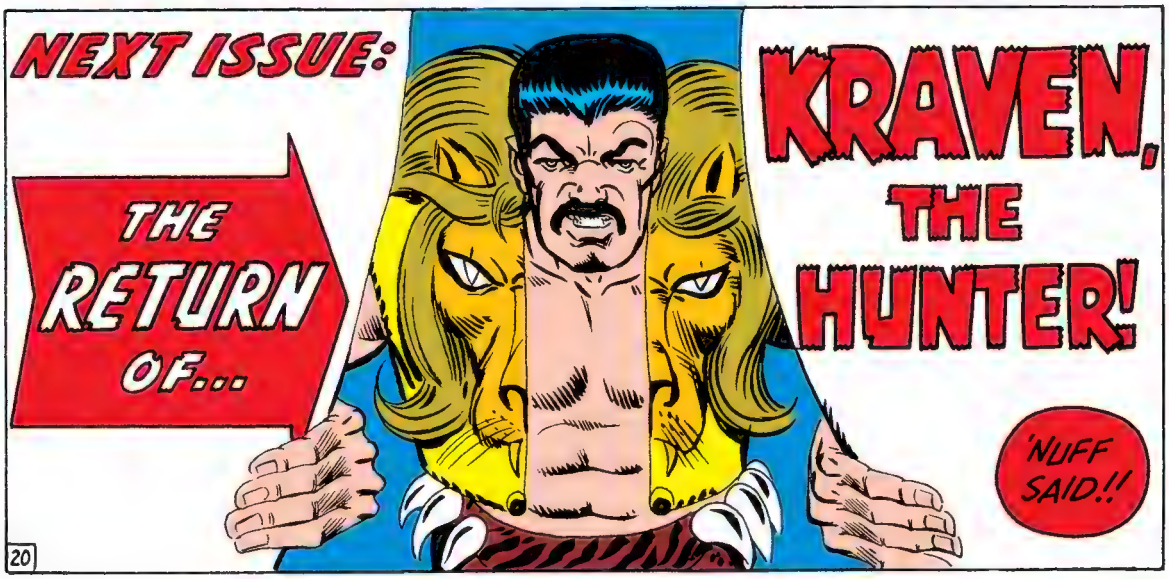
I WONDER WHERE HE FITS IN TO ALL THIS?
I DON'T KNOW, DOC-- BUT, MAYBE HE'S NOT QUITE AS BAD AS SOME PEOPLE THINK HE IS!
WELL, AT ANY RATE, YOU'D BETTER GO HOME AND GET SOME REST YOURSELF!
I THINK I'LL BE ABLE TO-- NOW!


THAT PETER PARKER CERTAINLY IS A NICE BOY!

HE'S SINCERE--WELL-MANNERED--AND DEVOTED TO HIS AUNT!


TOO BAD THERE AREN'T MANY MORE YOUNG MEN LIKE THAT!

TOO BAD SOMEONE LIKE HIM CAN'T BE AN IDOL FOR TEEN-AGERS TO IMITATE...
... INSTEAD OF SOME MYSTERIOUS, UNKNOWN THRILL-SEEKER LIKE-- SPIDER-MAN!


NEXT ISSUE:
THE RETURN OF...
KRAVEN, THE HUNTER!
'NUFF SAID!!

THE SPIDER'S WEB

Dear Stan and Steve,

Molten Man must return! Surely a mere jail can't hold any one as strong as he. I never knew so much action could be found in those eight pages where Spidey and Molty battled. Molty should become a regular like Doc Doom and the Sub-Mariner are in the F.F. The cover of issue #28 was excellent! Spidey and Doc Strange make a great team. Let Spidey get to know him better. Spider-Man is your best character and his book should have the title "The World's Greater than Greatest Comic Magazine!" I wish Marvel all the luck in the world.

Gary Nowell, 321 George Wright Homes
Paris, Texas

Many thanks, Gary! Looks like we're gonna *need* that luck, what with all the Brand X type imitations of our Marvel mags which seem to be popping up like weeds each day! Anyway, we couldn't put that title you suggest on the cover of SPIDER-MAN . . . next thing you know the KID COLT and MILLIE THE MODEL fans would demand equal time!

Dear Stan and Steve,

Hey, guys! We know that Steve must use some kind of magic pencils, but the cover art on SPIDER-MAN #28 is just too much! We wish to pick a bone with that certain fan who must be a writer for some Brand X comic. Where does he get off saying that your characters are copies?! You guys just happen to have the most down-to-earth, true-to-life stories of any outfit that makes comic mags! Now to get to the point of this epistle – here's our great idea: how about an animated series for the boob tube? You could call it "Marvel Madness" and have a story about a different super-character each week. How about that for a blockbuster idea?! We just finished Spidey's second annual, and it's fantabulous! We can't figure where you guys get all your ideas, but don't stop now. This truly is the Marvel Age of Comics! 'Nuff said!

Bob & Tom Thompson, 1304 Oakley
Kansas City, Mo.

The Marvel Age of Comics! Now *there's* a catchy phrase! Why didn't *we* think of that? But look, fellas, if you want T.V. to produce our minor masterpieces, you've gotta stop referring to their medium as the "boob tube"! (Although we must confess that name really grabs us!)

Dear Stan and Steve,

As the blurb on the splash page of SPIDER-MAN #29 exclaimed, "Never Step on a Scorpion" was "a super-hero action thriller"! It claimed to be nothing else and wasn't. And, as such, it was terrific! Stan Lee's script was great pop-art stuff, and Steve Ditko turned in the best art job of his career. The real star of the magazine was the superb, knock-down-drag-'em-outer slugfest Spider-Man enjoyed with the Scorpion. Usually I don't dig Marvel's "after Nature" villains, but the Scorpion is an exception. Unlike others, he is more than a nifty gimmick, more than just another thug with a power. Also, he is rotten to the ever-lovin' core, which seems to be something new in this age of poor, misunderstood cut-throats. To give the crowning touch to this ish was Spider-Man himself, who is about the best single hero in the Marvel stock. Keep issues like this one coming!

Guy H. Lillian III, 718 Spring Drive
Walnut Creek, Calif. 94596

We intend to, Guy! After all these years, it's getting kinda habit-forming!

Dear Stan and Steve,

SPIDER-MAN #29 was the usual Marvel masterwork. Stan came through with flying colors again on the story. The title was way out! But even the great can have its faults. By this I mean that the Scorpion should have at least put Spidey out cold, just for a few minutes. Don't get me wrong now. I would rather turn in my M.M.M.S. membership than to see Webhead's career end that way! But just for once let Spidey lose a battle, huh? Please give this some thought.

Ron Patton, 610 Alton St.
Pontiac, Mich.

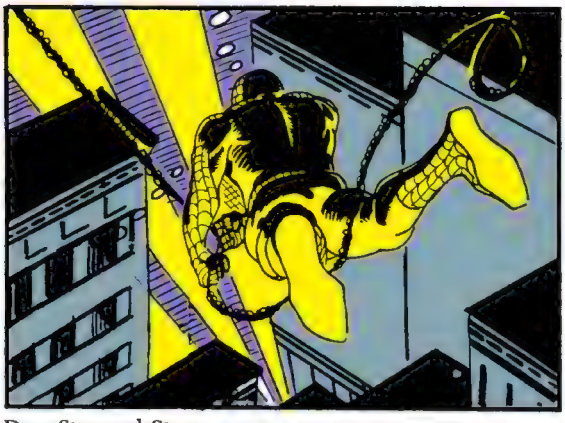
Ron, do you know how many letters we get each day telling us that Spidey doesn't *win* often enough?? You're the first Marvelian to come up with the opposite beef in months! It just goes to show, no matter how hard we try—we can always manage to make *someone* hate us!

Dear Stan and Steve,

Just finished reading your latest masterpiece, SPIDER-MAN #29. As usual it was great. I don't know how you get those whacky titles. Well, let's get right down to business. Something really bugs us—every time Spidey grabs one of your crazy villains, why doesn't his webbing shoot all over the poor self-respecting baddie? I wish you would clear up this business between Ned Leeds, Betty Brant, and Petey! I'd like to see them get married! (Petey and Betty, that is.) But I can't ask everything of you poor, hard-working guys! Anyway, I don't think you'd do it! You had some great action scenes in #29; for instance, page 16, panel 3, and the cover. When you're reading a Brand Echh comic, you're just reading a comic book, but when you're reading a Marvel mag, you stand a little taller, walk a little straighter, and talk a little prouder. I was just looking thru #29 and found a mistake. (Not that I could do better, I'm just giving a little constructive criticism.) On pages 5 and 6 you forgot his underarm webbing—sounds like some kind of deodorant! Other than that, the story was fantastic! Love ya all!

Matt Emmens & Jimmy Luzzi
Nutley, N. J.

It's mutual, fellas! And we really dug that phrase of yours — "stand a little taller, walk a little straighter, etc."—'specially since Stan himself wrote it on the M.M.M.S. letter of greeting last year!



Dear Stan and Steve,

SPIDEY #29 was a letdown. Sorry, Stan, but you asked for it. When you go all out on Spidey like you do a lot of the time, then you almost have to keep it up. It makes any regular issue a letdown. This doesn't mean to stop writing great stories, but I'm afraid that's the way a frantic fan's mind works. I'm afraid the title of the tale was pretty bad. I'd just as soon it had been "Scorpy Returns" or some such drollery. Scorpy still isn't much of a villain—he's so much like the Lizard,who was a neat villain,that you should drop him and just let that scientist lapse back into Lizzy every once in a while—and his costume is miserable. I'm curious how JJJ could prove he put a dime in the parking meter. The way Scorp was defeated wasn't too hot. Now, two big gripes—either get Betty out of Pete's life and let him concentrate on Liz or let Betty and Pete really be serious about each other. Remember Spidey #9? The way that ended is the way their love should be. You're making the two of them as bad as Matt and Karen in DAREDEVIL, and this sickening half-half business is making me sick! Okay? Okay. I know it's too late to tell you this, as you've already written it, but don't you dare kill off Aunt May as indicated by the end of the story. Spidey has enough trouble as it is. Understand??

Mickey Schwaberow, 5373 Gold Drive
Santa Rosa, Calif. 95405

Even if we *didn't* understand, Mick, we'd be afraid to admit it to you! You'd probably write us *another* letter as bossy as this one! Anyway, we did one thing right—as of this writing, Aunt May is still among the living! (Of course, if anything happens to her later on, we'll leave town before you find out!)

Dear Stan and Steve,

I have just picked up Stan's fourth issue of MONSTERS UNLIMITED. It's the funniest monster mag on the stands. I especially liked the gag on the fourth page—"Darn! We missed the Man from U.N.C.L.E. again!" SPIDEY is my favorite Marvel mag. Keep up the good work—'nuff said!

Mike Sohns, 6530 N. 49th Ct.
Milwaukee, Wisc. 53223

Glad you liked M.U., Mike, but it's a good thing we didn't blink our eyes when reading your dazzling document—we mighta *missed* the reference to poor ol' Spidey!

Dear Stan and Steve,

I wish to inform you that SPIDER-MAN #29 was just not up to Marvel standards. Sure, the title could have only come from the Marvel bullpen, "Never Step on a Scorpion," and the return of the Scorpion was simply genius. But then you ruined it with three letters, namely JJJ. Yes, Jameson was not too bad at the start, but then he put out that extra saying Spider-Man and Scorpy were a team just to protect himself. I really got mad! This, when Spidey saves his life. When the police arrive he makes as if he did something great and gets all the praise. I just wish he could have gotten a few knocks in the head from Scorpy's tail. That's my gripe—besides that, your mags are simply marvelous!!

J. P. Goetz, 199 Paisley St.
Guelph, Ont., Canada

But J.P., we always thought you're *supposed* to hate our bubbly bad-guys! Think how you'd *really* complain if we made him a lovable little sunbeam!

Dear Stan and Steve,

When I read SPIDER-MAN #29 about the Molten Man, I naturally assumed that such a happening (an alloy enveloping a man and increasing his strength) was virtually impossible. However, a few weeks later I read in an old issue of SCIENCE DIGEST that a man's strength may be increased tenfold by applying a metal "exo-skeleton" to his body. Congratulations on your realism—accidental or otherwise! Incidentally, a couple of my friends and I have formed a library of Marvel Comics, and we're very proud of our collection.

Mel Brown, 280 Riverside Drive
New York, N.Y. 10025

You *should* be, Mr. Brown! The proud titles majestically published under the regal banner of Marvel Comics are acknowledged everywhere to be the finest ever! (Ever published by MARVEL, anyway!) And a special no-prize to *Science Digest* for managing to keep up with our bullpen whiz kids!

Dear Stan and Steve,

It's evident to me from reading your past letter columns that many readers don't like the style of Spider-Man artist Steve Ditko. Well, I'm not going to say he's the best cartoonist there is,but he has a quality that everyone seems to overlook. Most artists try to make their characters look noble and graceful at all times. No matter what the hero is doing he must look well-poised. Mr. Ditko dares to break the mold. If at any time Spidey is falling down, he doesn't strike a ballet pose—he falls flat on his face; arms and legs flailing wildly. If he gets conked on the noggin (behind his back, of course),he doesn't sprawl out gracefully—he crumples into a heap. Even though he does have spider-agility, I feel that Spider-Man should take a spill every now and then. I say more power to you, Steve Ditko! I'd rather have Spidey look the rough, tough super-hero he is instead of an animated piece of sculpture, anytime.

Roger Post, 4846 Mt. Frissell Drive
San Diego, Calif.

We agree, Rog! Nobody can take his lumps like Spidey—and that seems to be the way most of you web-spinners want it!

Dear Stan and Steve,

The latest SPIDER-MAN finally goaded me into writing. I think Spidey is a great character but he seems more stupid every issue. (Not new errors, but he just blunders so consistently in his personal life.) He has troubles making money—why doesn't he collect a reward or two? He could keep another bank account to avoid questions or just sock it away in a cookie jar! Peter couldn't spend too much without arousing suspicion, of course, but it would help. The bulk could be put in a special fund to sue JJJ for defamation of character, assault,and battery. The issue with JJJ's robot seemed too illegal for my tastes. In the next MARVEL TALES ANNUAL,why not take a page or two to describe the rise of Marvel for fans like me who came in late? Also, how about telling about the prisons where your super-villains are kept? Do you know that in all of South Bend there is only one store which sells Marvels? Augghl!

P. Michael Cohen, Rm 329, St. Joseph Hall
Notre Dame University, Notre Dame, Ind. 46656

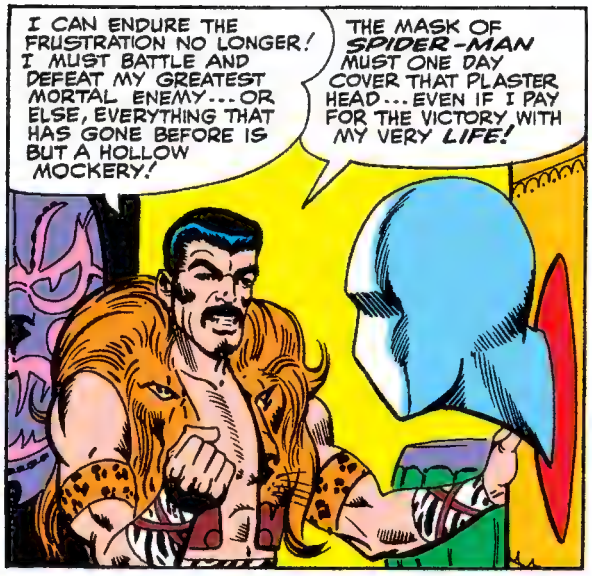
Ah, but think of the glorious niche that one store is carving for itself in the annals of Marvelology! Long will its name be remembered—nay, venerated! It shall be inscribed on a special Marvel plaque, and ceremoniously deposited in one of our far-flung Marvel time capsules—as soon as someone *tells* us which swingin' store it *is!*

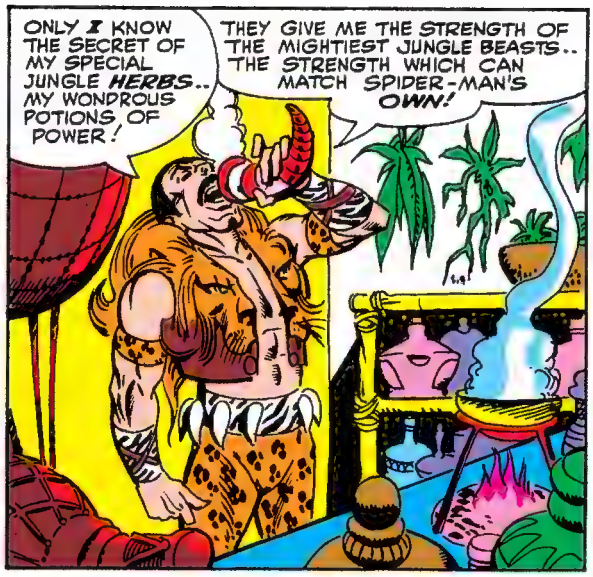
—And now, a final word! We don't want to over-sell our next ish, so all we'll say is this: If you've got the same kind of tastes as we (and we suspect that you do), then you undoubtedly enjoyed this issue! Well, take it from us, the one that follows is every bit as good! There! How's *that* for the soft sell? We didn't tell you how *sensational* the story is—how *fabulous* the artwork is—how much *more dangerous than ever* the evil Kraven is!! Nope, we didn't say *any* of that, and we hope you appreciate our restraint!

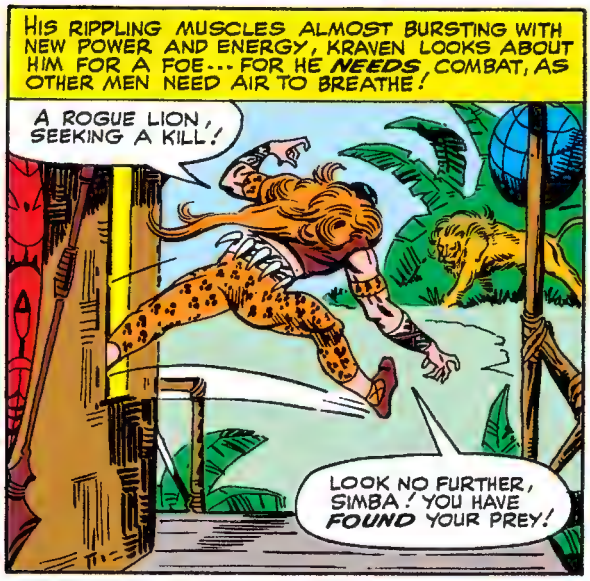
—So, till we meet again, keep your webs untangled, and *face front!* Remember, when you're a Marvel madman, the eyes of the world are upon you! See ya next ish!

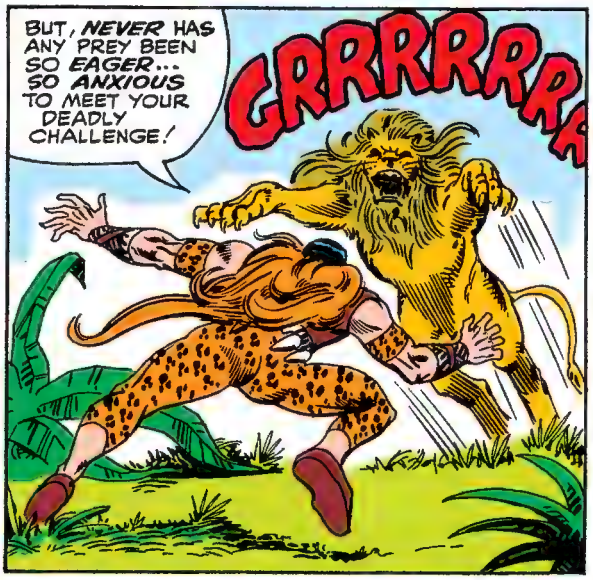
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
IND.
MARVEL COMICS GROUP
34 MAR
"THE THRILL OF THE HUNT!"

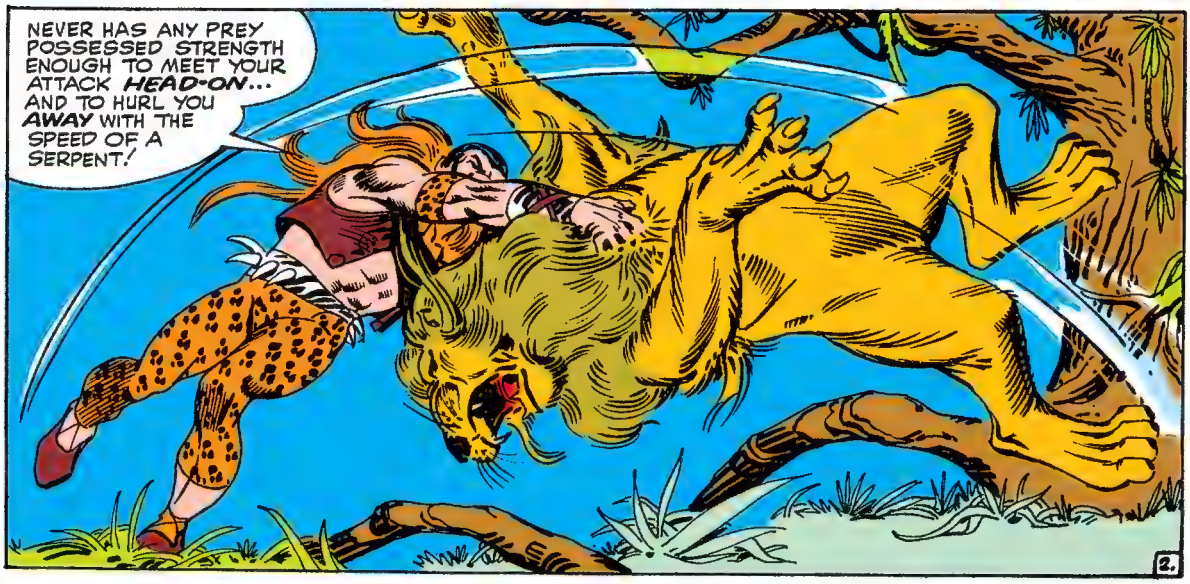
THE AMAZING SPIDER-MAN!
"The THRILL of THE HUNT!"
FEATURING: THE SOMEWHAT MAGNIFICENT MENACE OF KRAVEN The HUNTER!
MY TROPHY ROOM! EVERY WILD BEAST THAT WALKS, CLIMBS, OR CRAWLS, I'VE BEATEN WITH MY BARE HANDS!
...AND YET, THE GREATEST PRIZE OF ALL IS STILL DENIED ME!
SCRIPTED and EDITED BY: STAN LEE
PLOTTED and ILLUSTRATED BY: STEVE DITKO
LETTERED and RELISHED BY: SAM ROSEN


I CAN ENDURE THE FRUSTRATION NO LONGER! I MUST BATTLE AND DEFEAT MY GREATEST MORTAL ENEMY... OR ELSE, EVERYTHING THAT HAS GONE BEFORE IS BUT A HOLLOW MOCKERY!
THE MASK OF SPIDER-MAN MUST ONE DAY COVER THAT PLASTER HEAD... EVEN IF I PAY FOR THE VICTORY WITH MY VERY LIFE!


ONLY I KNOW THE SECRET OF MY SPECIAL JUNGLE HERBS.. MY WONDROUS POTIONS OF POWER!
THEY GIVE ME THE STRENGTH OF THE MIGHTIEST JUNGLE BEASTS.. THE STRENGTH WHICH CAN MATCH SPIDER-MAN'S OWN!

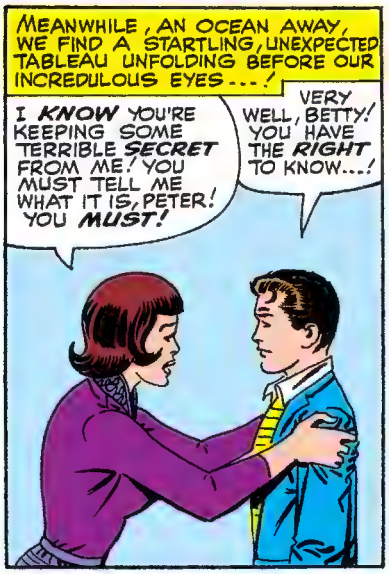

HIS RIPPLING MUSCLES ALMOST BURSTING WITH NEW POWER AND ENERGY, KRAVEN LOOKS ABOUT HIM FOR A FOE... FOR HE NEEDS COMBAT, AS OTHER MEN NEED AIR TO BREATHE!
A ROGUE LION, SEEKING A KILL!
LOOK NO FURTHER, SIMBA! YOU HAVE FOUND YOUR PREY!


BUT, NEVER HAS ANY PREY BEEN SO EAGER... SO ANXIOUS TO MEET YOUR DEADLY CHALLENGE!
GRRRRRRR


NEVER HAS ANY PREY POSSESSED STRENGTH ENOUGH TO MEET YOUR ATTACK HEAD-ON... AND TO HURL YOU AWAY WITH THE SPEED OF A SERPENT!

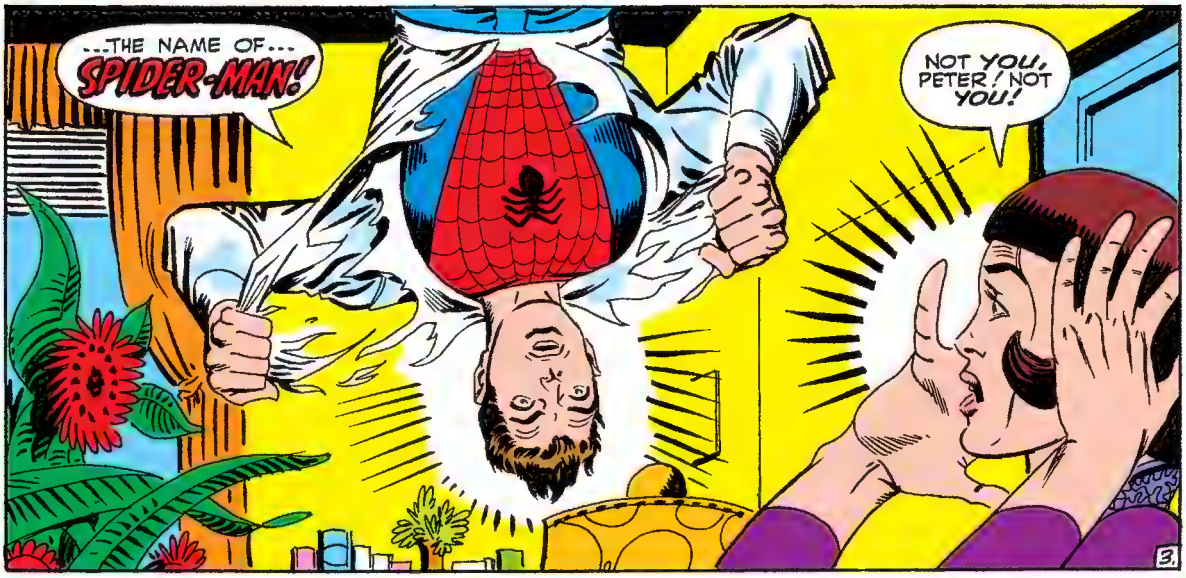
THEN, SCANT SECONDS LATER...
FLEE, SIMBA! I ALLOW YOU TO RUN OFF AND LICK YOUR WOUNDS.. BUT MY NEXT VICTIM WILL BE FAR LESS LUCKY!

DAYS LATER, AT THE BUSTLING PORT OF NAIROBI...
ONCE I'VE DELIVERED MY FOUR-LEGGED CAPTIVES TO A ZOO IN AMERICA, I'LL BE FREE TO BEGIN THE GREATEST HUNT OF ALL..!
THE HUNT FOR SPIDER-MAN!


MEANWHILE, AN OCEAN AWAY, WE FIND A STARTLING, UNEXPECTED TABLEAU UNFOLDING BEFORE OUR INCREDULOUS EYES...!
I KNOW YOU'RE KEEPING SOME TERRIBLE SECRET FROM ME! YOU MUST TELL ME WHAT IT IS, PETER! YOU MUST!
VERY WELL, BETTY! YOU HAVE THE RIGHT TO KNOW...!

GET A GOOD GRIP ON YOURSELF, BETTY! THIS MAY BE A SHOCK TO YOU..!
PETER!!!

PETER? THAT'S JUST ONE OF THE NAMES I'M KNOWN BY..!
OH NO... NO!
I ALSO ANSWER TO ANOTHER NAME...

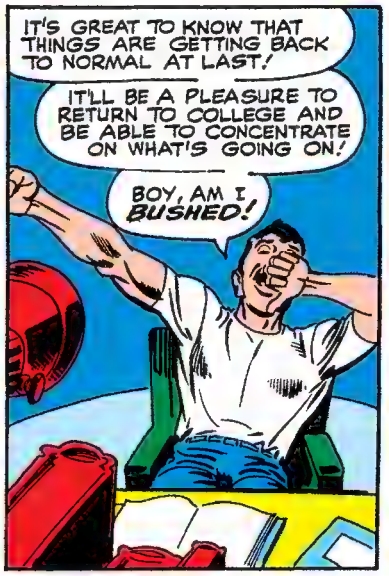

...THE NAME OF... SPIDER-MAN!
NOT YOU, PETER! NOT YOU!

NO! NOT YOU! IT CAN'T..! WHA---??
I-I'VE BEEN ASLEEP! IT WAS ONLY...A DREAM!

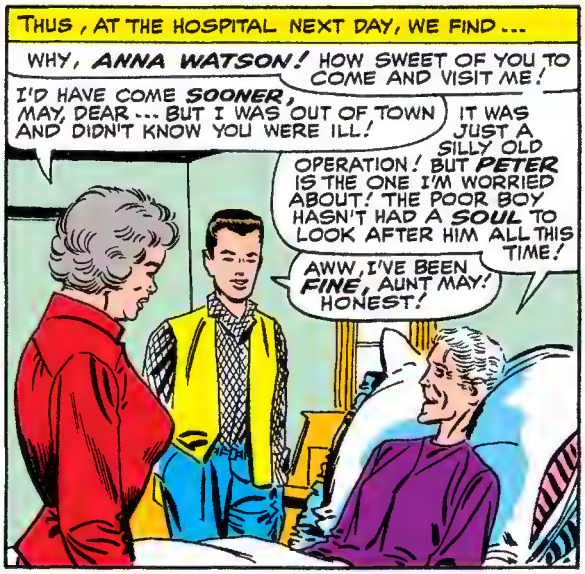
OH, THANK HEAVENS! IT'S NOT SO! I MERELY DREAMT IT!
I..I CAN'T STOP THINKING ABOUT HIM...NIGHT AND DAY!
WHATEVER PETER'S SECRET IS...WHATEVER HE'S HIDING FROM ME...IT CAN'T BE..THAT!

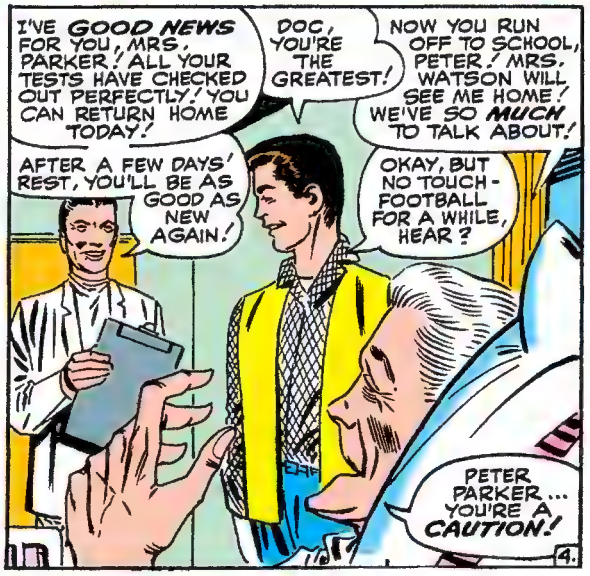
IT'S NO USE...I CAN'T FALL ASLEEP AGAIN! NOT WITH THE KNOWLEDGE THAT I MUST MAKE A DECISION ABOUT HIM! IT CANNOT BE PUT OFF ANY LONGER!

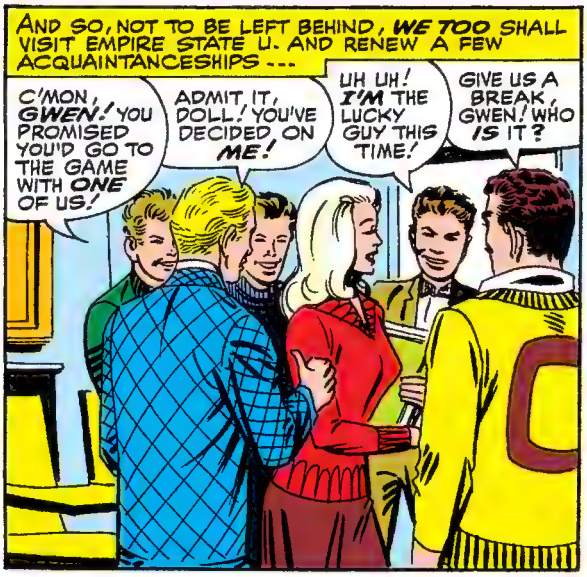
MEANWHILE, IN A QUIET SECTION OF FOREST HILLS, WE FIND THE YOUNG MAN IN QUESTION...
NOW THAT AUNT MAY IS OUT OF DANGER,* I CAN GET BACK TO MY STUDYING AGAIN...!
*AFTER LAST MONTH'S CRITICAL OPERATION, REMEMBER?... STAN.

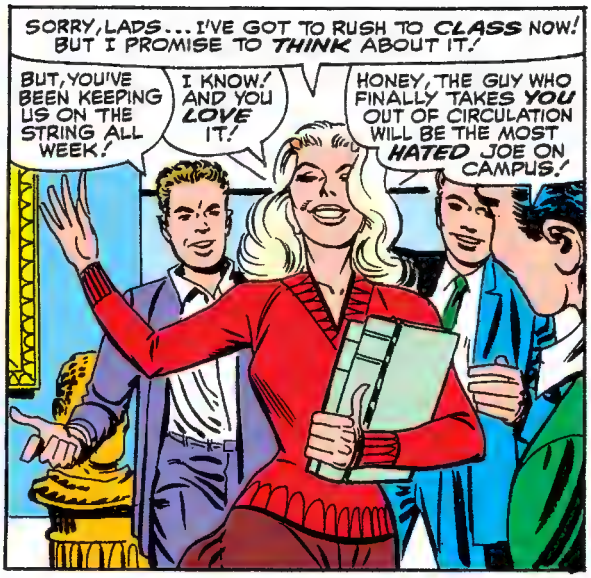

IT'S GREAT TO KNOW THAT THINGS ARE GETTING BACK TO NORMAL AT LAST!
IT'LL BE A PLEASURE TO RETURN TO COLLEGE AND BE ABLE TO CONCENTRATE ON WHAT'S GOING ON!
BOY, AM I BUSHED!

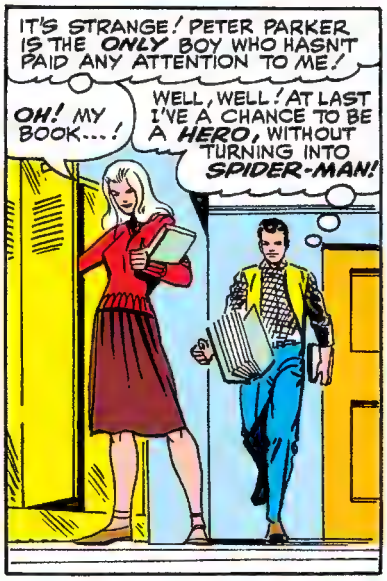
BUT, IT WON'T TAKE ME LONG TO GET BACK IN SHAPE... THAT'S FOR SURE!
YEP, IT'S GOOD TO BE ALIVE!


THUS, AT THE HOSPITAL NEXT DAY, WE FIND...
WHY, ANNA WATSON! HOW SWEET OF YOU TO COME AND VISIT ME!
I'D HAVE COME SOONER, MAY, DEAR... BUT I WAS OUT OF TOWN AND DIDN'T KNOW YOU WERE ILL!
IT WAS JUST A SILLY OLD OPERATION! BUT PETER IS THE ONE I'M WORRIED ABOUT! THE POOR BOY HASN'T HAD A SOUL TO LOOK AFTER HIM ALL THIS TIME!
AWW, I'VE BEEN FINE, AUNT MAY! HONEST!


I'VE GOOD NEWS FOR YOU, MRS. PARKER! ALL YOUR TESTS HAVE CHECKED OUT PERFECTLY! YOU CAN RETURN HOME TODAY!
DOC, YOU'RE THE GREATEST!
NOW YOU RUN OFF TO SCHOOL, PETER! MRS. WATSON WILL SEE ME HOME! WE'VE SO MUCH TO TALK ABOUT!
AFTER A FEW DAYS' REST, YOU'LL BE AS GOOD AS NEW AGAIN!
OKAY, BUT NO TOUCH-FOOTBALL FOR A WHILE, HEAR?
PETER PARKER... YOU'RE A CAUTION!

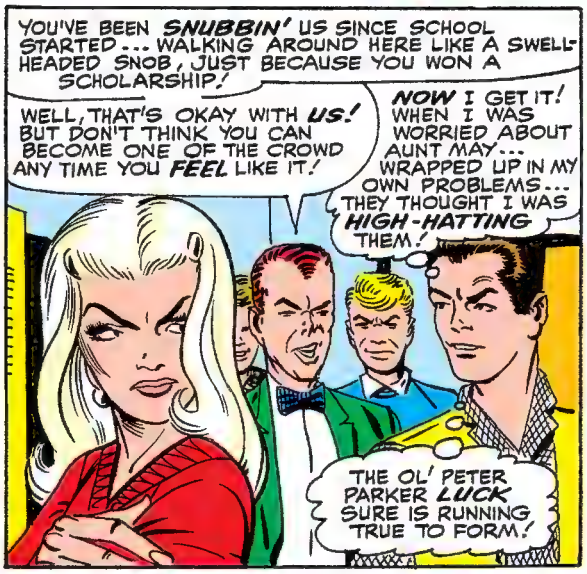

AND SO, NOT TO BE LEFT BEHIND, WE TOO SHALL VISIT EMPIRE STATE U. AND RENEW A FEW ACQUAINTANCESHIPS ---
C'MON, GWEN! YOU PROMISED YOU'D GO TO THE GAME WITH ONE OF US!
ADMIT IT, DOLL! YOU'VE DECIDED ON ME!
UH UH! I'M THE LUCKY GUY THIS TIME!
GIVE US A BREAK, GWEN! WHO IS IT?

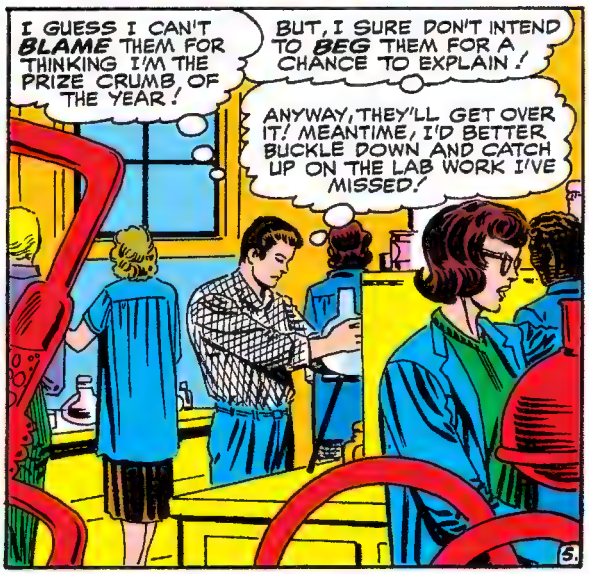

SORRY, LADS... I'VE GOT TO RUSH TO CLASS NOW! BUT I PROMISE TO THINK ABOUT IT!
BUT, YOU'VE BEEN KEEPING US ON THE STRING ALL WEEK!
I KNOW! AND YOU LOVE IT!
HONEY, THE GUY WHO FINALLY TAKES YOU OUT OF CIRCULATION WILL BE THE MOST HATED JOE ON CAMPUS!


IT'S STRANGE! PETER PARKER IS THE ONLY BOY WHO HASN'T PAID ANY ATTENTION TO ME!
OH! MY BOOK...!
WELL, WELL! AT LAST I'VE A CHANCE TO BE A HERO, WITHOUT TURNING INTO SPIDER-MAN!

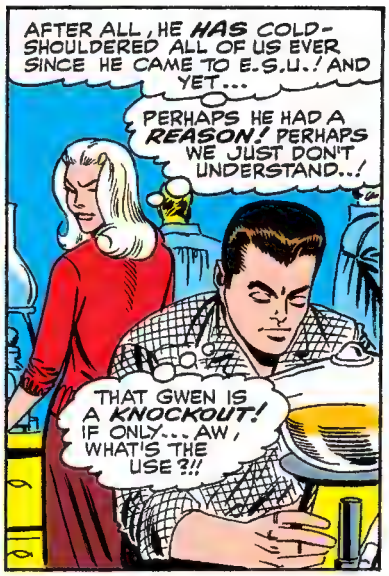
ALLOW ME, FAIR MAIDEN...!
YOU! DON'T YOU DARE TOUCH MY BOOK!
HUH??!

LOOK, I DON'T GET IT! WHAT GIVES?
DO WE HAVE TO SPELL IT OUT FOR YOU? YOU'RE AS POPULAR HERE AS MAO TSE-TUNG!
YOU TELL 'IM, HARRY BOY!


YOU'VE BEEN SNUBBIN' US SINCE SCHOOL STARTED... WALKING AROUND HERE LIKE A SWELL-HEADED SNOB, JUST BECAUSE YOU WON A SCHOLARSHIP!
WELL, THAT'S OKAY WITH US! BUT DON'T THINK YOU CAN BECOME ONE OF THE CROWD ANY TIME YOU FEEL LIKE IT!
NOW I GET IT! WHEN I WAS WORRIED ABOUT AUNT MAY... WRAPPED UP IN MY OWN PROBLEMS... THEY THOUGHT I WAS HIGH-HATTING THEM!
THE OL' PETER PARKER LUCK SURE IS RUNNING TRUE TO FORM!

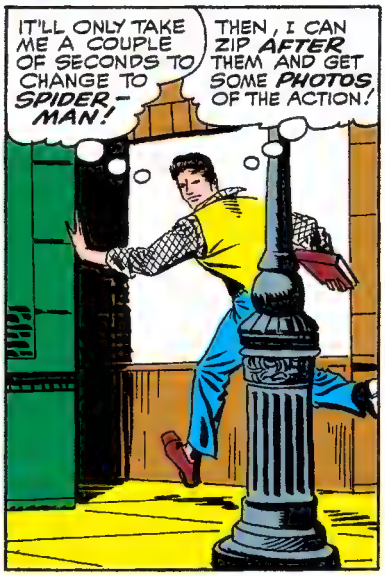

I GUESS I CAN'T BLAME THEM FOR THINKING I'M THE PRIZE CRUMB OF THE YEAR!
BUT, I SURE DON'T INTEND TO BEG THEM FOR A CHANCE TO EXPLAIN!
ANYWAY, THEY'LL GET OVER IT! MEANTIME, I'D BETTER BUCKLE DOWN AND CATCH UP ON THE LAB WORK I'VE MISSED!

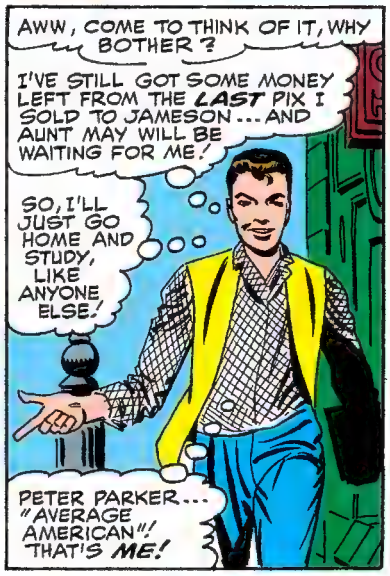
I GUESS WE TOLD THAT EGG-HEAD WHERE TO GET OFF, EH, GWEN?
I GUESS SO, HARRY!
BUT, I WONDER WHY I FEEL A BIT ASHAMED OF MYSELF!


AFTER ALL, HE HAS COLD-SHOULDERED ALL OF US EVER SINCE HE CAME TO E.S.U.! AND YET...
PERHAPS HE HAD A REASON! PERHAPS WE JUST DON'T UNDERSTAND..!
THAT GWEN IS A KNOCKOUT! IF ONLY... AW, WHAT'S THE USE?!!

BUT HE COULDN'T CARE LESS! LOOK AT HIM BENDING OVER THOSE TEST-TUBES! HE DOESN'T EVEN KNOW I EXIST!
WELL, MR. PETER PARKER... JUST YOU WAIT!

LATER, AFTER CLASS HAS ENDED...
POLICE SIRENS! SOMETHING MUST HAVE HAPPENED! LOOK AT THEM GO!
WHEEEEEEEEE

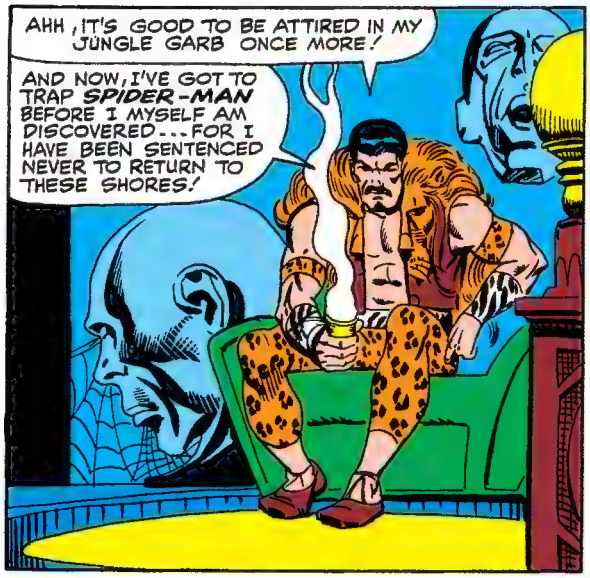

IT'LL ONLY TAKE ME A COUPLE OF SECONDS TO CHANGE TO SPIDER-MAN!
THEN, I CAN ZIP AFTER THEM AND GET SOME PHOTOS OF THE ACTION!


AWW, COME TO THINK OF IT, WHY BOTHER?
I'VE STILL GOT SOME MONEY LEFT FROM THE LAST PIX I SOLD TO JAMESON... AND AUNT MAY WILL BE WAITING FOR ME!
SO, I'LL JUST GO HOME AND STUDY, LIKE ANYONE ELSE!
PETER PARKER... "AVERAGE AMERICAN"! THAT'S ME!

BUT, OUR "AVERAGE AMERICAN'S" SELF-IMPOSED VACATION IS DESTINED TO END MUCH SOONER THAN HE SUSPECTS! FOR, NOT LONG AFTERWARDS...
THIS IS THE PLACE! I KNEW I'D FIND IT AGAIN!

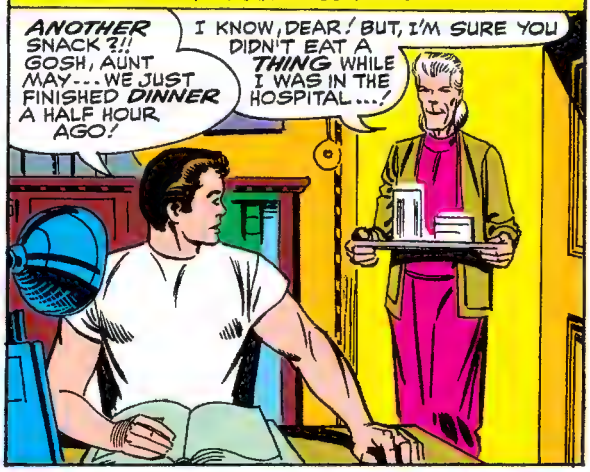
IT'S THE CHAMELEON'S LAST HIDEOUT... THE ONE HE USED WHEN THE TWO OF US TEAMED UP!
I DON'T CARE WHAT HAPPENED TO HIM, SO LONG AS HE STAYS AWAY TILL MY MISSION IS OVER!

FOR, THE TIME HAS COME FOR KRAVEN TO BEGIN HIS GREATEST HUNT!


AHH, IT'S GOOD TO BE ATTIRED IN MY JUNGLE GARB ONCE MORE!
AND NOW, I'VE GOT TO TRAP SPIDER-MAN BEFORE I MYSELF AM DISCOVERED... FOR I HAVE BEEN SENTENCED NEVER TO RETURN TO THESE SHORES!

BUT, IT IS WORTH THE RISK... WORTH WHATEVER PRICE I MAY HAVE TO PAY... TO DESTROY THE ONE I LOATHE THE MOST IN ALL THE WORLD!
NOW, I MUST FIND A WAY TO MAKE HIM WANT TO FIGHT ME! I NEED BAIT... JUST THE RIGHT BAIT FOR SO DANGEROUS A QUARRY!

THEN, AFTER LONG HOURS OF CAREFUL PLANNING.. SCHEMING...
I HAVE IT! THE PERFECT LURE! JUST THE THING TO LEAD HIM TO MY TRAP... AND THEN, THE HUNT SHALL BEGIN!


WE'LL ADMIT THIS HAS BEEN A PRETTY LONG INTRODUCTION... BUT ONCE THE ACTION GETS STARTED, IT'LL MORE THAN MAKE UP FOR IT! SO, BEAR WITH US A SHORT TIME LONGER AS WE RETURN TO OUR AVERAGE SPIDER-MAN ONCE MORE...
ANOTHER SNACK?! GOSH, AUNT MAY... WE JUST FINISHED DINNER A HALF HOUR AGO!
I KNOW, DEAR! BUT, I'M SURE YOU DIDN'T EAT A THING WHILE I WAS IN THE HOSPITAL...!

THAT'S IT, PETER! A BOY YOUR AGE NEEDS A LOT OF NOURISHMENT! ESPECIALLY SINCE YOU'VE BEEN STUDYING SO HARD!
IN FACT, I WONDER IF IT WOULDN'T BE A GOOD IDEA FOR YOU TO HAVE A HOBBY? SOMETHING TO HELP YOU RELAX FROM YOUR STUDIES!
NOW DON'T YOU WORRY ABOUT IT, AUNT MAY! IT HAPPENS THAT I DO HAVE A LITTLE HOBBY!
LIKE SWINGING ACROSS ROOFTOPS, AND CLIMBING UP WALLS!

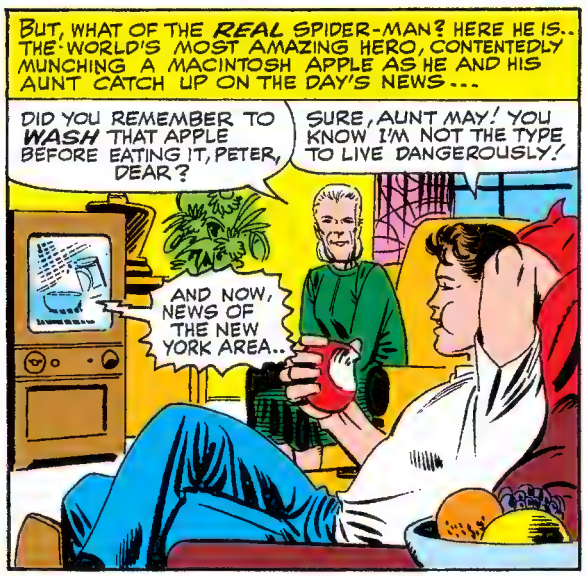
OKAY, WEB-SPINNERS! YOU'VE BEEN PATIENT WITH US TILL NOW, AND HERE'S WHERE IT STARTS PAYING OFF...! AS A COMMANDING VOICE HAILS A TAXI, A SILENT, COSTUMED FIGURE LURKS IN THE SHADOWS...
TAXI! I SAID TAXI! THIS IS J. JONAH JAMESON!
IT'S HIM... AT LAST!

WHAT'S YOUR HURRY, JAMESON?
SPIDER-MAN!!
IN PERSON, MISTER!

NO! GO AWAY! YOU CAN'T ATTACK ME IN THE MIDDLE OF THE STREET LIKE THIS! HELP! SOMEBODY GET HIM AWAY FROM ME!
STOP SCREAMING, YOU COWARD! I JUST WANT TO TALK TO YOU! WAIT...COME BACK HERE!
NO! YOU'RE OUT TO GET ME... BECAUSE OF THE EDITORIALS I'VE WRITTEN AGAINST YOU!
YOU FOOL! BECAUSE OF YOUR SHOUTS, A WHOLE CROWD HAS GATHERED!

SOMEBODY CALL THE POLICE! SPIDER-MAN IS ASSAULTING JONAH JAMESON!
TOO MANY PEOPLE! CAN'T AFFORD TO REMAIN! BUT I'LL BE BACK, JAMESON... YOU'LL SEE!
HAH! I ALWAYS KNEW YOU WERE YELLOW! I SCARED YOU AWAY! DID YOU ALL SEE THAT? SPIDER-MAN RAN FROM ME!

BUT, MOMENTS LATER, ON A NEARBY ROOFTOP, WE SEE...
IT WORKED! I FOOLED THEM ALL! ONLY SPIDER-MAN WILL KNOW I WAS AN IMPOSTOR... AND THEN HE HIMSELF IS SURE TO COME AFTER ME... FALLING INTO MY TRAP!

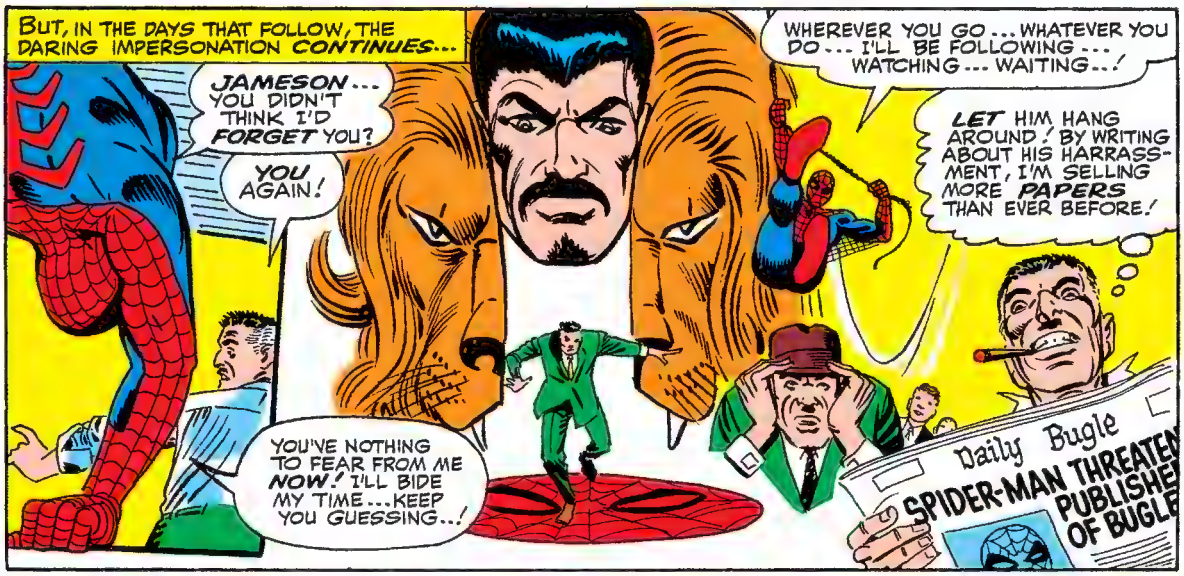

BUT, WHAT OF THE REAL SPIDER-MAN? HERE HE IS.. THE WORLD'S MOST AMAZING HERO, CONTENTEDLY MUNCHING A MACINTOSH APPLE AS HE AND HIS AUNT CATCH UP ON THE DAY'S NEWS...
DID YOU REMEMBER TO WASH THAT APPLE BEFORE EATING IT, PETER, DEAR?
SURE, AUNT MAY! YOU KNOW I'M NOT THE TYPE TO LIVE DANGEROUSLY!
AND NOW, NEWS OF THE NEW YORK AREA..

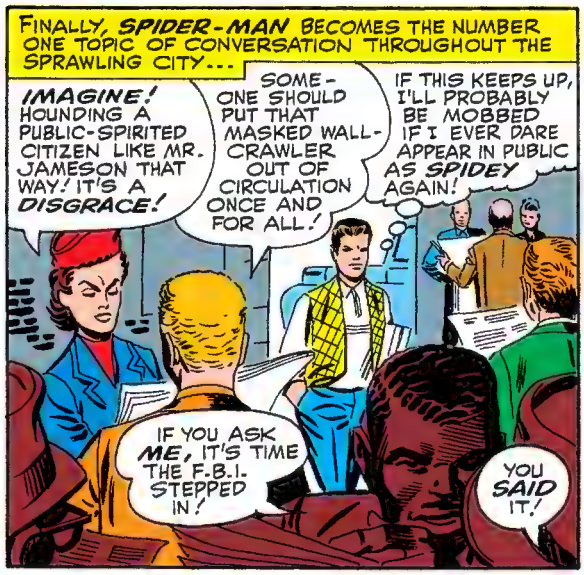
IT HAS JUST BEEN LEARNED THAT J. JONAH JAMESON, PROMINENT NEWSPAPER PUBLISHER AND MAN-ABOUT-TOWN, WAS ATTACKED BY SPIDER-MAN AS THE COURAGEOUS PUBLISHER LEFT THE DAILY BUGLE OFFICE BUILDING...
YEEEULLP!
PETER! WHAT'S WRONG, DEAR?
N-NOTHING, AUNT MAY! I MUST HAVE BIT MY TONGUE!

JUST WHEN EVERYTHING SEEMED NICE AND PEACEFUL ... NOW THIS!
I KNOW I DIDN'T SEE JAMESON TONIGHT ... AND THAT MEANS JUST ONE THING ...!
SOMEONE IS IMPERSONATING ME! ..BUT, WHY??

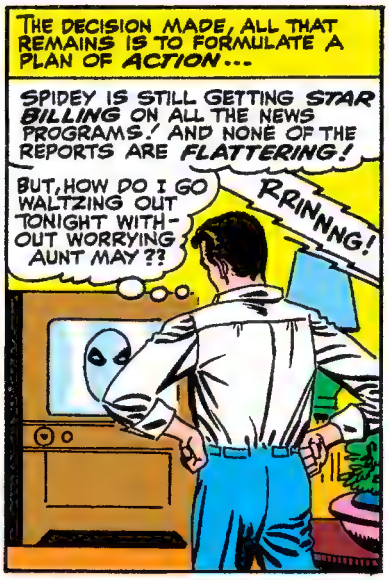
TSK! ALL THIS AWFUL CRIME NEWS!
I'M ITCHING TO RUN OUT AND FIND THE BOGUS SPIDEY ...BUT I HATE TO LEAVE AUNT MAY ALONE SO SOON AFTER HER ILLNESS!
THEY SHOULDN'T BROADCAST SUCH DREADFUL THINGS! I HOPE IT DOESN'T UPSET YOU, PETER!

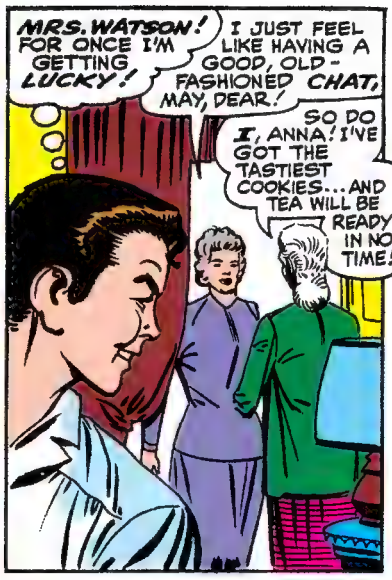
I'LL WAIT A WHILE AND SEE WHAT HAPPENS! IT'S PROBABLY JUST SOME CRANK! THE POLICE MAY HAVE ROUNDED HIM UP ALREADY!
NO, AUNT MAY! I DON'T BELIEVE HALF OF IT, ANYWAY!

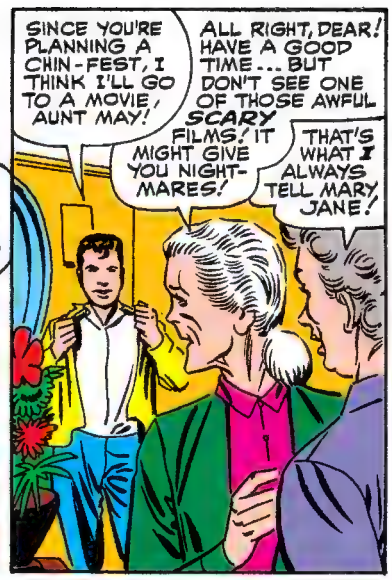

BUT, IN THE DAYS THAT FOLLOW, THE DARING IMPERSONATION CONTINUES...
JAMESON ... YOU DIDN'T THINK I'D FORGET YOU?
YOU AGAIN!
YOU'VE NOTHING TO FEAR FROM ME NOW! I'LL BIDE MY TIME ...KEEP YOU GUESSING..!
WHEREVER YOU GO ... WHATEVER YOU DO ... I'LL BE FOLLOWING ... WATCHING ... WAITING ..!
LET HIM HANG AROUND! BY WRITING ABOUT HIS HARRASSMENT, I'M SELLING MORE PAPERS THAN EVER BEFORE!
Daily Bugle
SPIDER-MAN THREATEN
PUBLISHE
OF BUGLE


FINALLY, SPIDER-MAN BECOMES THE NUMBER ONE TOPIC OF CONVERSATION THROUGHOUT THE SPRAWLING CITY...
IMAGINE! HOUNDING A PUBLIC-SPIRITED CITIZEN LIKE MR. JAMESON THAT WAY! IT'S A DISGRACE!
SOMEONE SHOULD PUT THAT MASKED WALL-CRAWLER OUT OF CIRCULATION ONCE AND FOR ALL!
IF THIS KEEPS UP, I'LL PROBABLY BE MOBBED IF I EVER DARE APPEAR IN PUBLIC AS SPIDEY AGAIN!
IF YOU ASK ME, IT'S TIME THE F.B.I. STEPPED IN!
YOU SAID IT!

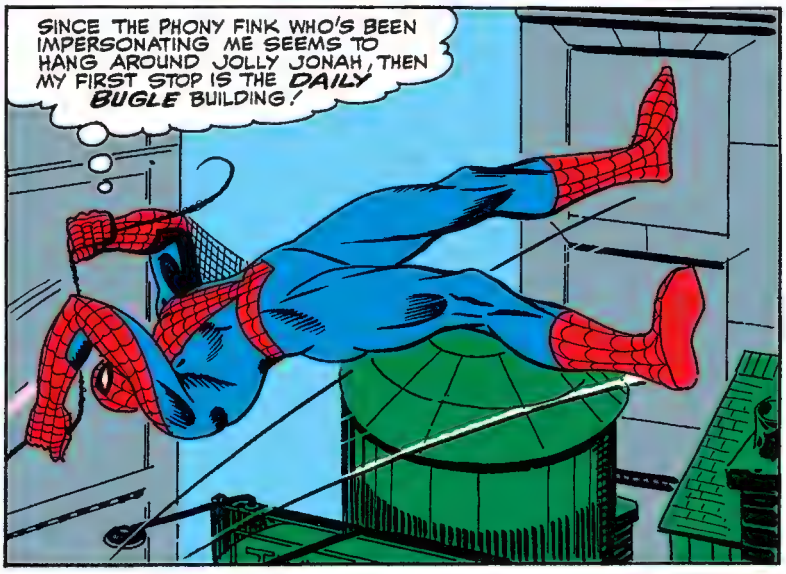
UNTIL, AT LAST, PETER PARKER IS FORCED TO MAKE A GRIM DECISION ...
I CAN'T LET WHATEVER REPUTATION I HAVE LEFT BE TORN TO SHREDS SO EASILY! I JUST CAN'T!
I'VE GOT TO TAKE A HAND IN THIS! I'VE GOT TO LEARN WHO THE IMPOSTOR IS ... AND STOP HIM!

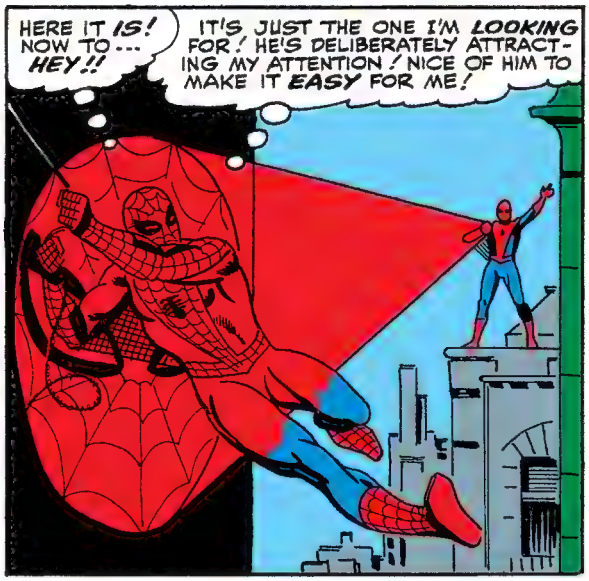

THE DECISION MADE, ALL THAT REMAINS IS TO FORMULATE A PLAN OF ACTION...
SPIDEY IS STILL GETTING STAR BILLING ON ALL THE NEWS PROGRAMS! AND NONE OF THE REPORTS ARE FLATTERING!
BUT, HOW DO I GO WALTZING OUT TONIGHT WITHOUT WORRYING AUNT MAY??
RRINNNG!

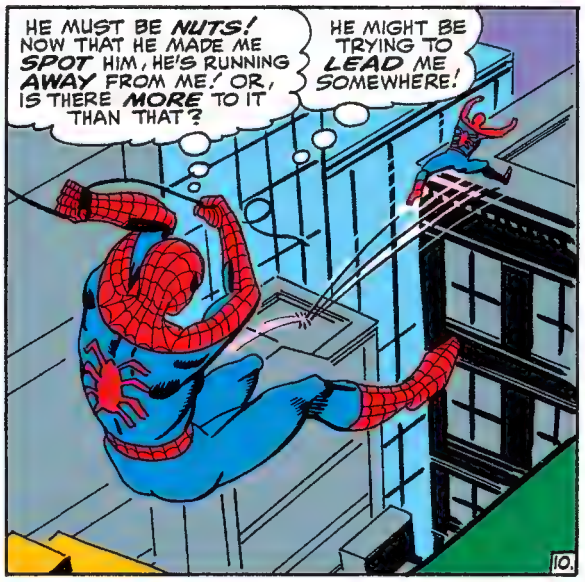

MRS. WATSON! FOR ONCE I'M GETTING LUCKY!
I JUST FEEL LIKE HAVING A GOOD, OLD-FASHIONED CHAT, MAY, DEAR!
SO DO I, ANNA! I'VE GOT THE TASTIEST COOKIES... AND TEA WILL BE READY IN NO TIME!

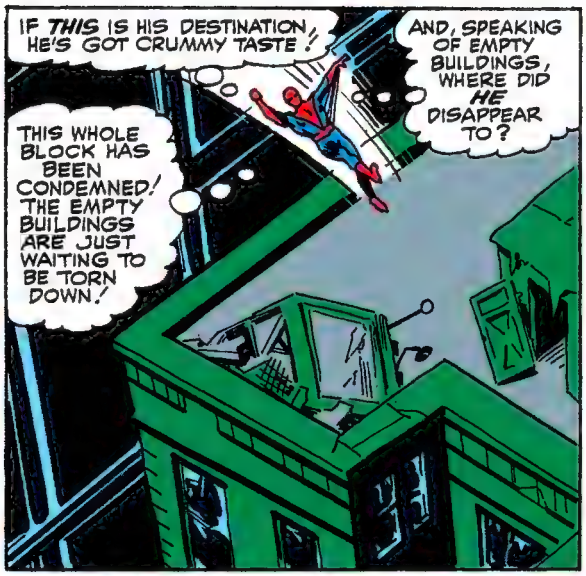

SINCE YOU'RE PLANNING A CHIN-FEST, I THINK I'LL GO TO A MOVIE, AUNT MAY!
ALL RIGHT, DEAR! HAVE A GOOD TIME... BUT DON'T SEE ONE OF THOSE AWFUL SCARY FILMS! IT MIGHT GIVE YOU NIGHTMARES!
THAT'S WHAT I ALWAYS TELL MARY JANE!

..WHEW! THANK GOODNESS FOR MRS. WATSON!
AND NOW, IT'S TIME FOR THE REAL SPIDER-MAN TO GO INTO ACTION!


SINCE THE PHONY FINK WHO'S BEEN IMPERSONATING ME SEEMS TO HANG AROUND JOLLY JONAH, THEN MY FIRST STOP IS THE DAILY BUGLE BUILDING!

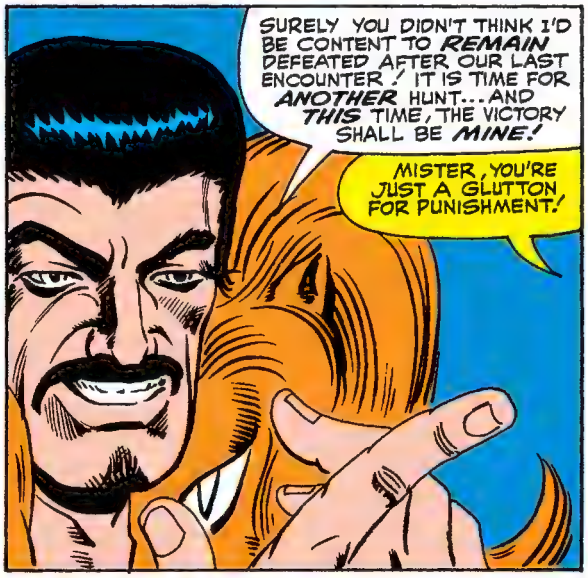

HERE IT IS! NOW TO... HEY!!
IT'S JUST THE ONE I'M LOOKING FOR! HE'S DELIBERATELY ATTRACTING MY ATTENTION! NICE OF HIM TO MAKE IT EASY FOR ME!

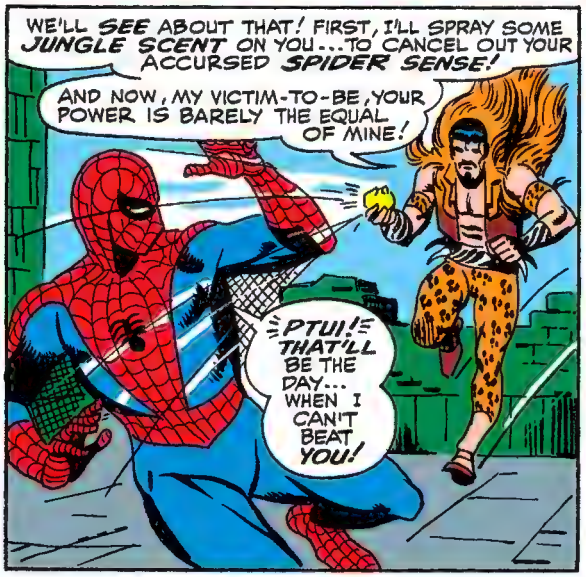

HE MUST BE NUTS! NOW THAT HE MADE ME SPOT HIM, HE'S RUNNING AWAY FROM ME! OR, IS THERE MORE TO IT THAN THAT?
HE MIGHT BE TRYING TO LEAD ME SOMEWHERE!

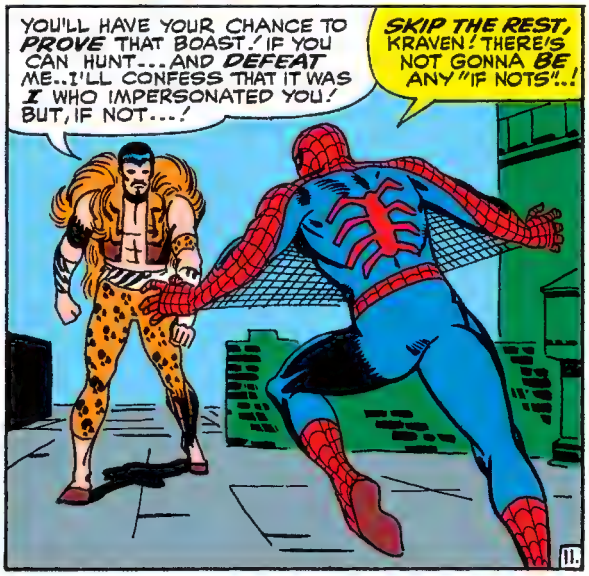

IF THIS IS HIS DESTINATION, HE'S GOT CRUMMY TASTE!
AND, SPEAKING OF EMPTY BUILDINGS, WHERE DID HE DISAPPEAR TO?
THIS WHOLE BLOCK HAS BEEN CONDEMNED! THE EMPTY BUILDINGS ARE JUST WAITING TO BE TORN DOWN!

THEN, ON THE STREET DIRECTLY BELOW...
LOOK! IT'S SPIDER-MAN! GO INSIDE AND GET THE BOYS! THIS IS OUR CHANCE TO GET RID OF 'IM, ONCE AND FOR ALL!
YEAH! I BEEN ITCHIN' TO GET MY MITTS ON THAT PUNK!

WHILE, ON THE ROOF, HIGH ABOVE ALL SUCH SORDID GOINGS ON...
AND NOW, SPIDER-MAN, THE MASQUERADE IS OVER!
KRAVEN..THE HUNTER!
THEN IT WAS YOU..!! YOU WERE IMPERSONATING ME!

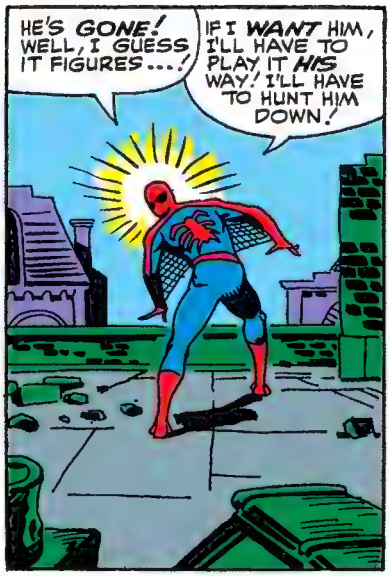

SURELY YOU DIDN'T THINK I'D BE CONTENT TO REMAIN DEFEATED AFTER OUR LAST ENCOUNTER! IT IS TIME FOR ANOTHER HUNT...AND THIS TIME, THE VICTORY SHALL BE MINE!
MISTER, YOU'RE JUST A GLUTTON FOR PUNISHMENT!

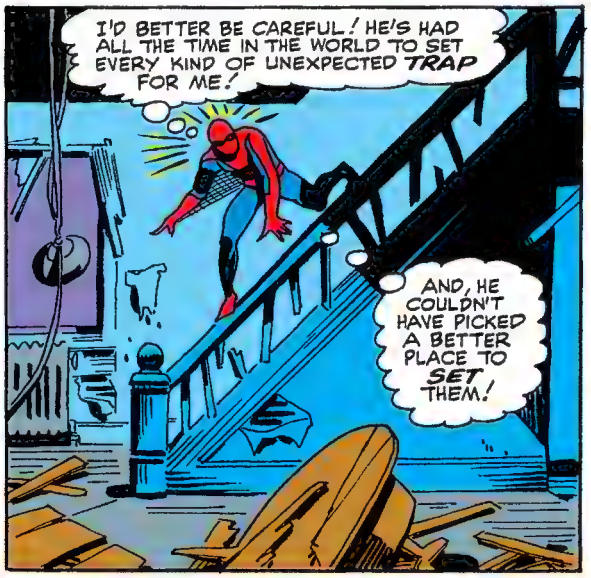

WE'LL SEE ABOUT THAT! FIRST, I'LL SPRAY SOME JUNGLE SCENT ON YOU...TO CANCEL OUT YOUR ACCURSED SPIDER SENSE!
AND NOW, MY VICTIM-TO-BE, YOUR POWER IS BARELY THE EQUAL OF MINE!
PTUI! THAT'LL BE THE DAY... WHEN I CAN'T BEAT YOU!


YOU'LL HAVE YOUR CHANCE TO PROVE THAT BOAST! IF YOU CAN HUNT...AND DEFEAT ME..I'LL CONFESS THAT IT WAS I WHO IMPERSONATED YOU! BUT, IF NOT...!
SKIP THE REST, KRAVEN! THERE'S NOT GONNA BE ANY "IF NOTS"..!

WHA-?? I SHOULD HAVE SUSPECTED! HE RIGGED UP A BOOBY TRAP HERE FOR ME!

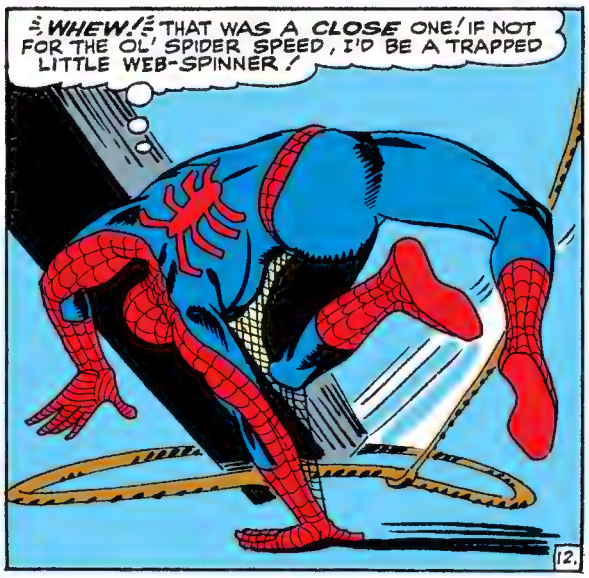
BUT, ANY TIME YE OLDE FRIENDLY NEIGHBORHOOD SPIDER-MAN CAN'T OUT-LEAP A PILE OF TUMBLING CRATES, THAT'LL BE THE DAY!


HE'S GONE! WELL, I GUESS IT FIGURES...!
IF I WANT HIM, I'LL HAVE TO PLAY IT HIS WAY! I'LL HAVE TO HUNT HIM DOWN!


I'D BETTER BE CAREFUL! HE'S HAD ALL THE TIME IN THE WORLD TO SET EVERY KIND OF UNEXPECTED TRAP FOR ME!
AND, HE COULDN'T HAVE PICKED A BETTER PLACE TO SET THEM!

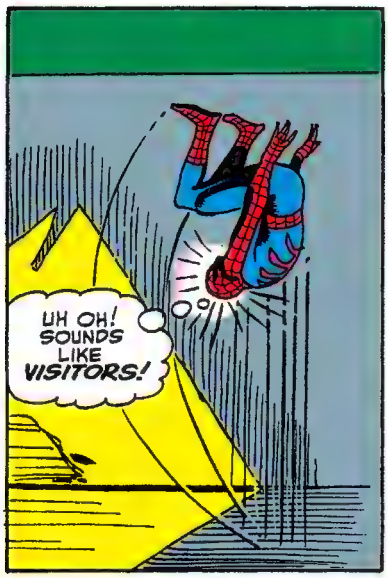
AND NOW...IT BEGINS! I'VE GIVEN HIM ENOUGH TIME TO REALIZE WHAT HE'S UP AGAINST! SO WHILE HE HUNTS ME, KRAVEN...THE GREATEST HUNTER OF ALL... SHALL BE HUNTING HIM!

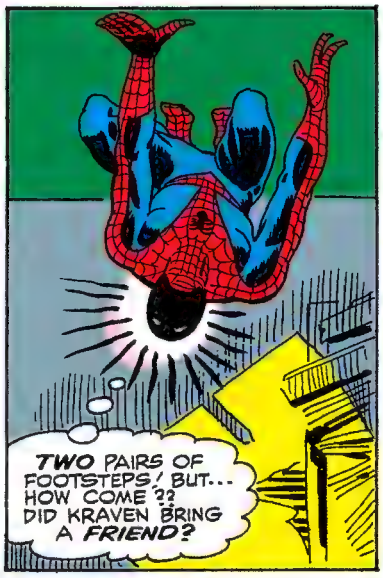
BUT, NEITHER THE HUNTER NOR THE HUNTED IS YET AWARE THAT A THIRD FORCE HAS ENTERED THE DEADLY GAME...
HE'S GOTTA BE AROUND HERE SOMEWHERE!
NO MATTER HOW MUCH OF A HOT-SHOT HE IS, HE CAN'T HANDLE ALL OF US!
SPREAD OUT! WHEN YOU SEE HIM... HOLLER!

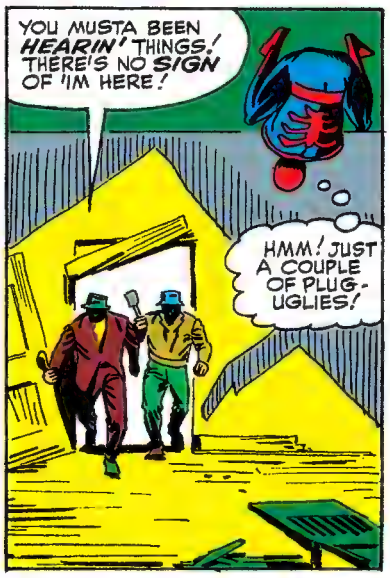

WHEW! THAT WAS A CLOSE ONE! IF NOT FOR THE OL' SPIDER SPEED, I'D BE A TRAPPED LITTLE WEB-SPINNER!

BUT, THERE ISN'T A TRAP MADE THAT CAN STOP ME FROM DOING WHAT I HAVE TO DO!
AT LEAST, I'M HOPING THERE ISN'T!

HEY! I HEARD SOMETHING IN THE ROOM AHEAD! IT MUST BE HIM!
THAT SUITS ME FINE! I'M GONNA PROVE THAT HE'S NOTHIN' BUT A PHONY! I'LL MOP UP THE PLACE WITH 'IM!

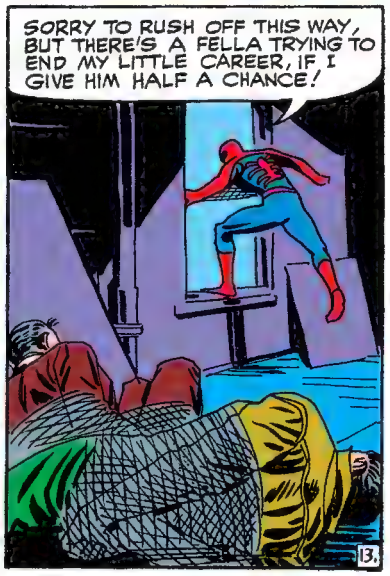

UH OH! SOUNDS LIKE VISITORS!

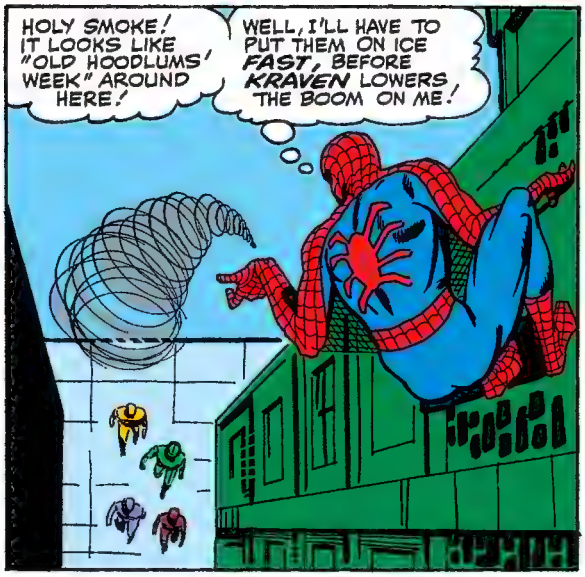

TWO PAIRS OF FOOTSTEPS! BUT... HOW COME ?? DID KRAVEN BRING A FRIEND?

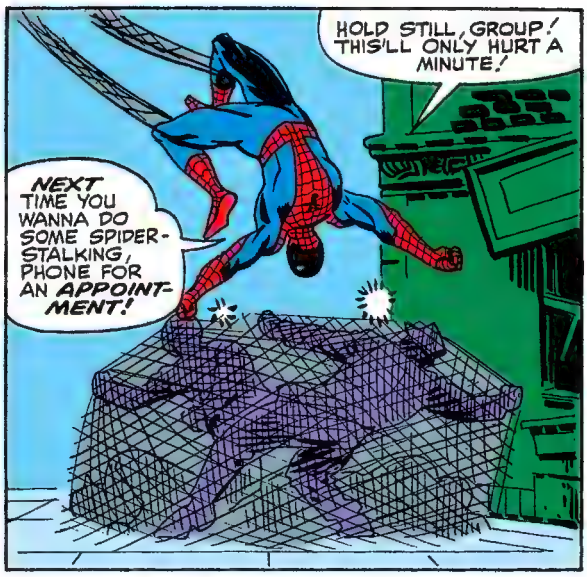

YOU MUSTA BEEN HEARIN' THINGS! THERE'S NO SIGN OF 'IM HERE!
HMM! JUST A COUPLE OF PLUG-UGLIES!

SORRY, GENTS... THIS IS A PRIVATE PARTY!
IT'S HIM!
TSK TSK! YOU MEAN "IT IS HE"!

NOTHING INFURIATES ME AS MUCH AS BAD GRAMMAR! --OR DIDN'T YOU KNOW?


SORRY TO RUSH OFF THIS WAY, BUT THERE'S A FELLA TRYING TO END MY LITTLE CAREER, IF I GIVE HIM HALF A CHANCE!


HOLY SMOKE! IT LOOKS LIKE "OLD HOODLUMS' WEEK" AROUND HERE!
WELL, I'LL HAVE TO PUT THEM ON ICE FAST, BEFORE KRAVEN LOWERS THE BOOM ON ME!

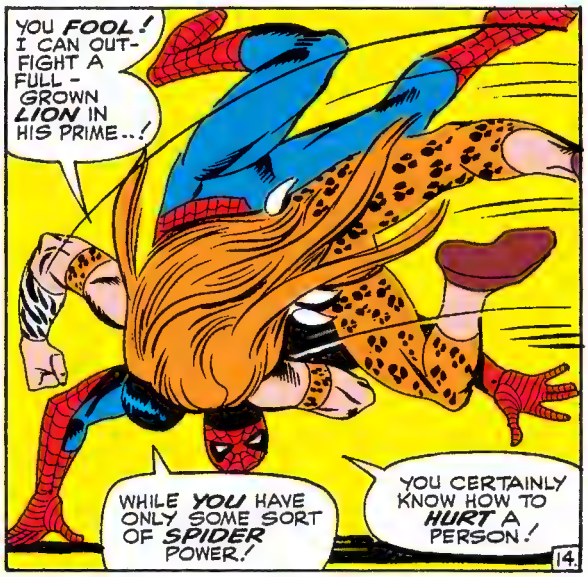

HOLD STILL, GROUP! THIS'LL ONLY HURT A MINUTE!
NEXT TIME YOU WANNA DO SOME SPIDER-STALKING, PHONE FOR AN APPOINTMENT!

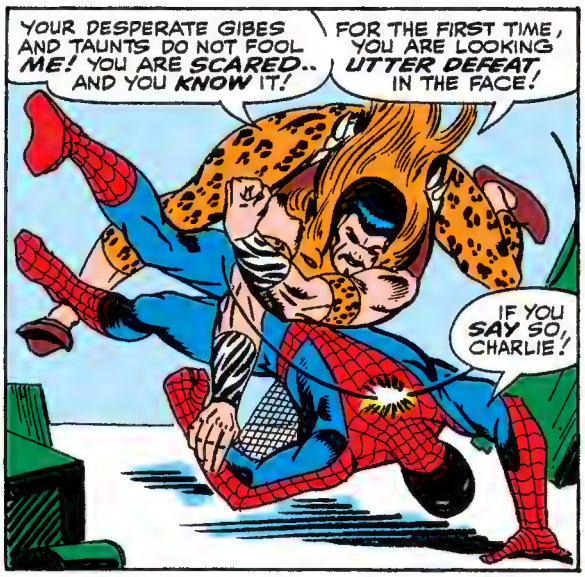
AND THAT'S THAT! I SURE HOPE THEY WERE THE LAST OF THEM!
WAIT! MY SPIDER SENSE ...IT'S STARTING TO TINGLE!

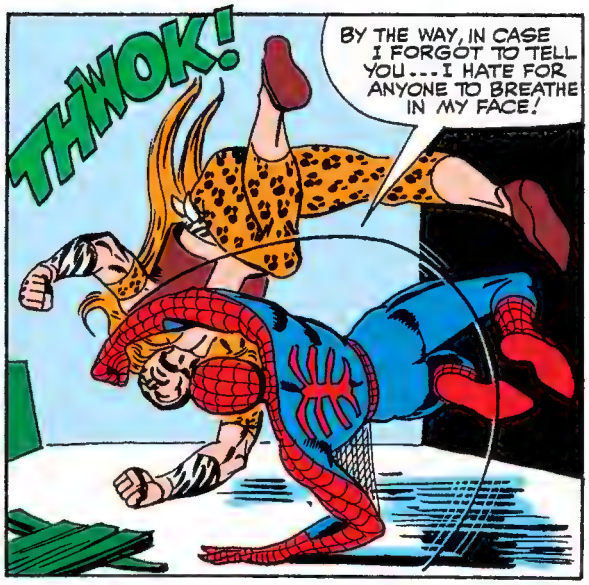
KRAVEN'S JUNGLE SCENT DULLED IT! IT SHOULD HAVE WARNED ME SOONER!
THERE'S DANGER INSIDE...!

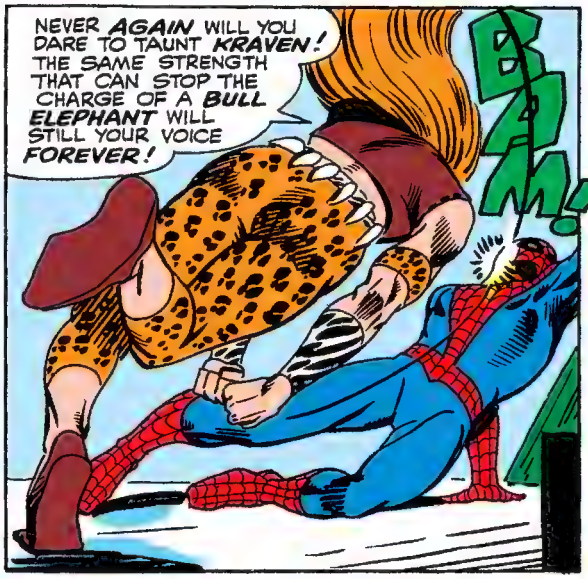
MAYBE THERE'S STILL TIME! I STOPPED MYSELF WITH MY HANDS... NOW, IF I CAN JUST DO A BACK-FLIP OUT...!

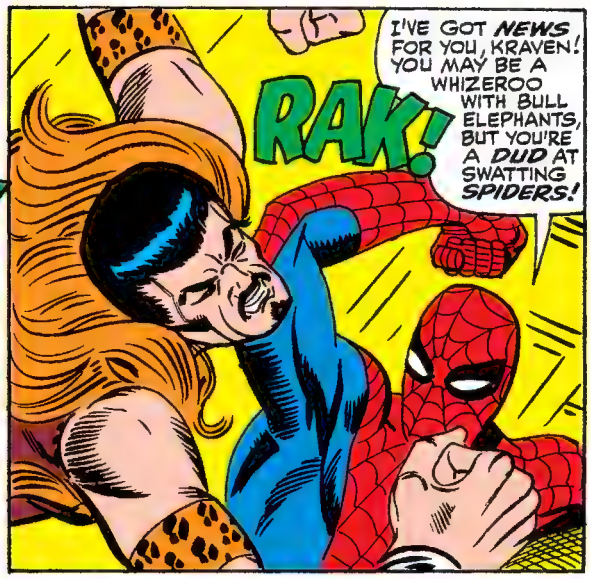
BUT, BEFORE THE AMAZING ADVENTURER CAN MAKE A MOVE...
TOO LATE, SPIDER-MAN! THE HUNT IS ENDED! I'VE GOT YOU
DON'T BET ON IT, KRAVEN!


YOU FOOL! I CAN OUT-FIGHT A FULL-GROWN LION IN HIS PRIME...!
WHILE YOU HAVE ONLY SOME SORT OF SPIDER POWER!
YOU CERTAINLY KNOW HOW TO HURT A PERSON!

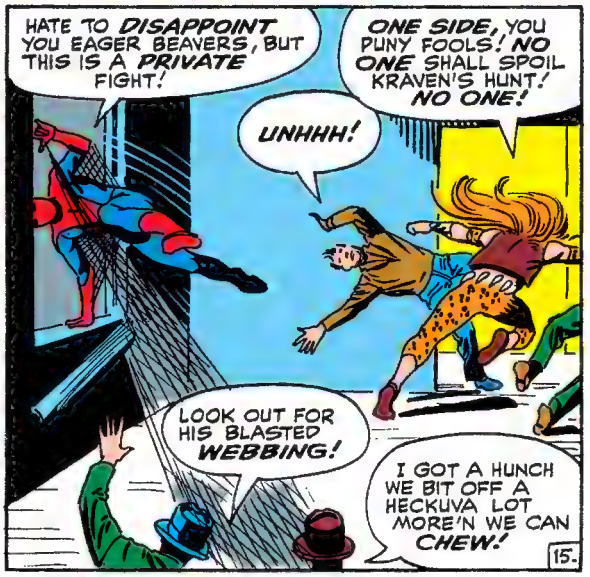

YOUR DESPERATE GIBES AND TAUNTS DO NOT FOOL ME! YOU ARE SCARED.. AND YOU KNOW IT!
FOR THE FIRST TIME, YOU ARE LOOKING UTTER DEFEAT IN THE FACE!
IF YOU SAY SO, CHARLIE!


THWOK!
BY THE WAY, IN CASE I FORGOT TO TELL YOU... I HATE FOR ANYONE TO BREATHE IN MY FACE!

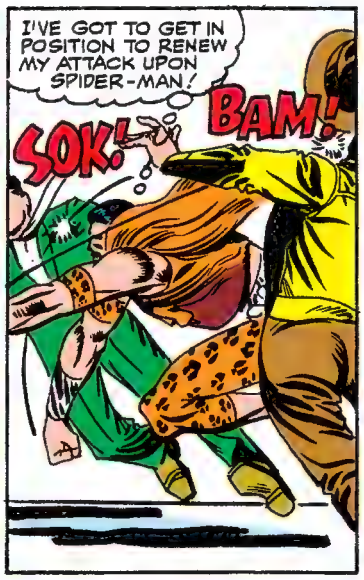

NEVER AGAIN WILL YOU DARE TO TAUNT KRAVEN! THE SAME STRENGTH THAT CAN STOP THE CHARGE OF A BULL ELEPHANT WILL STILL YOUR VOICE FOREVER!
BAM!


RAK!
I'VE GOT NEWS FOR YOU, KRAVEN! YOU MAY BE A WHIZEROO WITH BULL ELEPHANTS, BUT YOU'RE A DUD AT SWATTING SPIDERS!

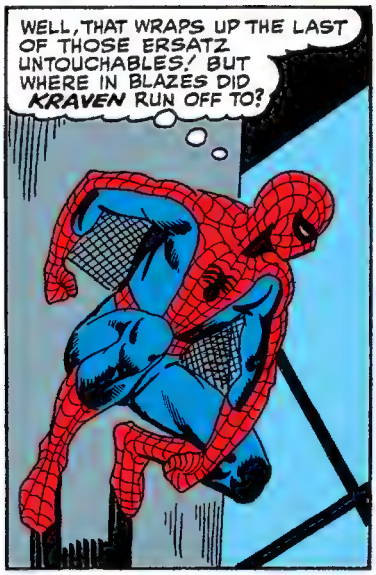
IT'S SPIDER-MAN! WE FOUND 'IM!
BUT, WHERE ARE THE OTHER GUYS WE SENT AFTER HIM?? AND WHO'S HE FIGHTING??
WHAT'SA DIFFERENCE?? LET'S GET 'IM NOW...WHILE WE GOT THE CHANCE!
WE'LL RUSH 'IM... ALL TOGETHER!
HE'LL NEVER GET AWAY FROM US THIS TIME!


HATE TO DISAPPOINT YOU EAGER BEAVERS, BUT THIS IS A PRIVATE FIGHT!
ONE SIDE, YOU PUNY FOOLS! NO ONE SHALL SPOIL KRAVEN'S HUNT! NO ONE!
UNHHH!
LOOK OUT FOR HIS BLASTED WEBBING!
I GOT A HUNCH WE BIT OFF A HECKUVA LOT MORE'N WE CAN CHEW!

I HOPE YOU DON'T THINK THERE'S ANYTHING PERSONAL IN THIS, MEN!
BOK!
WAP!

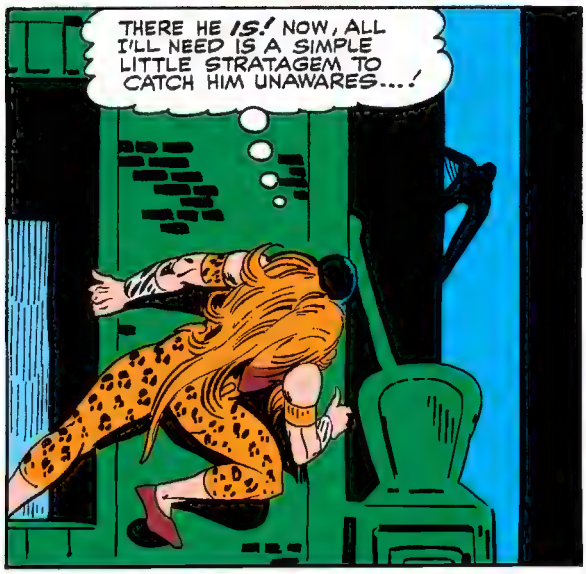

I'VE GOT TO GET IN POSITION TO RENEW MY ATTACK UPON SPIDER-MAN!
SOK!
BAM!

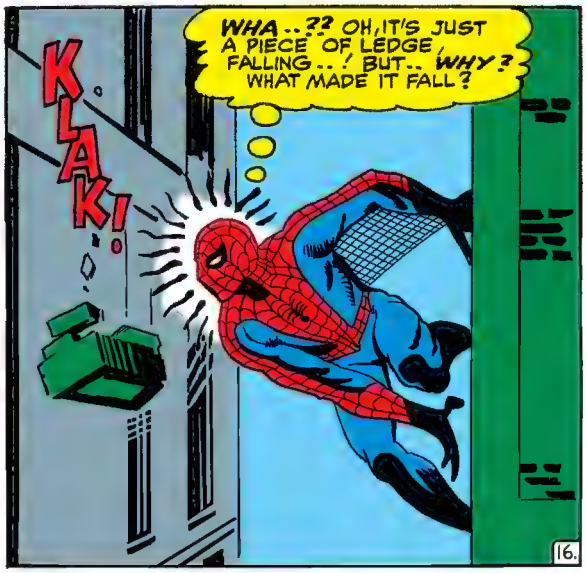
OOPS! SORRY! I WAS HOPING YOU WERE KRAVEN!
THAK!


WELL, THAT WRAPS UP THE LAST OF THOSE ERSATZ UNTOUCHABLES! BUT WHERE IN BLAZES DID KRAVEN RUN OFF TO?

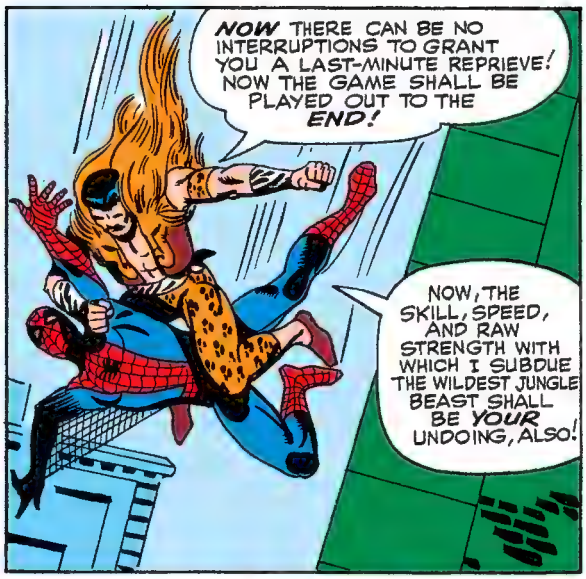
AND, AT THAT SAME MOMENT, THE GREATEST HUNTER OF ALL IS WONDERING THE SAME THING ABOUT SPIDEY...!
HE CAN'T HAVE GOTTEN FAR! I CAN STILL FAINTLY DETECT THE JUNGLE SCENT I SPRAYED ON HIM!

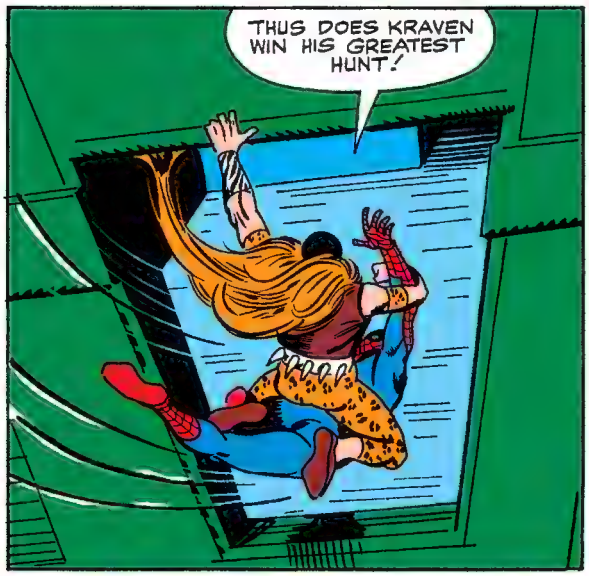
AHHH! THE AROMA IS GETTING STRONGER! I'M DRAWING CLOSER...JUST AS HE DRAWS CLOSER... TO HIS DOOM!

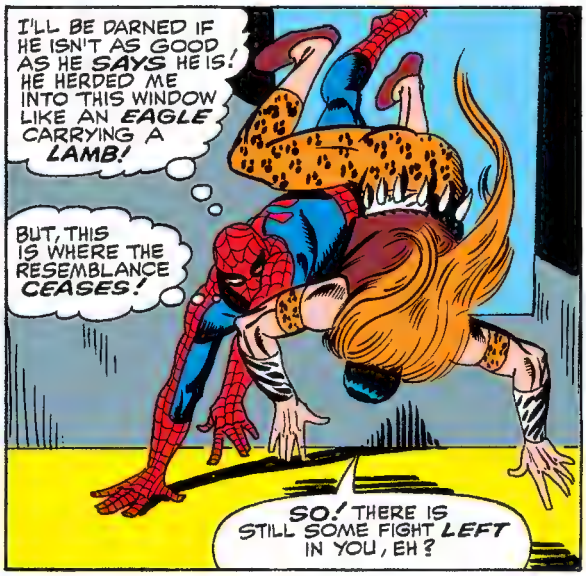

THERE HE IS! NOW, ALL I'LL NEED IS A SIMPLE LITTLE STRATAGEM TO CATCH HIM UNAWARES...!


WHA..?? OH, IT'S JUST A PIECE OF LEDGE, FALLING..! BUT.. WHY? WHAT MADE IT FALL?
KLAK!

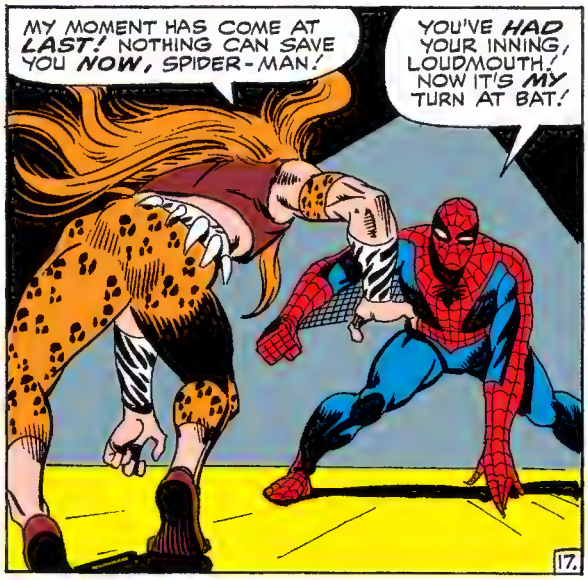
THAT WAS ALL I NEEDED, SPIDER-MAN!
JUST THAT ONE SECOND OF DISTRACTION WHICH YOU GENEROUSLY GRANTED ME!
SO, IT WAS YOU!

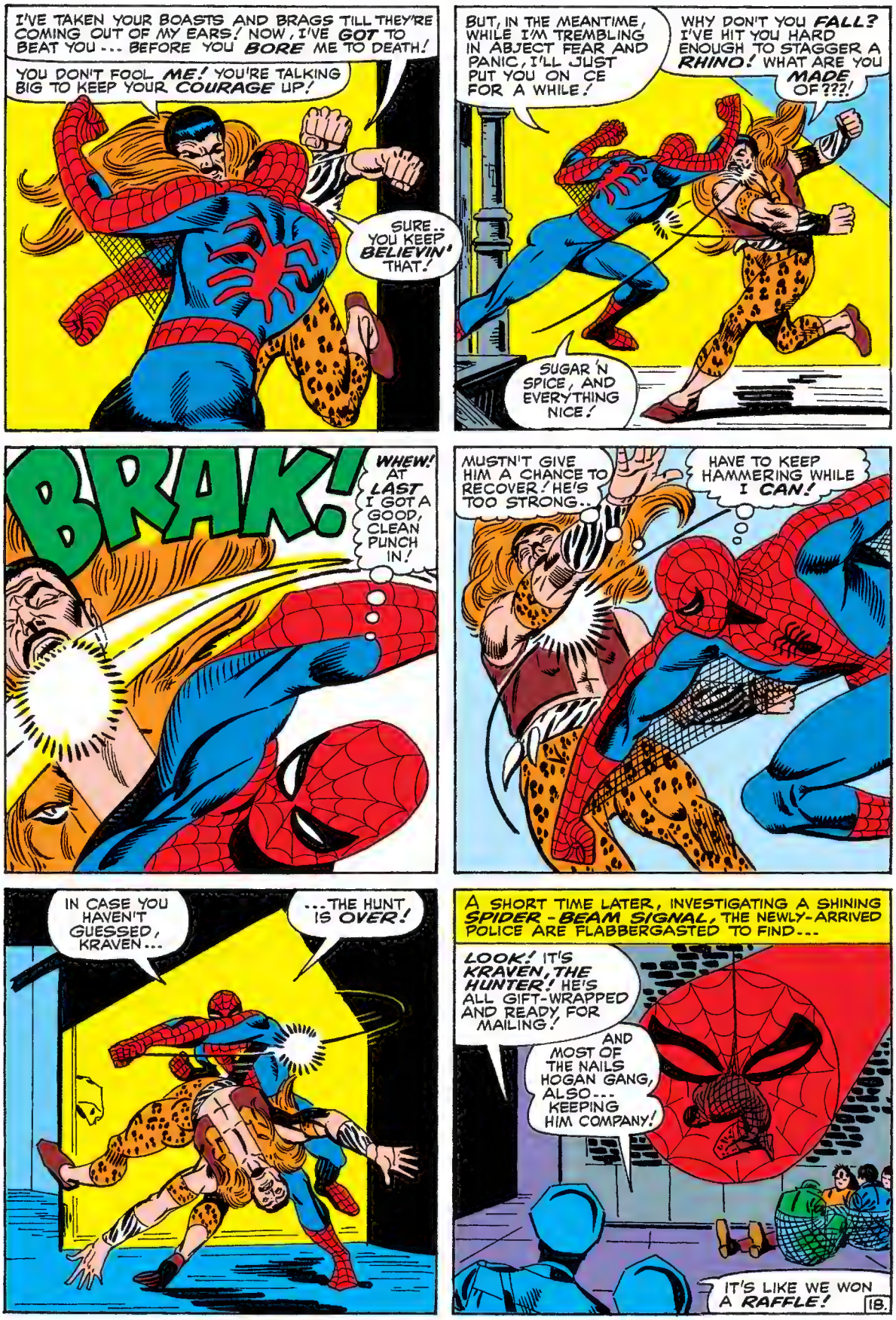

NOW THERE CAN BE NO INTERRUPTIONS TO GRANT YOU A LAST-MINUTE REPRIEVE! NOW THE GAME SHALL BE PLAYED OUT TO THE END!
NOW, THE SKILL, SPEED, AND RAW STRENGTH WITH WHICH I SUBDUE THE WILDEST JUNGLE BEAST SHALL BE YOUR UNDOING, ALSO!


THUS DOES KRAVEN WIN HIS GREATEST HUNT!


I'LL BE DARNED IF HE ISN'T AS GOOD AS HE SAYS HE IS! HE HERDED ME INTO THIS WINDOW LIKE AN EAGLE CARRYING A LAMB!
BUT, THIS IS WHERE THE RESEMBLANCE CEASES!
SO! THERE IS STILL SOME FIGHT LEFT IN YOU, EH?

WELL, IT WON'T BE THERE FOR LONG!
PAP!
WAK!


MY MOMENT HAS COME AT LAST! NOTHING CAN SAVE YOU NOW, SPIDER-MAN!
YOU'VE HAD YOUR INNING, LOUDMOUTH! NOW IT'S MY TURN AT BAT!


I'VE TAKEN YOUR BOASTS AND BRAGS TILL THEY'RE COMING OUT OF MY EARS! NOW, I'VE GOT TO BEAT YOU... BEFORE YOU BORE ME TO DEATH!
YOU DON'T FOOL ME! YOU'RE TALKING BIG TO KEEP YOUR COURAGE UP!
SURE.. YOU KEEP BELIEVIN' THAT!
BUT, IN THE MEANTIME, WHILE I'M TREMBLING IN ABJECT FEAR AND PANIC, I'LL JUST PUT YOU ON CE FOR A WHILE!
WHY DON'T YOU FALL? I'VE HIT YOU HARD ENOUGH TO STAGGER A RHINO! WHAT ARE YOU MADE OF???!
SUGAR 'N SPICE, AND EVERYTHING NICE!
BRAK!
WHEW! AT LAST I GOT A GOOD, CLEAN PUNCH IN!
MUSTN'T GIVE HIM A CHANCE TO RECOVER! HE'S TOO STRONG..
HAVE TO KEEP HAMMERING WHILE I CAN!
IN CASE YOU HAVEN'T GUESSED, KRAVEN...
...THE HUNT IS OVER!
A SHORT TIME LATER, INVESTIGATING A SHINING SPIDER-BEAM SIGNAL, THE NEWLY-ARRIVED POLICE ARE FLABBERGASTED TO FIND...
LOOK! IT'S KRAVEN, THE HUNTER! HE'S ALL GIFT-WRAPPED AND READY FOR MAILING!
AND MOST OF THE NAILS HOGAN GANG, ALSO... KEEPING HIM COMPANY!
IT'S LIKE WE WON A RAFFLE!

AND, HIDDEN IN THE SHADOWS OF A NEARBY ROOFTOP...
THE CAPTURE OF KRAVEN OUGHT TO BE BIG NEWS! I MIGHT AS WELL GET SOME PIX WHILE I CAN!
AWW, THE HECK WITH IT! IF I BRING THEM TO JAMESON, I'LL HAVE TO SEE BETTY...
-AND, SOME-HOW, I JUST DON'T FEEL UP TO FACING HER RIGHT NOW!
BESIDES, IT'S ONLY FAIR FOR ME TO STAY AWAY FROM HER... TO GIVE HER A CHANCE TO GET ME OUT OF HER SYSTEM, ONCE AND FOR ALL! IT..IT'S THE LEAST I CAN DO FOR HER!
AND, AS SPIDER-MAN DISAPPEARS INTO THE ENVELOPING DARKNESS..
YES, IT'S TRUE! I IMPERSONATED SPIDER-MAN! IT WAS I WHO THREATENED JONAH JAMESON!
BUT, WHY ARE YOU TELLING US THIS?
WHATEVER ELSE I MAY BE... I AM A MAN OF HONOR!
I HAVE GIVEN MY WORD!
THUS, A SHORT TIME LATER, AT THE DAILY BUGLE OFFICES...
YOU MEAN SPIDER-MAN IS VINDICATED?? NO! I DON'T BELIEVE IT! I WON'T BELIEVE IT!
YOU'VE NO CHOICE, J.J.! KRAVEN PRODUCED HIS COSTUME, AND GAVE THE POLICE A DEMONSTRATION! IT WAS HIM, ALL RIGHT!
BLAST IT! THIS MEANS THAT SPIDER-MAN WILL END UP BEING A HERO... JUST WHEN I THOUGHT I FINALLY HAD HIM WHERE I WANTED HIM!
WHAT HAVE YOU GOT AGAINST THAT GUY, ANYWAY, BOSS?
THAT'S MY BUSINESS, FOSWELL! BUT I'LL NAIL HIM YET!
EXCUSE ME, MR. JAMESON... I'VE FINISHED ALL THE DAY'S CORRESPONDENCE! WILL THERE BE ANYTHING ELSE?
NO, THAT'S ALL! YOU THINK I RUN A SWEAT SHOP HERE? GO ON HOME, AND BE HERE AT 9 SHARP TOMORROW!
OH, DOES THAT MEAN..??
YES! YOU'RE HIRED! THE JOB OF REPLACING BETTY BRANT IS YOURS!
THIS IS WONDERFUL! IMAGINE... I'M THE PERSONAL SECRETARY OF THE PUBLISHER OF THE DAILY BUGLE!
BUT, I NEVER THOUGHT THAT BETTY BRANT WOULD LEAVE! IT HAPPENED SO SUDDENLY! I WONDER WHAT HAPPENED?
AND SO DO WE, YOUNG LADY! SO DO WE!

MEANWHILE, UNAWARE OF THE CHANGE IN PERSONNEL AT THE *DAILY BUGLE*, PETER PARKER RETURNS TO HIS MODEST LITTLE HOME IN FOREST HILLS...

AND, AS I WAS TELLING MY NIECE, MARY JANE...

OH, HELLO, PETER...!

I'M GLAD YOU CAME HOME EARLY, DEAR!

DID YOU ENJOY THE MOVIE?

HUH? OH, NO...I CAN'T HONESTLY SAY I DID!

ANYWAY, I'LL GO UP AND DO SOME MORE STUDYING NOW! BEEN NICE SEEING YOU, MRS. WATSON!

DON'T TIRE YOURSELF OUT, PETER! YOU KNOW HOW FRAGILE YOU ARE!

SUCH A NICE BOY! NOT A WILD ROWDY, LIKE SO MANY OTHERS!

BUT, ONCE ALONE IN HIS ROOM, THE COMPLEX, SENSITIVE, ANGUISHED YOUTH WHO IS PETER PARKER FINDS THAT HE CANNOT STUDY... HE CANNOT CONCENTRATE ON ANYTHING, EXCEPT...

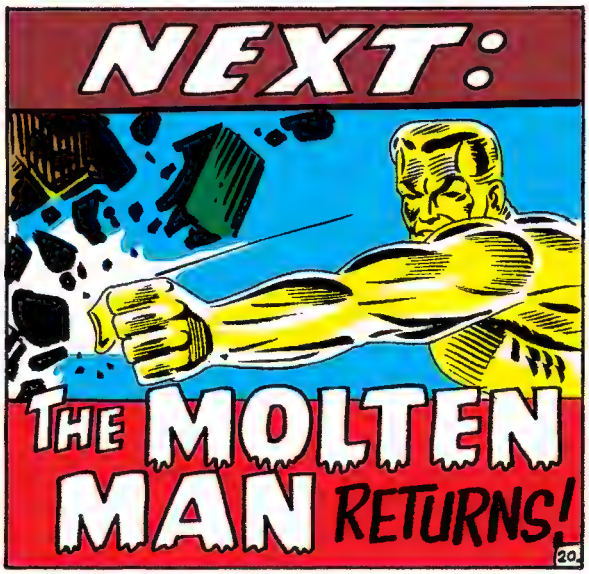
AM I REALLY BEING A *COWARD?* IS IT THAT I'M *AFRAID* TO FACE BETTY? AFRAID TO TELL HER THE TRUTH?

AM I AFRAID OF HER REACTION WHEN SHE LEARNS OF THE SECRET I'VE KEPT FROM HER ALL THESE YEARS?

NO! THIS IS NO GOOD! IT'S USELESS! I'VE GOT TO LEARN TO *ACCEPT* THINGS AS THEY ARE!

I'VE GOT TO STOP *THINKING* OF BETTY! TO ME, IT MUST BE AS THOUGH SHE DOESN'T EXIST! IT'S THE ONLY WAY! BECAUSE, SHE'D *NEVER* ACCEPT ME AS *SPIDER-MAN*...

... BUT, SPIDER-MAN I'VE BEEN ... AND SHALL ALWAYS BE ... FOR AS LONG AS I LIVE!



THE SPIDER'S WEB

Dear Stan and Steve,

What happened to Spidey? I'm referring to the botched-up SPIDER-MAN #30. You seemed to have forgotten to put a plot in it. You started off with a crook called the Cat Burglar, who thinks he is too insignificant for Spidey to fight. Then you have a gang of masked crooks whose leader is the Cat. Somewhere along the line you mix up the two and end with the Cat Burglar being captured while being called the Cat. You never see the gang leader so maybe the Cat Burglar is the gang leader, but you never say if anything happened to the gang. The two can't be the same person, for the gang was not said to be apprehended or disbanded. If they were supposed to be the same, then the story failed miserably. If they were supposed to be two different people, the story failed even more. You are known for your slip-ups and nutty mistakes, but this is the first time you have come out with a whole magazine devoted to total confusion! I hope next month you will bring back what has made Spidey such a great character—a plot!

Richard Weingard, 21220 Tyee St.
Castro Valley, Calif.

The only thing we wanna know, Dick, is—what are you complaining about? From what you mention, it sounds to us like ish #30 was a ring-a-ding smasheroo! It's not easy dreaming up plots that don't make sense—they're the toughest kind! So, thanks for your lavish peans of praise, pal—but be careful—you know how susceptible we are to flattery!

Dear Stan and Steve,

I must comment on SPIDEY #30. First of all, the splash page gave an insight into Spidey's future. Those faces of Liz and Peter were fab! Also, I have noticed that when Stan plots a story, there is one main plot, but when Steve plots one, there are several. (Example: Molten Man and Petey's graduation were of equal plot value.) Also, the idea of a criminal's being so smart that he behaves like an ordinary crook was a brilliant stroke. This Liz-or-Betty thing is getting me down. Congratulate Artie for his great lettering. Don't continue the great work—you can make it better! Branch Ecch is watching you!

Tap King, 3864 Baltic Ave.
Jacksonville, Fla.

Tsk tsk! For shame, Tap! We never thought you'd make a mistake like that! Not *you!* Do you want to involve us in a lawsuit? You know how sensitive they are about getting their name spelled right! It's Brand *Echh*, son—not Brand *Ecch!*

Dear Stan and Steve,

Awright, you guys—I've had it! I've been reading Marvel mags for a good many years and I've kept my mouth shut, but after reading SPIDER-MAN #30, I decided that something should be said. Firstly, the issue was tremendous. I almost died at the last two panels on page 5, but I was really shook up at the chain of events that happened between Peter and Betty. The last panel was particularly effective. Secondly, I don't think Betty should accept Ned Leeds' proposal. So they work together—big deal. That's fine for making friends, but not marriage partners. Besides, Betty isn't really sure about herself. She admits that she loves Peter, but is kept apart from him by that "one secret." Thirdly, I believe that Peter and Betty should be married. (Not immediately, perhaps, but eventually.) It is well known that Betty and Peter are in love, but Peter thinks he can never propose to her because of her prejudice against an adventuresome, Spider-Man type. However, you could place Betty and Spider-Man in a situation where they would be in danger together for most of the issue. In such a situation Betty might have to take risks, and at the same time, see Spidey as he really is—not just the clowning, cavorting adventurer that she sees him as, but also as someone beneath the mask—a human being with emotions, cares, and feelings. In the story she could come to love this Spider-Man, if the person under the mask were someone she were really in love with—someone like Peter Parker, perhaps. You can see the implications. Fourthly, I don't like one bit the looks of those dizzy spells Aunt May has been getting lately. If you're planning to have her "leave" Marvel as you've been doing with so many others, I shall personally sic the Destroyer, the Juggernaut, and Irving Forbush on every one of you. Before I fold, I want to say that long after all the Brand Echh comics have crumbled away into decaying, rancid dust, Marvel shall raise its mighty head up into the sky as a tribute to all the Marvelites in the world!

Richard Pini, 456 Ridgeview Road
Orange, Conn.

And who are we to argue with noble sentiments like that! Enjoyed your letter, Dick—especially Stan, who says you're almost as big a cornball as he is!

Dear Stan and Steve,

I have just finished reading SPIDER-MAN #30 - The Claws of the Cat"—and I thought it was great. I thought that it was a pleasant change to have Spidey fighting a non-powered criminal. The Cat proved to be witty, clever, and cunning, and when he blew up that water tank right on top of ol' Spidey, that really flipped me! By the way, do you know that the F.F. is cheating Spidey? They've been in his mag twice, and aside from that the Torch has appeared five times. When is the magnificent web-spinner going to appear in their mag? I'm looking forward to a real knockdown, drag-out swingout. Finally, how about a Beast-Spidey fight? Man, what a battle that would be! Yours till Aunt May clobbers bashful Benjamin bare-knuckled!

Barry Hicks, 10 Jumel Terr.
Manhattan, N.Y. 10032

Gosh, Barry—we didn't even know that our costumed cuties were mad at each other, and here you want them to go around having knockdown swingouts! Doesn't anyone ever want a nice, peaceful little tale, filled with brotherly love and good fellowship? Or, do you only love us because we're hostile?

Dear Stan and Steve,

I would like to comment on SPIDEY. First of all, he rates far over all the rest. There is only one thing wrong with this mag; you are giving too much of it to Peter Parker's private life. Do you realize that in SPIDER-MAN #30 Peter appeared in 39 panels while Spider-Man himself was only in 45? This means that "Peter Parker and group" is getting almost half of the mag. Please do something about this. By the way, Spidey promised Daredevil a favor way back in SPIDER-MAN #16. When is he going to repay it?? In closing, may I say that Marvel is going to be around a long, long time!

Allen Romanok, 126 Thompson Ave.
Bound Brook, N. J. 08805

But not if you keep asking questions that we can't answer, Al! We don't know *when* Spidey will repay D.D.—in fact, the last we heard of the fearless one,

he was in some hidden jungle, having his hands full with Ka-Zar and some crazy pirate! Maybe Spidey's not so dumb — who'd want to get mixed-up in a brawl like that?

Dear Stan and Steve,

You've finally done it! Marvel has taken its first step in taking over the world! The M.M.M.S. is really making the scene. One night I was leisurely listening to WLS, a Chicago radio station, when the disc jockey, Art Roberts by name, announced that he had received a Merry Marvel Marcher's kit. He mentioned all our costumed cherubs and also mentioned a villain – the Scorpion. The best part, though, was his reciting the Pledge To Marvel. I nearly went wild hearing the Marvel Group finally getting the credit you deserve for putting out such great mags. Keep up the great work!

Gary Timmermans, 66 Williams St.
Crystal Lake, Calif.

We intend to, Gary boy! We must have received a zillion letters from frantic fans telling us about Art Roberts' mention of the MMMS on the air—and naturally we're delighted! But, we've been getting the credit we deserve for months—in the best way possible—by the loyal, unswerving support of Marvelites such as yourself—readers who have made our capricious comics the most popular, most talked-about, fastest-selling mags of their type in the free world! So, whether you're a disc jockey or a debutante—a student or a G.I.—a politician or a pussycat—if you're a Marvel madman we love ya, and you can pat yourself on the back for helping to make this truly the Marvel Age of Comics!

Dear Stan and Steve,

I just love your hero, the Amazing Spider-Man. He's probably your most colorful character. I've just finished reading the great MARVEL TALES ANNUAL #2, and I especially liked the story "A Monster Among Us." Why don't you put in an AMAZING FANTASY tale each month in one of your mags, or bring back the original book? By the way, SPIDER-MAN #29 was one of the best issues you've ever published!

John Bacha, 648 Thoreau Terr.
Union, N. J.

Thanks, Johnny, and as you've seen by the notice in the Bullpen Page, we *are* bringing back many of our old-time fantasy tales in FANTASY MASTERPIECES! The first one goes on sale this month, so don't miss it, hear?

Dear Stan and Steve,

Just thought I'd tell you how Marvel has taken over here. Yesterday I went downtown with my friend to look for old Marvels. After buying and looking, we asked the saleslady what she thought of Marvel compared to a leading competitor. She said that the Marvels were the only books you get your money's worth from, and that the turnover on Marvels was amazing. (No news to us!) Then I asked the price of an old Torch or Captain America book and she said $15.00! I asked to see an old book of a leading competitor and she said I'd be wasting my money. When we went to another store, we didn't even get in the door or open our mouths before the man said, "Looking for Marvel Comics?" It looks like it's getting so you don't even have to say—"Make mine Marvel!!"

Gabe Eisenstein, 7914 Paxton Ave.
Chicago, Ill. 60617

That's great news, Gabe! Even if you've exaggerated a bit, it still sounds good! But, fifteen clams for an old CAPTAIN AMERICA mag—*wow!* Maybe we oughtta stop producing and start collecting!

Dear Stan and Steve,

I'll get to the point of this letter. I have no malicious intent and, as a matter of fact, I am an avid reader of SPIDER-MAN; but I think that Aunt May should be removed from the magazine, by some means, for the following reasons: (1) As I see it, Aunt May is the only important reason to keep Spidey from revealing his secret identity. (2) With Spidey's secret identity revealed, there would be many different topics to have stories based on, such as Flash's reaction to finding out that his worst enemy and his idol are one and the same. Now don't get me wrong—I am greatly in favor of some less drastic way of revealing Spidey's identity. But, as I see it, this is the only way. Now that I've stated my idea, I'd like to thank you for giving us such excellent entertainment in all your magazines. I think that S.H.I.E.L.D. is the most wonderful thing since Spidey fought Doc Doom!! Keep up the good work!

David Greenlee, 1404 Oliver St.
Weatherford, Tex. 76086

But we *can't* remove Aunt May, Dave! You may not know it, but she's the favorite pin-up queen of some of our older readers! You don't think our mags are just for the young campus crowd, do you?

Dear Stan and Steve,

I like an issue that's full of action, and Spidey mags usually have an overabundance of action, but not always. I've seen a little too much of J.J.J. lately. Spidey's agility and speed are the talents that I like to see more of. Spidey seems to be getting stronger and more agile all the time, so don't slow him up with the Clown and the Masters of Menace or that type so much. Have him battle more foes like Dr. Doom and the Hulk who really run him through the mill. I would like to know if Spidey is competing on a par with the F.F., the Avengers, or any other group. It seemed so when he battled Dr. Doom, but then again, the Sandman had to team up with other villains to take on the F.F. Also, I'm all for spiders!

Moses Herrera, Texas A & M University
P.O. Box 77, Palestine, Tex. 75801

Who isn't? You should see Stan walking *his* pet spider on a leash down Madison Avenue! We don't mind *that* so much, but when Smiley tried to get him fitted for a *muzzle*, we figured he was puttin' us on!

NEXT ISH: For all of you who thrilled to Spidey's last battle with the Molten Man—and for all who clamored for Web-Head's slugfest with Moltie to go on much longer—SPIDER-MAN #35 is just what the doctor ordered! (And we don't mean Dr Doom! You'll find *him* in the AVENGERS this month!)(Leave it to us to stick a plug in anywhere!) So, latch onto our next action-packed ish, and stop carrying your life-sized Spider-Man pin-up in your vest pocket—you'll wrinkle it that way!

ANOTHER BULLPEN BOMBSHELL!
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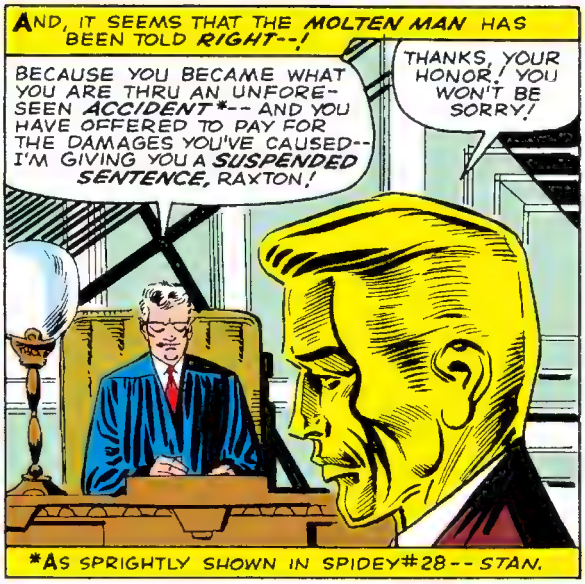
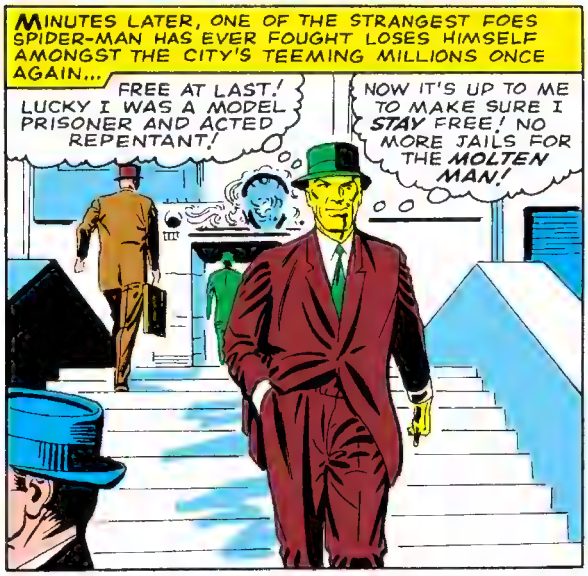
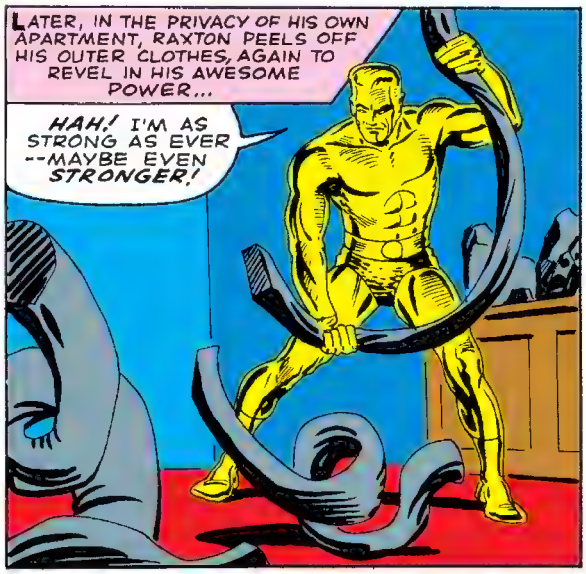
APR
"The MOLTEN MAN Regrets...!"

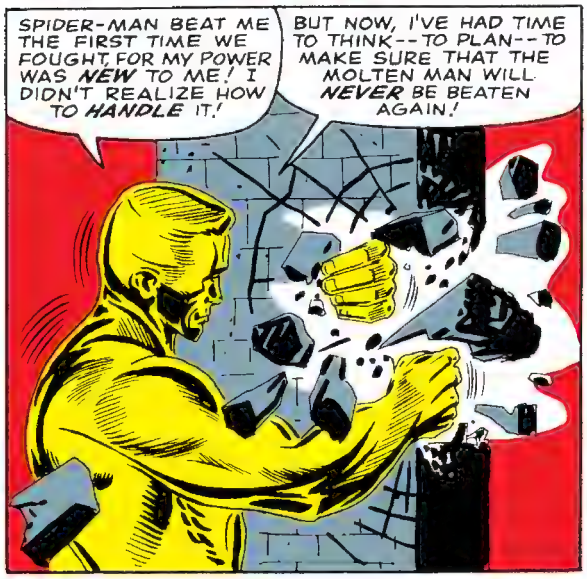
THE AMAZING SPIDER-MAN!
"THE MOLTEN MAN REGRETS...!"
IT'S CHANGE-OF-PACE TIME ONCE AGAIN, SO CLIMB ABOARD FOR THE ACTION...!
THIS ONE IS FOR THE REAL OLD-FASHIONED, DYED-IN-THE-WOOL SPIDEY FANATICS WHO LIKE TO SEE OL' WEB-HEAD FIGHTING AS ONLY HE CAN! WE ENVY YOU...YOU'RE GONNA HAVE YOURSELF A BALL!
SCRIPT & EDITING..... STAN LEE
PLOT & ARTWORK.... STEVE DITKO
LETTERING & LOITERING.... ART SIMEK

OUR SOMEWHAT SENSATIONAL SAGA BEGINS WHERE SO MANY OF THEM END--IN A COLD, SOMBER PRISON CELL, SOME MONTHS AGO, WHERE WE FIND...
OKAY, RAXTON, LOOK ALIVE! HIZZONER WANTS TO SEE YOU! SO LET'S GO!
FINALLY GONNA SENTENCE ME, HUH? WELL, I'M NOT WORRIED! THEY TELL ME HE'S USUALLY SOFT ON FIRST OFFENDERS!

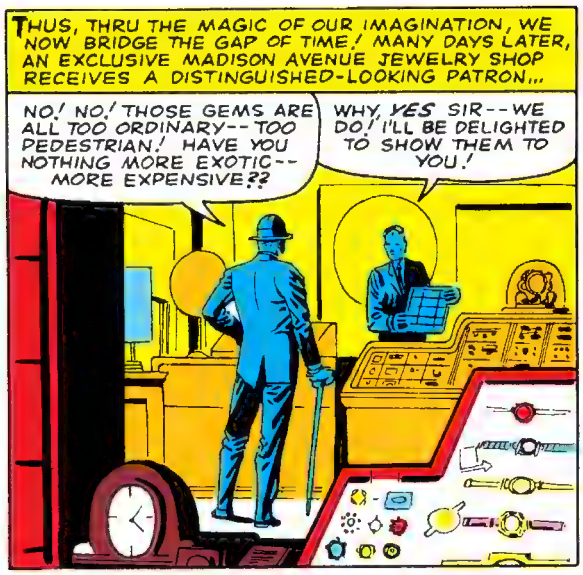

AND, IT SEEMS THAT THE MOLTEN MAN HAS BEEN TOLD RIGHT--!
BECAUSE YOU BECAME WHAT YOU ARE THRU AN UNFORE-SEEN ACCIDENT*-- AND YOU HAVE OFFERED TO PAY FOR THE DAMAGES YOU'VE CAUSED-- I'M GIVING YOU A SUSPENDED SENTENCE, RAXTON!
THANKS, YOUR HONOR! YOU WON'T BE SORRY!
*AS SPRIGHTLY SHOWN IN SPIDEY#28 -- STAN.


MINUTES LATER, ONE OF THE STRANGEST FOES SPIDER-MAN HAS EVER FOUGHT LOSES HIMSELF AMONGST THE CITY'S TEEMING MILLIONS ONCE AGAIN...
FREE AT LAST! LUCKY I WAS A MODEL PRISONER AND ACTED REPENTANT!
NOW IT'S UP TO ME TO MAKE SURE I STAY FREE! NO MORE JAILS FOR THE MOLTEN MAN!


LATER, IN THE PRIVACY OF HIS OWN APARTMENT, RAXTON PEELS OFF HIS OUTER CLOTHES, AGAIN TO REVEL IN HIS AWESOME POWER...
HAH! I'M AS STRONG AS EVER --MAYBE EVEN STRONGER!


SPIDER-MAN BEAT ME THE FIRST TIME WE FOUGHT, FOR MY POWER WAS NEW TO ME! I DIDN'T REALIZE HOW TO HANDLE IT!
BUT NOW, I'VE HAD TIME TO THINK--TO PLAN--TO MAKE SURE THAT THE MOLTEN MAN WILL NEVER BE BEATEN AGAIN!

I WON'T MAKE THE MISTAKE OF RUNNING WILD A SECOND TIME, USING NOTHING BUT MY POWER! THIS TIME I'VE FIGURED ALL THE ANGLES--
FIRST, I'LL LAY LOW FOR A WHILE --AND THEN-- I'LL STRIKE!


THUS, THRU THE MAGIC OF OUR IMAGINATION, WE NOW BRIDGE THE GAP OF TIME! MANY DAYS LATER, AN EXCLUSIVE MADISON AVENUE JEWELRY SHOP RECEIVES A DISTINGUISHED-LOOKING PATRON...
NO! NO! THOSE GEMS ARE ALL TOO ORDINARY--TOO PEDESTRIAN! HAVE YOU NOTHING MORE EXOTIC--MORE EXPENSIVE??
WHY, YES SIR--WE DO! I'LL BE DELIGHTED TO SHOW THEM TO YOU!

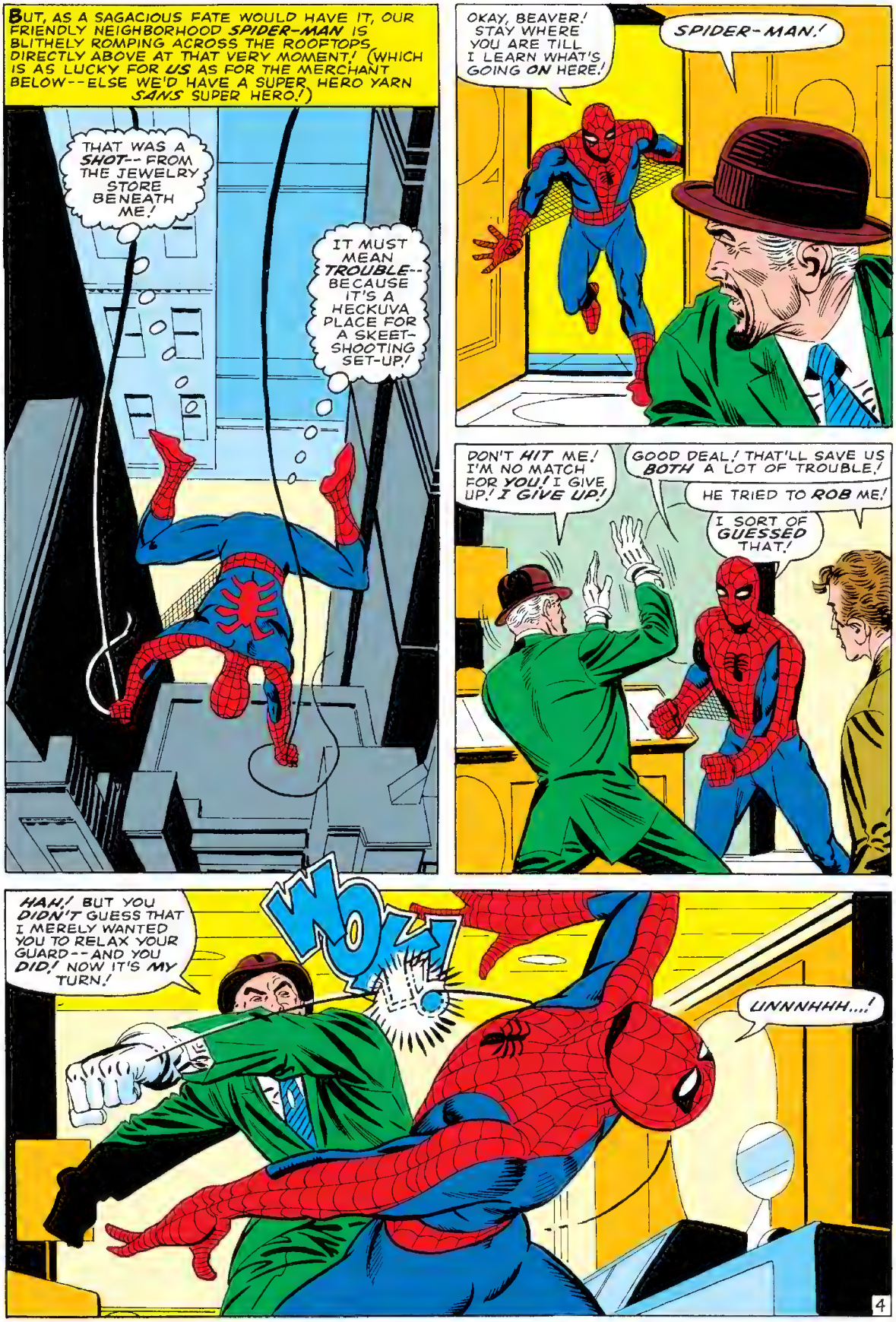
REMEMBER, MONEY IS OF NO CONCERN TO ME! I WILL ONLY CONSIDER YOUR VERY FINEST JEWELS!
I WISH I HAD A DOZEN MORE CUSTOMERS LIKE HIM! I COULD RETIRE IN A WEEK!
I'LL HAVE THEM FOR YOU IN A MOMENT, SIR--AS SOON AS I OPEN THE SAFE!

I'M SURE THESE ARE WHAT I WANT! DON'T EVEN BOTHER TO SHOW THEM TO ME! I'LL TAKE THEM ALL!
BUT--I DON'T UNDERSTAND! WAIT--YOU CAN'T--
UHHHH--!

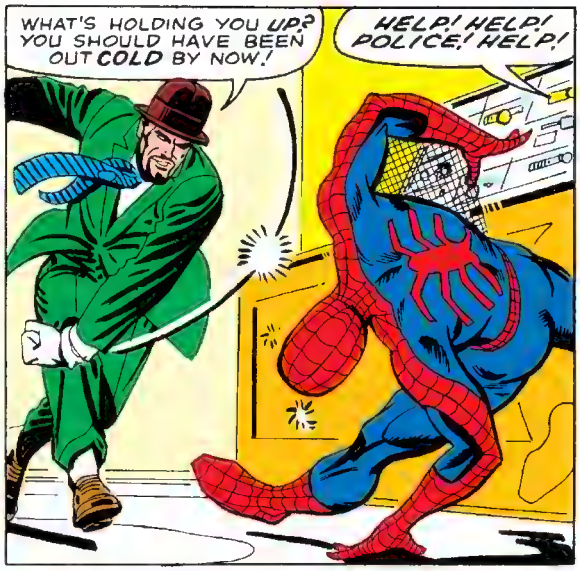
SO! YOU'RE NOTHING BUT A CROOK! WELL, YOU MAY HAVE FOOLED ME AT FIRST, BUT YOU WON'T GET AWAY WITH IT!
IF YOU THINK THAT TOY WILL STOP ME, YOU'RE IN FOR A VERY RUDE SURPRISE!
RAISE YOUR HANDS--I WARN YOU! STAY BACK--!

YOU SHOULD HAVE LISTENED TO--WHA--?!!
A BULLET-PROOF VEST! THAT HAS TO BE THE ANSWER!
SO YOU THINK IT'S A VEST, DO YOU?
CRACK!

CAN A VEST DO--THIS??!
Y-YOU CRUSHED THE GUN--LIKE AN EGG-SHELL--!!


BUT, AS A SAGACIOUS FATE WOULD HAVE IT, OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS BLITHELY ROMPING ACROSS THE ROOFTOPS DIRECTLY ABOVE AT THAT VERY MOMENT! (WHICH IS AS LUCKY FOR US AS FOR THE MERCHANT BELOW--ELSE WE'D HAVE A SUPER HERO YARN SANS SUPER HERO!)
THAT WAS A SHOT-- FROM THE JEWELRY STORE BENEATH ME!
IT MUST MEAN TROUBLE-- BECAUSE IT'S A HECKUVA PLACE FOR A SKEET-SHOOTING SET-UP!
OKAY, BEAVER! STAY WHERE YOU ARE TILL I LEARN WHAT'S GOING ON HERE!
SPIDER-MAN!
DON'T HIT ME! I'M NO MATCH FOR YOU! I GIVE UP! I GIVE UP!
GOOD DEAL! THAT'LL SAVE US BOTH A LOT OF TROUBLE!
HE TRIED TO ROB ME!
I SORT OF GUESSED THAT!
HAH! BUT YOU DIDN'T GUESS THAT I MERELY WANTED YOU TO RELAX YOUR GUARD--AND YOU DID! NOW IT'S MY TURN!
WOK!
UNNNHHH...!

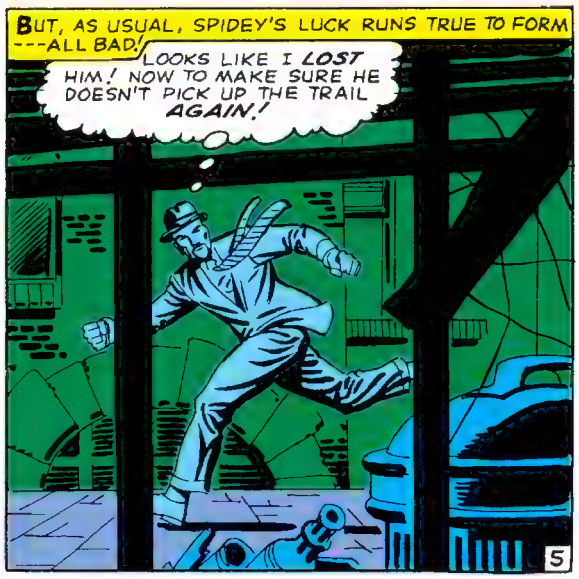
DIDN'T EXPECT A RECEPTION LIKE THIS, DID YOU?
I MUSTN'T LET UP! I'VE GOT TO KEEP HIM OFF-BALANCE--KEEP HIM ON THE RECEIVING END!

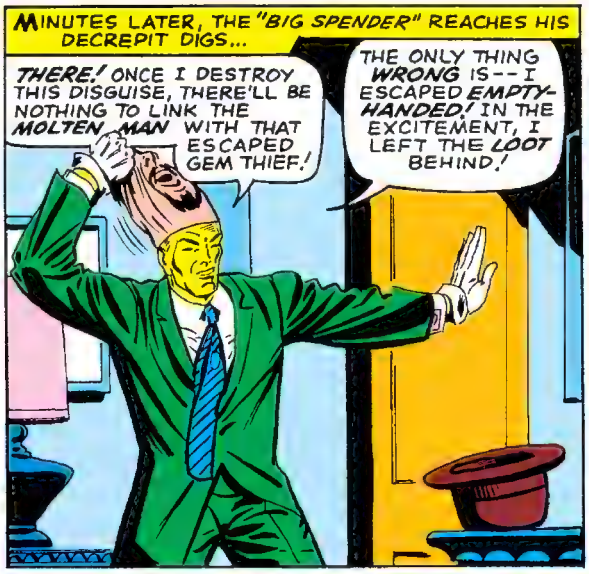

WHAT'S HOLDING YOU UP? YOU SHOULD HAVE BEEN OUT COLD BY NOW!
HELP! HELP! POLICE! HELP!

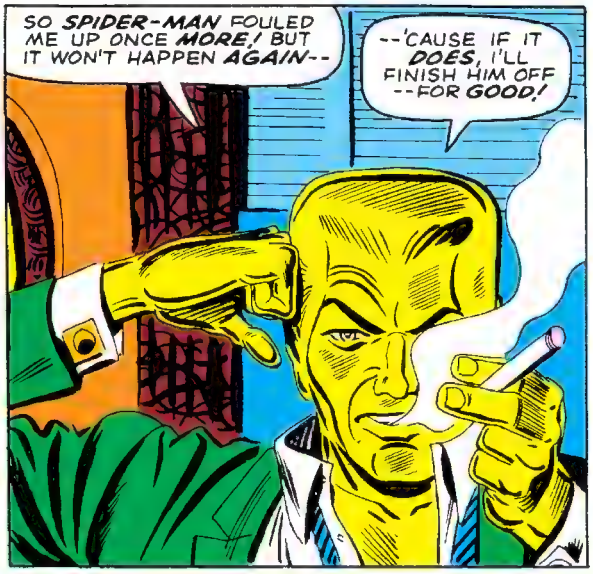
BLAST IT! I FORGOT ABOUT THAT SCREECHING SALESMAN!
STOP HIM SOMEBODY! HE'S GETTING AWAY! UHHH!
COPS'LL BE HERE SOON! I'VE GOT TO SCRAM!
LOOK OUT! WATCH IT! YOU'RE IN MY WAY!

THEN, BY THE TIME SPIDEY CAN REACH THE DOOR...
IT FIGURED! HE'S GONE!

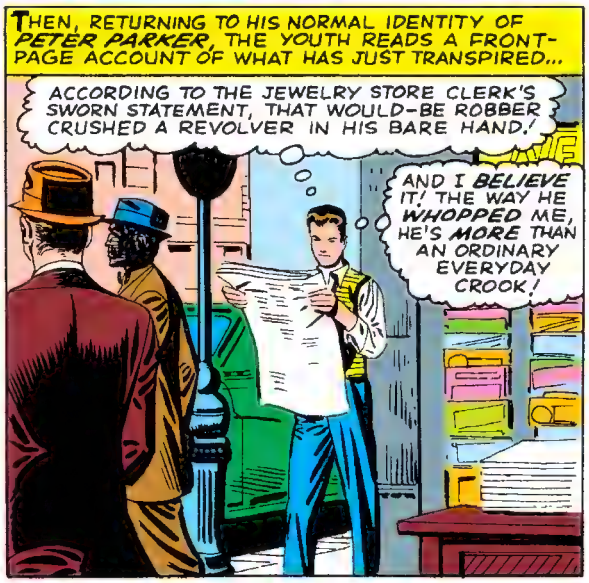
BUT, HE'S TOO STRONG--TOO DANGEROUS TO RUN FREE!
MAYBE IF I REACH THE ROOF IN TIME, I CAN SPOT HIM FROM UP THERE!


BUT, AS USUAL, SPIDEY'S LUCK RUNS TRUE TO FORM ---ALL BAD!
LOOKS LIKE I LOST HIM! NOW TO MAKE SURE HE DOESN'T PICK UP THE TRAIL AGAIN!

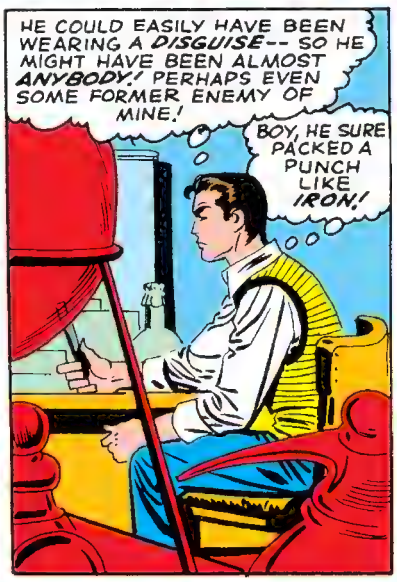

MINUTES LATER, THE "BIG SPENDER" REACHES HIS DECREPIT DIGS...
THERE! ONCE I DESTROY THIS DISGUISE, THERE'LL BE NOTHING TO LINK THE MOLTEN MAN WITH THAT ESCAPED GEM THIEF!
THE ONLY THING WRONG IS--I ESCAPED EMPTY-HANDED! IN THE EXCITEMENT, I LEFT THE LOOT BEHIND!


SO SPIDER-MAN FOULED ME UP ONCE MORE! BUT IT WON'T HAPPEN AGAIN--
--'CAUSE IF IT DOES, I'LL FINISH HIM OFF --FOR GOOD!

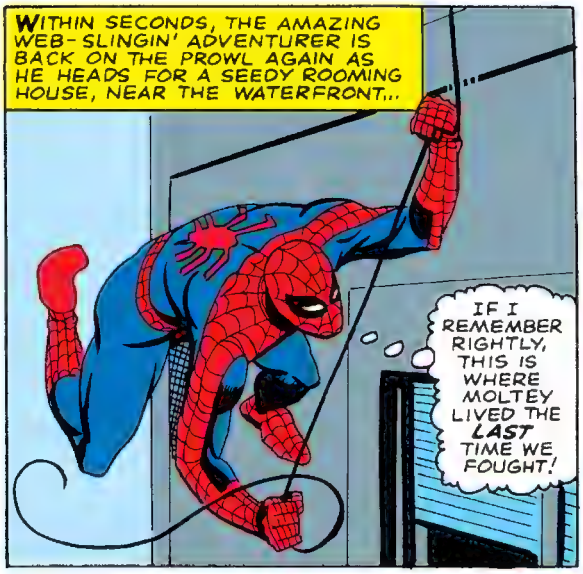
WHILE, IN A DIFFERENT NEIGHBORHOOD, WE FIND OUR FABULOUS, FRUSTRATED FRIEND...
NO SIGN OF HIM ANYWHERE!
WHOEVER HE WAS, HE GAVE ME THE SLIP THIS TIME!

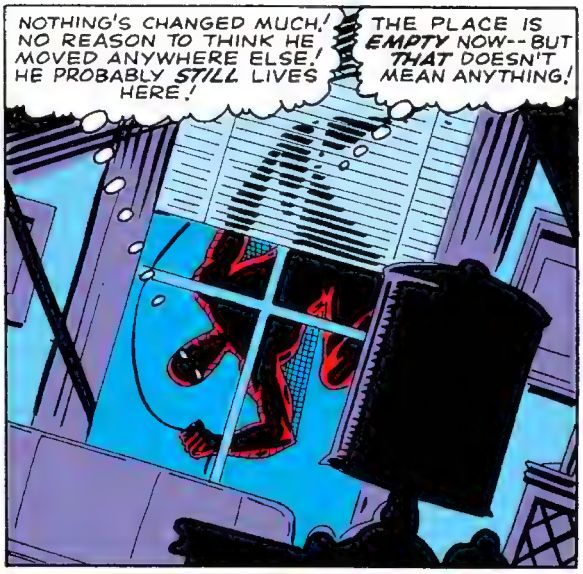

THEN, RETURNING TO HIS NORMAL IDENTITY OF PETER PARKER, THE YOUTH READS A FRONT-PAGE ACCOUNT OF WHAT HAS JUST TRANSPIRED...
ACCORDING TO THE JEWELRY STORE CLERK'S SWORN STATEMENT, THAT WOULD-BE ROBBER CRUSHED A REVOLVER IN HIS BARE HAND!
AND I BELIEVE IT! THE WAY HE WHOPPED ME, HE'S MORE THAN AN ORDINARY EVERYDAY CROOK!

BUT, HOW MUCH MORE? THAT'S WHAT I'VE GOT TO FIND OUT!
THERE WAS SOMETHING DISTURBINGLY FAMILIAR ABOUT HIM--IF ONLY I COULD PUT MY FINGER ON IT--!


HE COULD EASILY HAVE BEEN WEARING A DISGUISE-- SO HE MIGHT HAVE BEEN ALMOST ANYBODY! PERHAPS EVEN SOME FORMER ENEMY OF MINE!
BOY, HE SURE PACKED A PUNCH LIKE IRON!

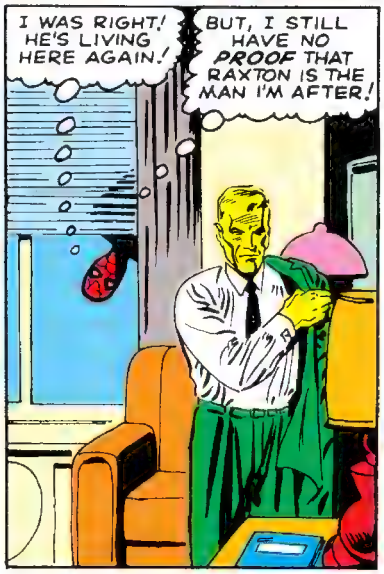
IRON! IRON'S A METAL! AND HIS PUNCH FELT LIKE METAL!
IT'S A LONG SHOT --BUT IT COULD BE-- THE MOLTEN MAN! I'D BET ON IT!

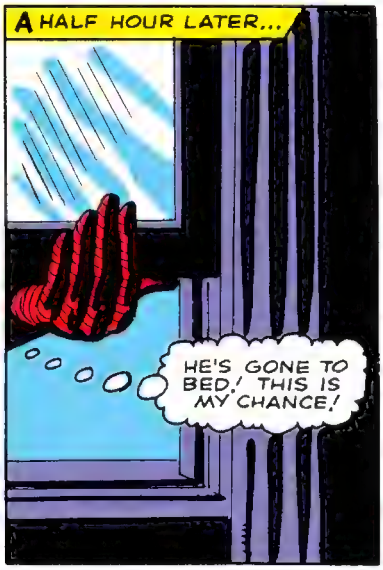

WITHIN SECONDS, THE AMAZING WEB-SLINGIN' ADVENTURER IS BACK ON THE PROWL AGAIN AS HE HEADS FOR A SEEDY ROOMING HOUSE, NEAR THE WATERFRONT...
IF I REMEMBER RIGHTLY, THIS IS WHERE MOLTEY LIVED THE LAST TIME WE FOUGHT!

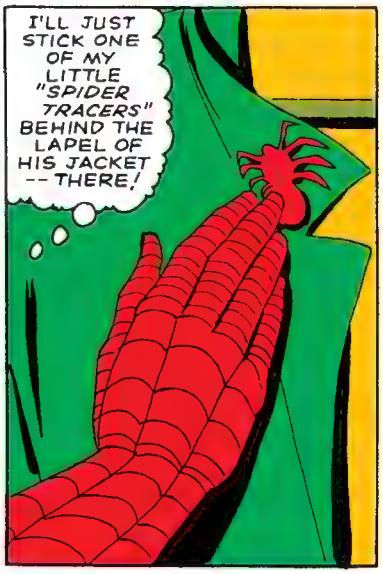

NOTHING'S CHANGED MUCH! NO REASON TO THINK HE MOVED ANYWHERE ELSE! HE PROBABLY STILL LIVES HERE!
THE PLACE IS EMPTY NOW--BUT THAT DOESN'T MEAN ANYTHING!

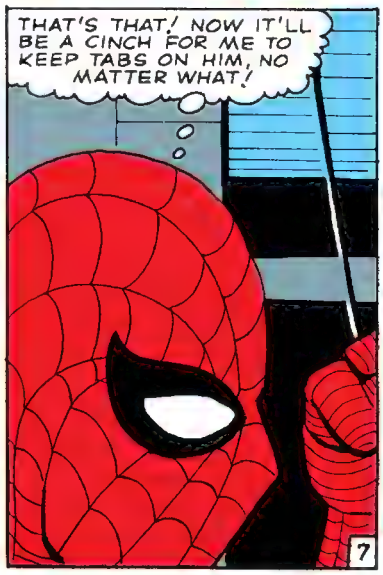
NO HARM IN WAITING AROUND FOR A WHILE AND SEEING WHAT HAPPENS!

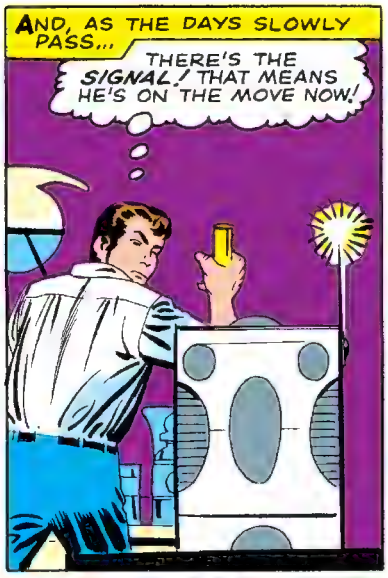
THEN, BEFORE TOO VERY LONG...
A LIGHT JUST WENT ON! HE'S BACK!

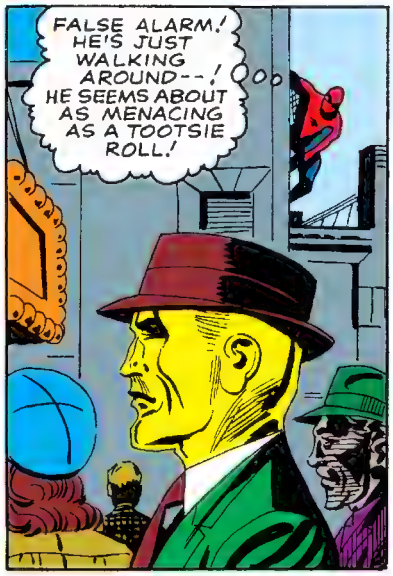

I WAS RIGHT! HE'S LIVING HERE AGAIN!
BUT, I STILL HAVE NO PROOF THAT RAXTON IS THE MAN I'M AFTER!


A HALF HOUR LATER...
HE'S GONE TO BED! THIS IS MY CHANCE!

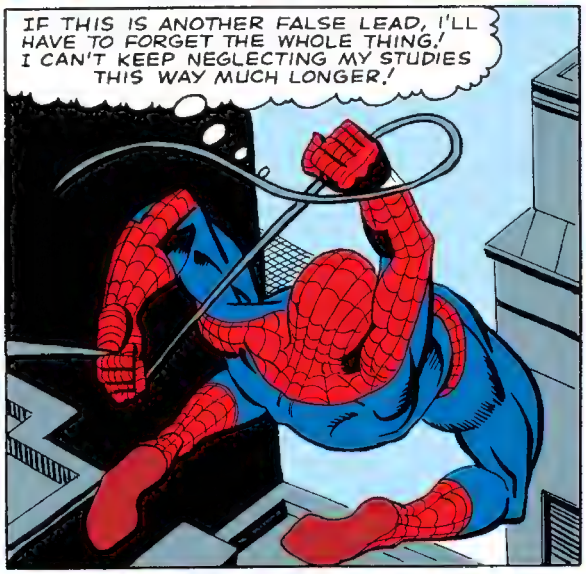

I'LL JUST STICK ONE OF MY LITTLE "SPIDER TRACERS" BEHIND THE LAPEL OF HIS JACKET -- THERE!

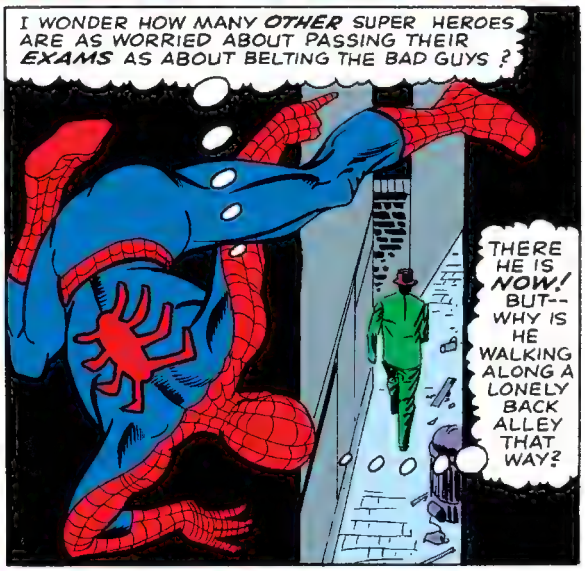

THAT'S THAT! NOW IT'LL BE A CINCH FOR ME TO KEEP TABS ON HIM, NO MATTER WHAT!


AND, AS THE DAYS SLOWLY PASS...
THERE'S THE SIGNAL! THAT MEANS HE'S ON THE MOVE NOW!

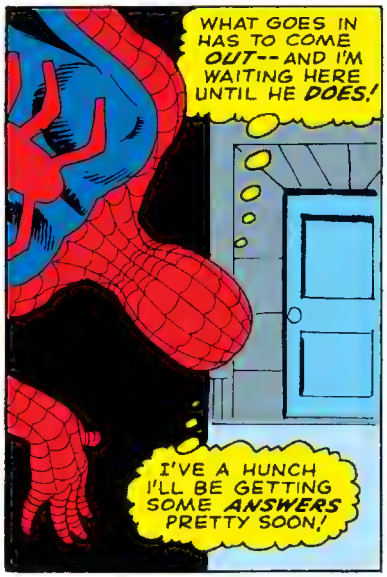

FALSE ALARM! HE'S JUST WALKING AROUND--! HE SEEMS ABOUT AS MENACING AS A TOOTSIE ROLL!

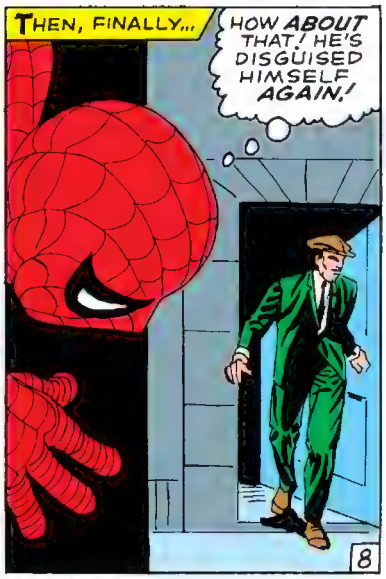
AND SO IT GOES, DAY AFTER DAY, UNTIL...
THE SIGNAL AGAIN! IT'S PROBABLY A WASTE OF TIME--BUT I CAN'T AFFORD TO TAKE ANY CHANCES!


IF THIS IS ANOTHER FALSE LEAD, I'LL HAVE TO FORGET THE WHOLE THING! I CAN'T KEEP NEGLECTING MY STUDIES THIS WAY MUCH LONGER!

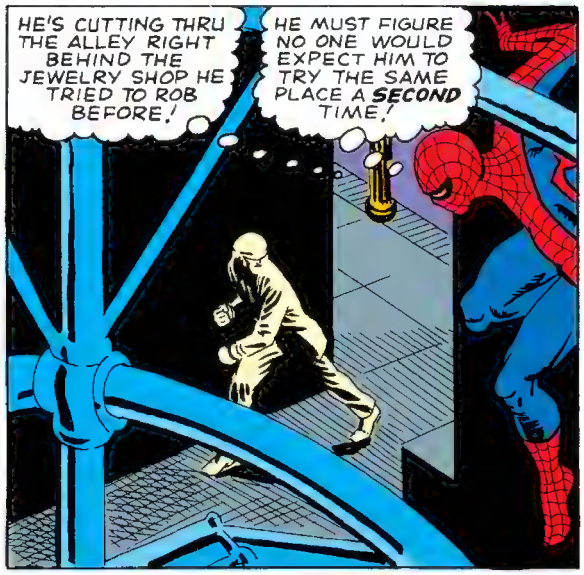

I WONDER HOW MANY OTHER SUPER HEROES ARE AS WORRIED ABOUT PASSING THEIR EXAMS AS ABOUT BELTING THE BAD GUYS?
THERE HE IS NOW! BUT-- WHY IS HE WALKING ALONG A LONELY BACK ALLEY THAT WAY?

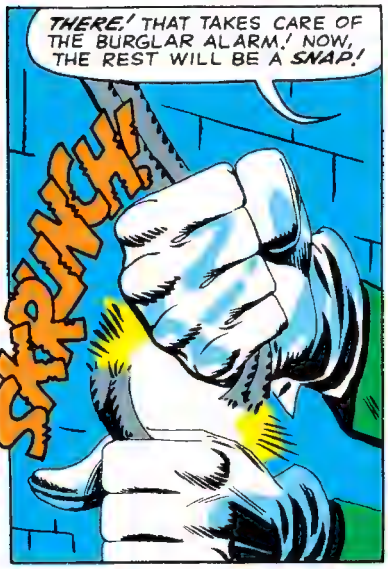
WELL, I GUESS I'LL FIND OUT SOON ENOUGH!

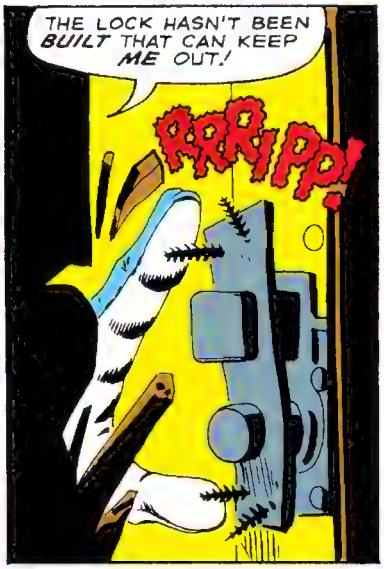

WHAT GOES IN HAS TO COME OUT--AND I'M WAITING HERE UNTIL HE DOES!
I'VE A HUNCH I'LL BE GETTING SOME ANSWERS PRETTY SOON!

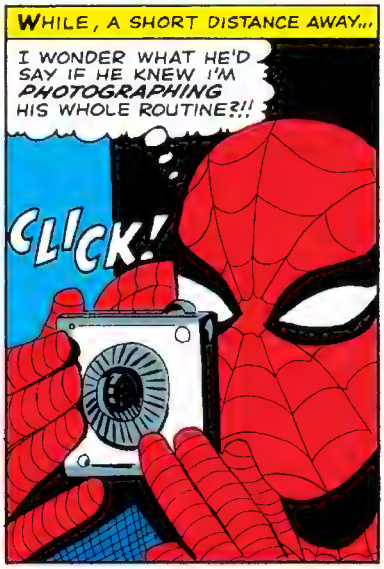

THEN, FINALLY...
HOW ABOUT THAT! HE'S DISGUISED HIMSELF AGAIN!

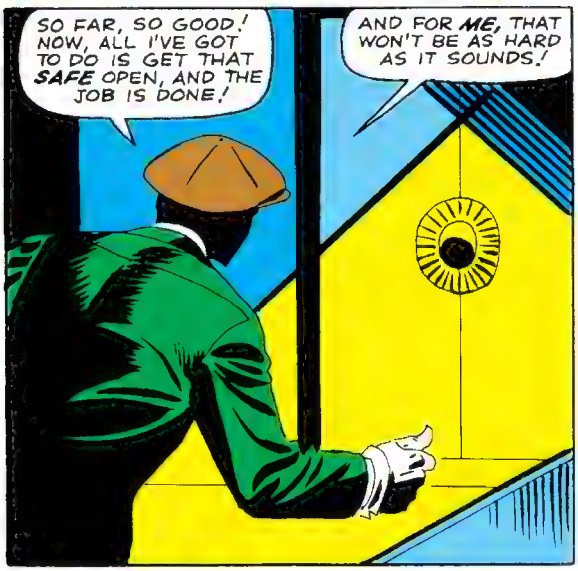
WHATEVER HE'S UP TO, IT'S GOT TO BE SOMETHING CROOKED, OR HE WOULDN'T NEED A DISGUISE!
SO, THIS TIME I'M NOT LETTING HIM OUT OF MY SIGHT!

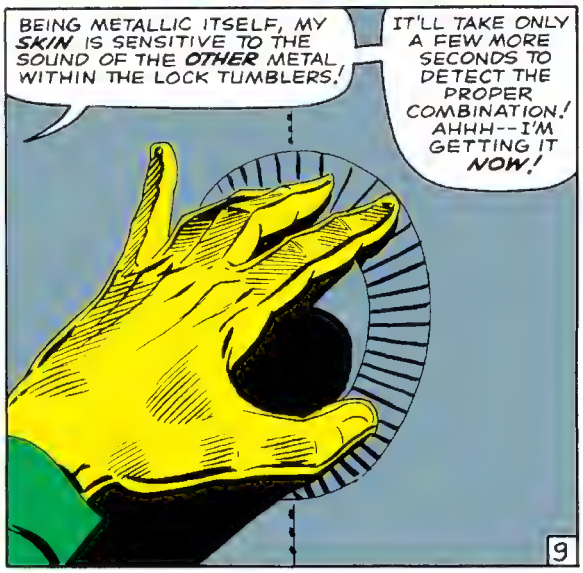

HE'S CUTTING THRU THE ALLEY RIGHT BEHIND THE JEWELRY SHOP HE TRIED TO ROB BEFORE!
HE MUST FIGURE NO ONE WOULD EXPECT HIM TO TRY THE SAME PLACE A SECOND TIME!


THERE! THAT TAKES CARE OF THE BURGLAR ALARM! NOW, THE REST WILL BE A SNAP!
SKRINCH!


THE LOCK HASN'T BEEN BUILT THAT CAN KEEP ME OUT!
RRRIPP!

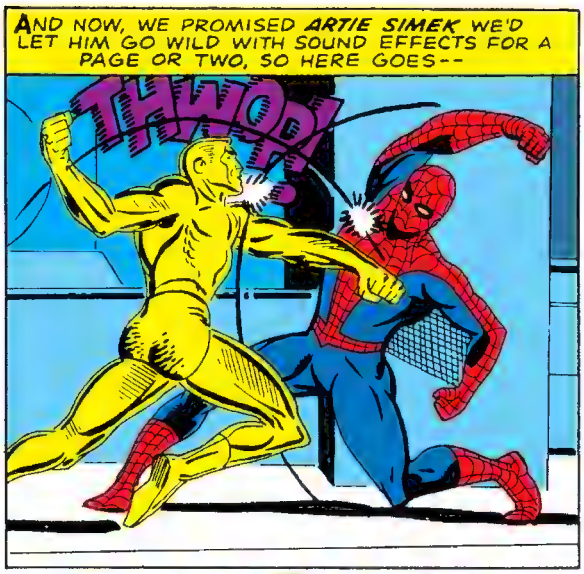

WHILE, A SHORT DISTANCE AWAY...
I WONDER WHAT HE'D SAY IF HE KNEW I'M PHOTOGRAPHING HIS WHOLE ROUTINE?!!
CLICK!


SO FAR, SO GOOD! NOW, ALL I'VE GOT TO DO IS GET THAT SAFE OPEN, AND THE JOB IS DONE!
AND FOR ME, THAT WON'T BE AS HARD AS IT SOUNDS!

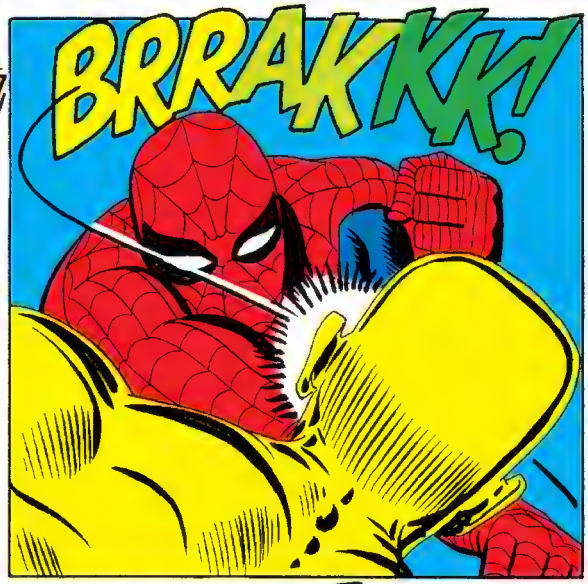

BEING METALLIC ITSELF, MY SKIN IS SENSITIVE TO THE SOUND OF THE OTHER METAL WITHIN THE LOCK TUMBLERS!
IT'LL TAKE ONLY A FEW MORE SECONDS TO DETECT THE PROPER COMBINATION! AHHH--I'M GETTING IT NOW!

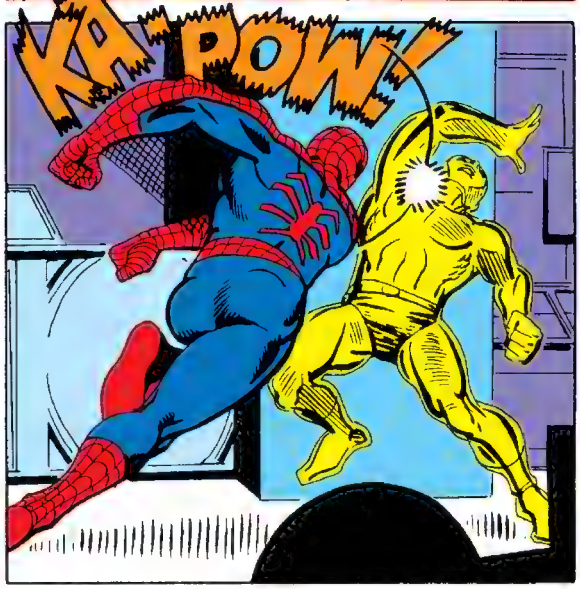
YOU SURE ARE!
SPIDER-MAN!!
SHUCKS!! I HOPED YOU'D THINK I WAS YOGI BERRA!
THAT'S A MIGHTY SHABBY SUIT YOU'RE WEARING, MISTER! IT MIGHT LOOK BETTER IF I COVER IT UP WITH SOME WASH-AND-WEAR WEBBING!
YOU WON'T GET ME WITH THAT BLASTED STICKUM THIS TIME--!
MY SUIT WAS SPECIALLY DESIGNED SO I COULD SHED IT IN SECONDS-- IN CASE I RAN INTO YOU!
THERE! I GOT OUT OF IT BEFORE YOUR WEBBING COULD COMPLETELY DRY!

SO, YOUR BEST WEAPON IS TOTALLY USELESS! IT CAN'T STICK TO MY SLIPPERY, MOLTEN BODY!
TOO BAD! IT WOULD HAVE BEEN A PLEASURE TO SHUT YOUR SLIPPERY, MOLTEN MOUTH FOR YOU!


AND NOW, WE PROMISED ARTIE SIMEK WE'D LET HIM GO WILD WITH SOUND EFFECTS FOR A PAGE OR TWO, SO HERE GOES--
THWOP!

PUH-TWEE!

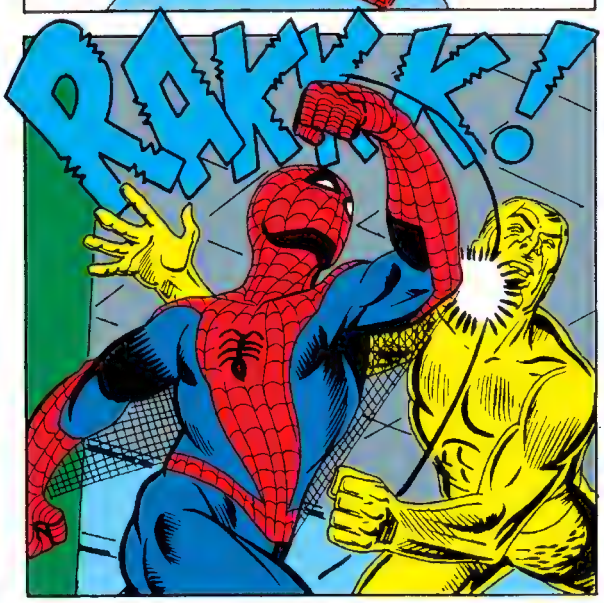

BRRAKKK!


KA-POW!

WOK!

SPWAT!

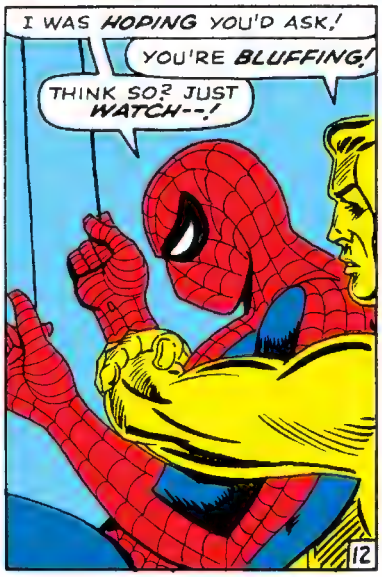
KA-BO

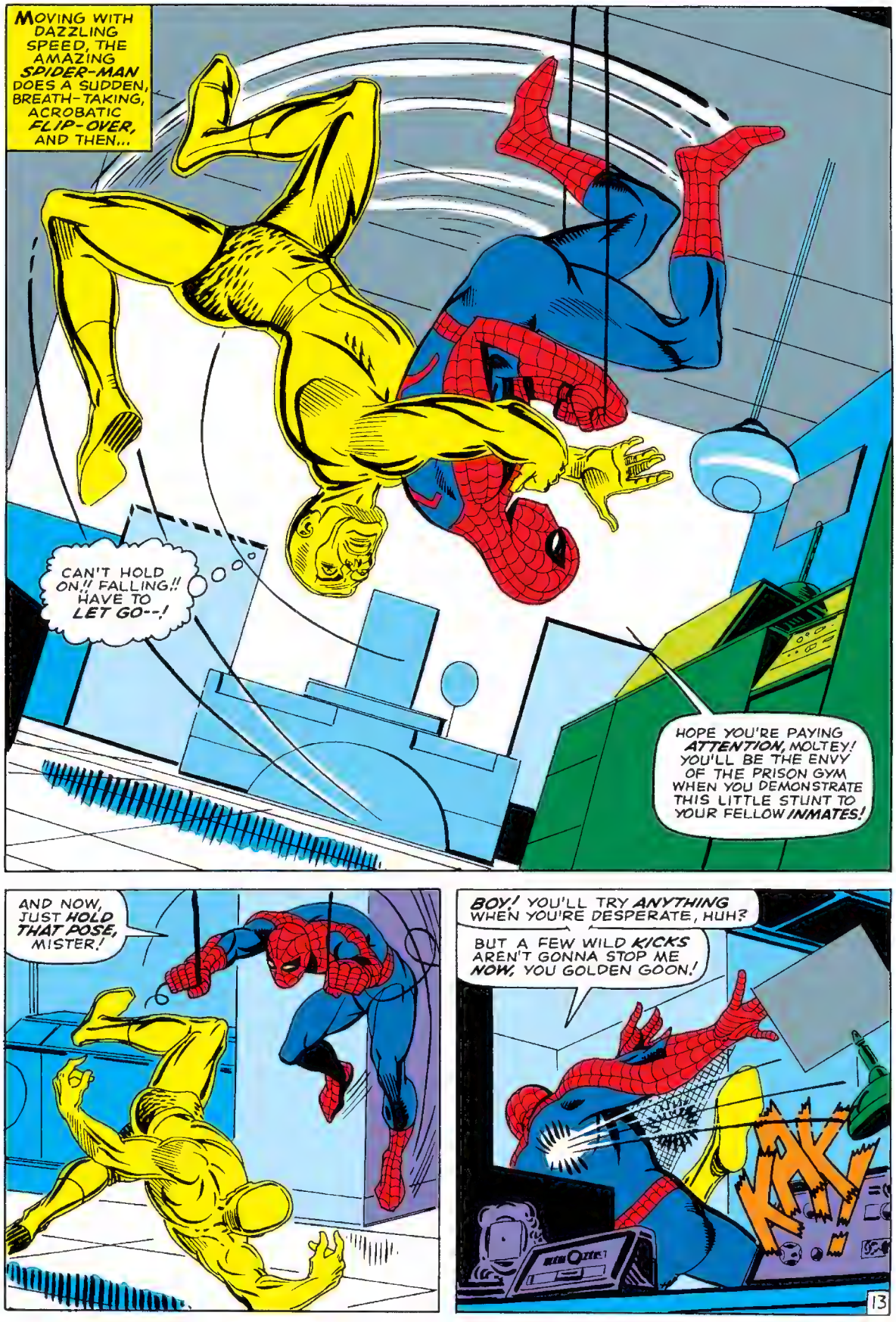

RAKK!

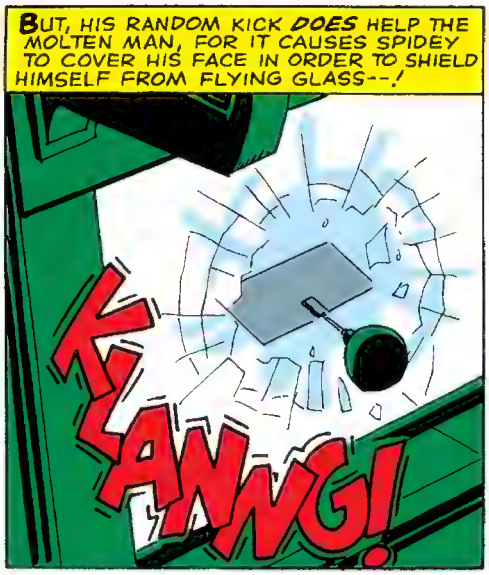
HAH! I PROVED I COULD TAKE THE BEST YOU CAN DISH OUT!
AND NOW, FROM HERE ON IN, I'M GONNA BE CALLING THE TUNE--HEAR??

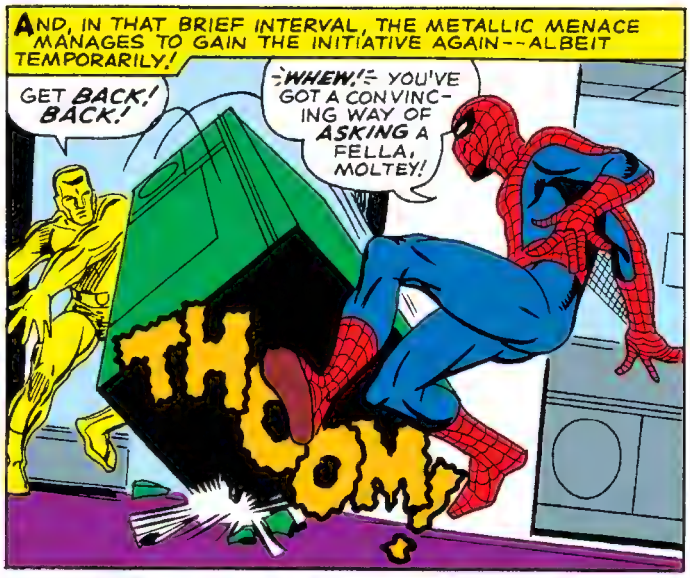
FIRST, USING THE METALLIC POWER OF MY MOLTEN BODY, I'LL CRUSH ALL THE FIGHT OUT OF YOU WITH AN UNBREAKABLE BEAR HUG!
YOU'RE JUST WHISTLING IN THE DARK, MOLTEY--
YOU CAN'T BEAT ME THAT WAY!

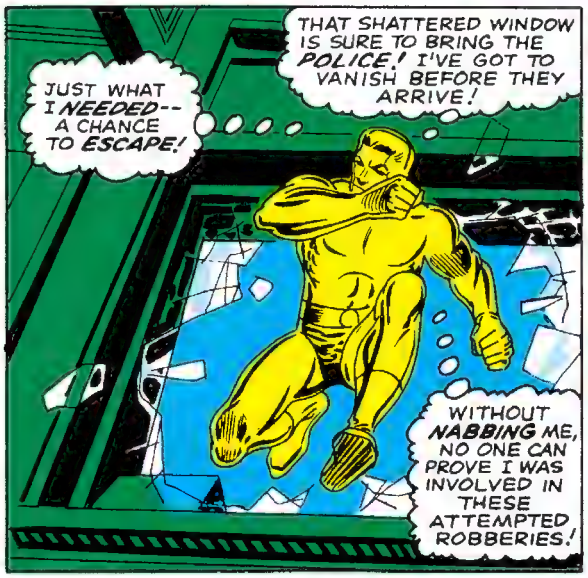
NO BEAR HUG CAN STOP MY WEBBING FROM ZIPPIN' UP TO THE CEILING, AND STICKING THERE!
WHAT GOOD'LL THAT DO YOU?


I WAS HOPING YOU'D ASK!
YOU'RE BLUFFING!
THINK SO? JUST WATCH--!

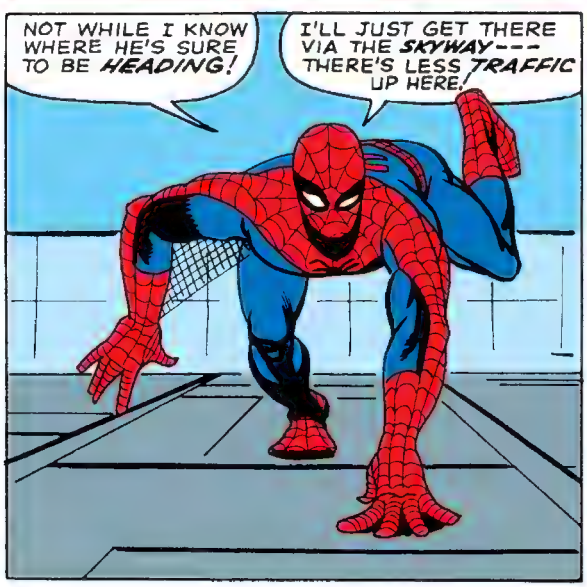

MOVING WITH DAZZLING SPEED, THE AMAZING SPIDER-MAN DOES A SUDDEN, BREATH-TAKING, ACROBATIC FLIP-OVER, AND THEN...
CAN'T HOLD ON!! FALLING!! HAVE TO LET GO--!
HOPE YOU'RE PAYING ATTENTION, MOLTEY! YOU'LL BE THE ENVY OF THE PRISON GYM WHEN YOU DEMONSTRATE THIS LITTLE STUNT TO YOUR FELLOW INMATES!
AND NOW, JUST HOLD THAT POSE, MISTER!
BOY! YOU'LL TRY ANYTHING WHEN YOU'RE DESPERATE, HUH?
BUT A FEW WILD KICKS AREN'T GONNA STOP ME NOW, YOU GOLDEN GOON!
KAK

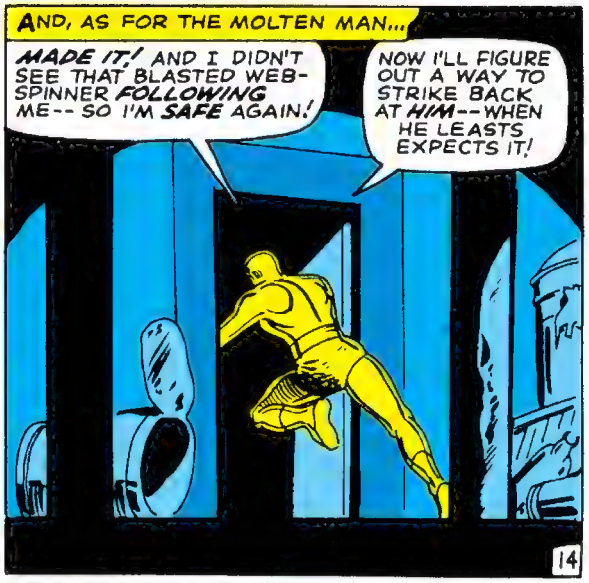

BUT, HIS RANDOM KICK DOES HELP THE MOLTEN MAN, FOR IT CAUSES SPIDEY TO COVER HIS FACE IN ORDER TO SHIELD HIMSELF FROM FLYING GLASS--!
KLANNG!

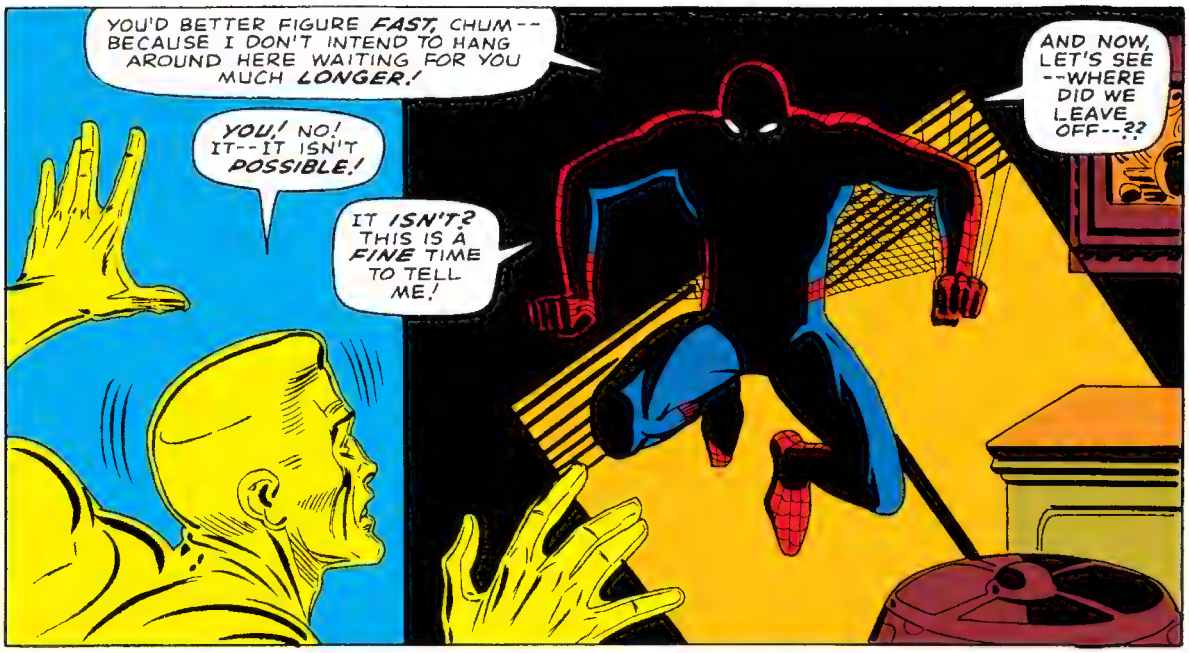

AND, IN THAT BRIEF INTERVAL, THE METALLIC MENACE MANAGES TO GAIN THE INITIATIVE AGAIN--ALBEIT TEMPORARILY!
GET BACK! BACK!
WHEW! YOU'VE GOT A CONVINCING WAY OF ASKING A FELLA, MOLTEY!
THOOM!

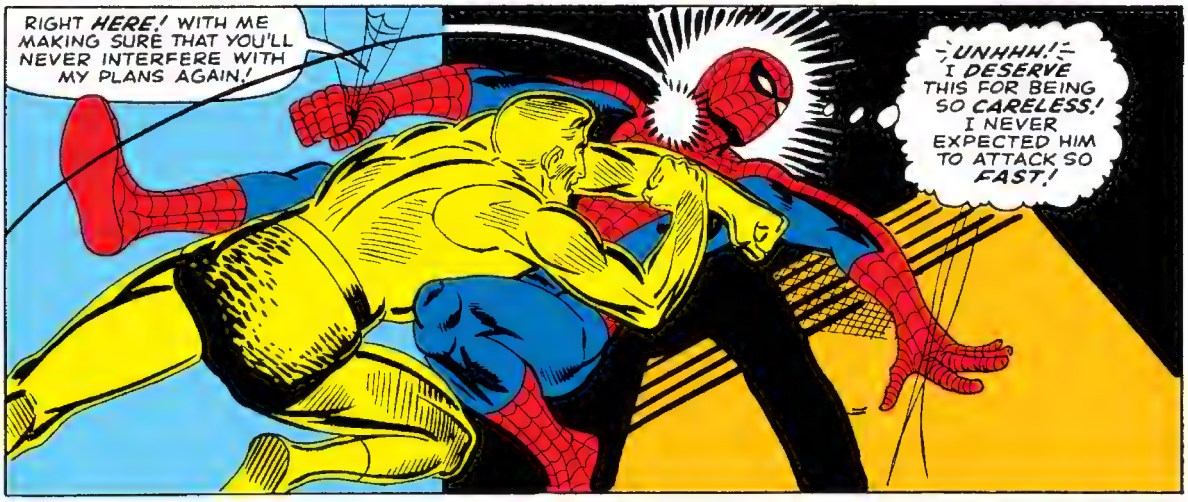

JUST WHAT I NEEDED-- A CHANCE TO ESCAPE!
THAT SHATTERED WINDOW IS SURE TO BRING THE POLICE! I'VE GOT TO VANISH BEFORE THEY ARRIVE!
WITHOUT NABBING ME, NO ONE CAN PROVE I WAS INVOLVED IN THESE ATTEMPTED ROBBERIES!

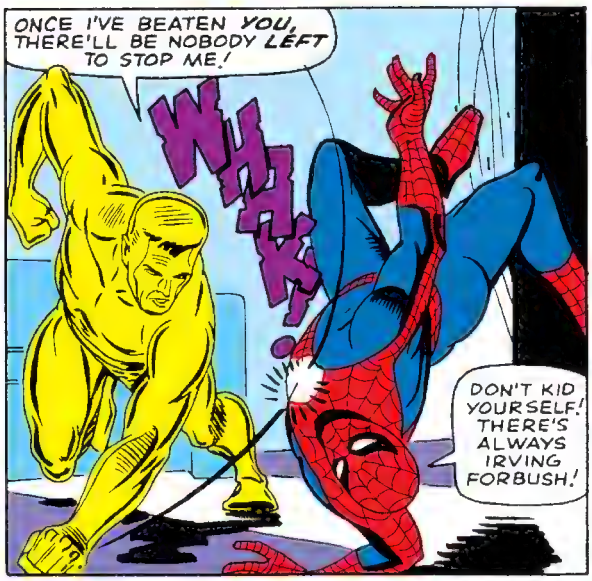
HE'S GONE AGAIN!
BUT THIS TIME HE WON'T GET AWAY FROM ME!

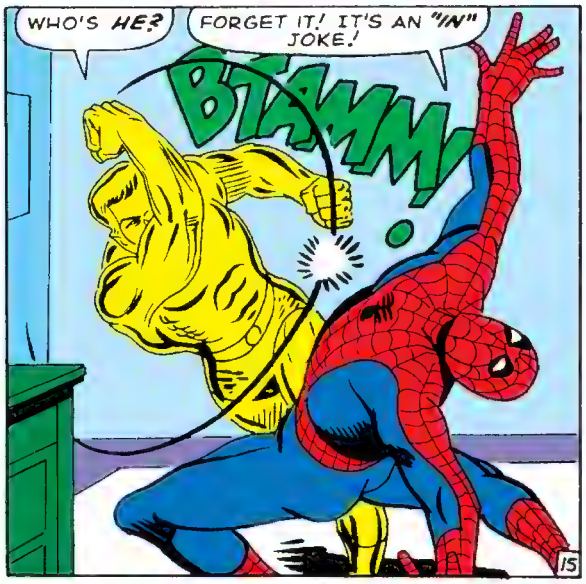

NOT WHILE I KNOW WHERE HE'S SURE TO BE HEADING!
I'LL JUST GET THERE VIA THE SKYWAY--- THERE'S LESS TRAFFIC UP HERE!


AND, AS FOR THE MOLTEN MAN...
MADE IT! AND I DIDN'T SEE THAT BLASTED WEB-SPINNER FOLLOWING ME-- SO I'M SAFE AGAIN!
NOW I'LL FIGURE OUT A WAY TO STRIKE BACK AT HIM--WHEN HE LEASTS EXPECTS IT!


YOU'D BETTER FIGURE FAST, CHUM--BECAUSE I DON'T INTEND TO HANG AROUND HERE WAITING FOR YOU MUCH LONGER!
YOU! NO! IT--IT ISN'T POSSIBLE!
IT ISN'T? THIS IS A FINE TIME TO TELL ME!
AND NOW, LET'S SEE --WHERE DID WE LEAVE OFF--??

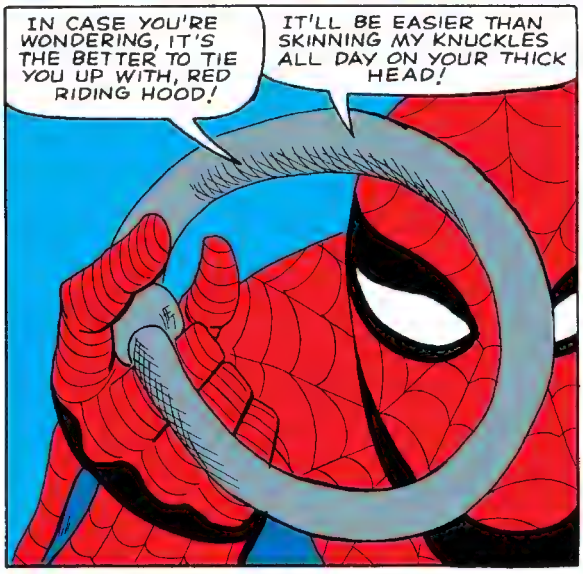

RIGHT HERE! WITH ME MAKING SURE THAT YOU'LL NEVER INTERFERE WITH MY PLANS AGAIN!
-UNHHH!- I DESERVE THIS FOR BEING SO CARELESS! I NEVER EXPECTED HIM TO ATTACK SO FAST!


ONCE I'VE BEATEN YOU, THERE'LL BE NOBODY LEFT TO STOP ME!
WHAK!
DON'T KID YOURSELF! THERE'S ALWAYS IRVING FORBUSH!

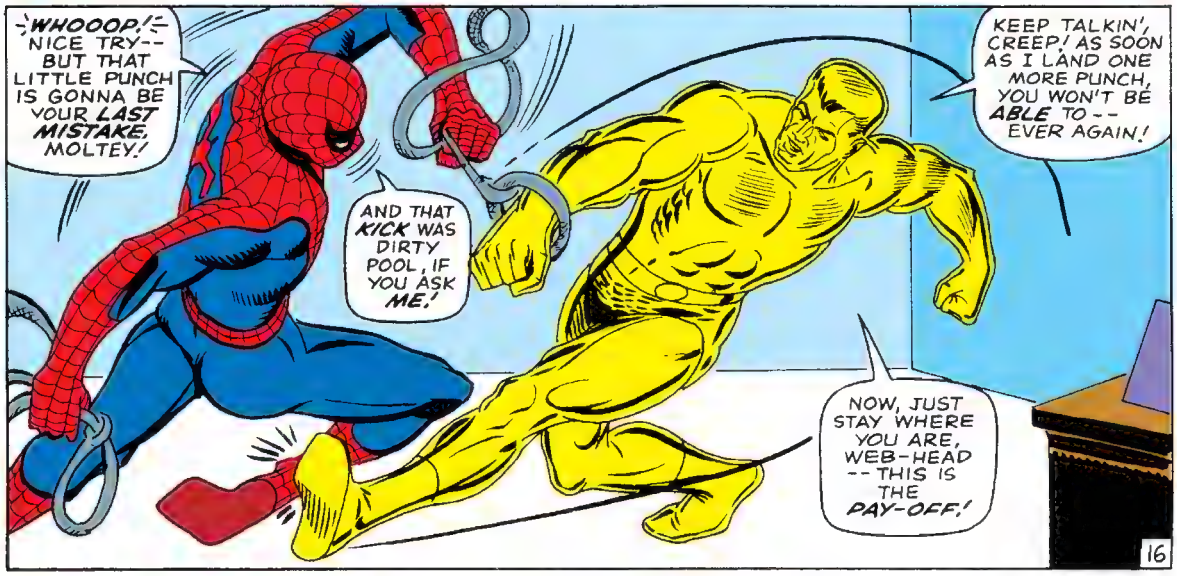

WHO'S HE?
FORGET IT! IT'S AN "IN" JOKE!
BTAMM!

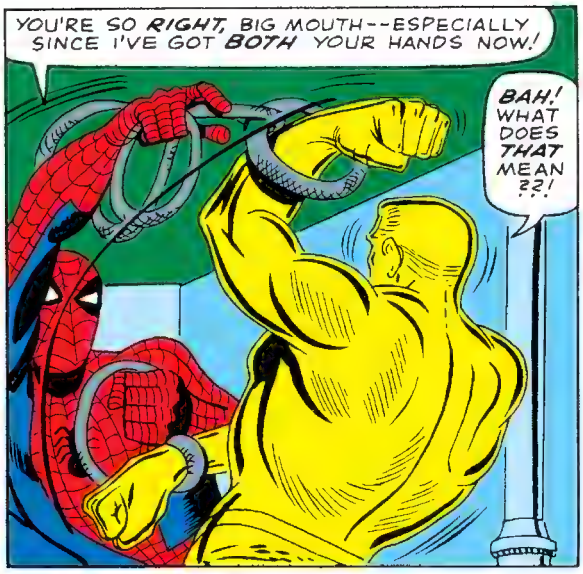
OKAY--TIME'S UP! IF YOU WANNA USE ME FOR A PUNCHING BAG ANY LONGER, YOU'LL HAVE TO PAY UNION RATES!
LOK!

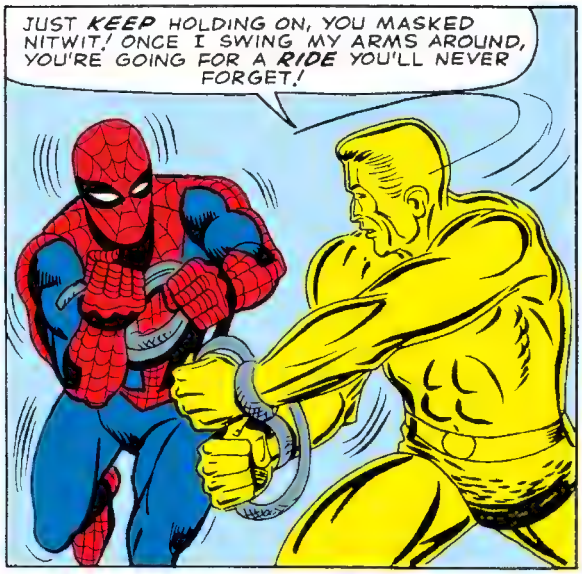
AND NOW, HERE'S SOMETHING I HAD MADE SPECIALLY FOR YOU! I DON'T WANT TO BE UNPREPARED IF I LEARN IT'S YOUR BIRTHDAY!

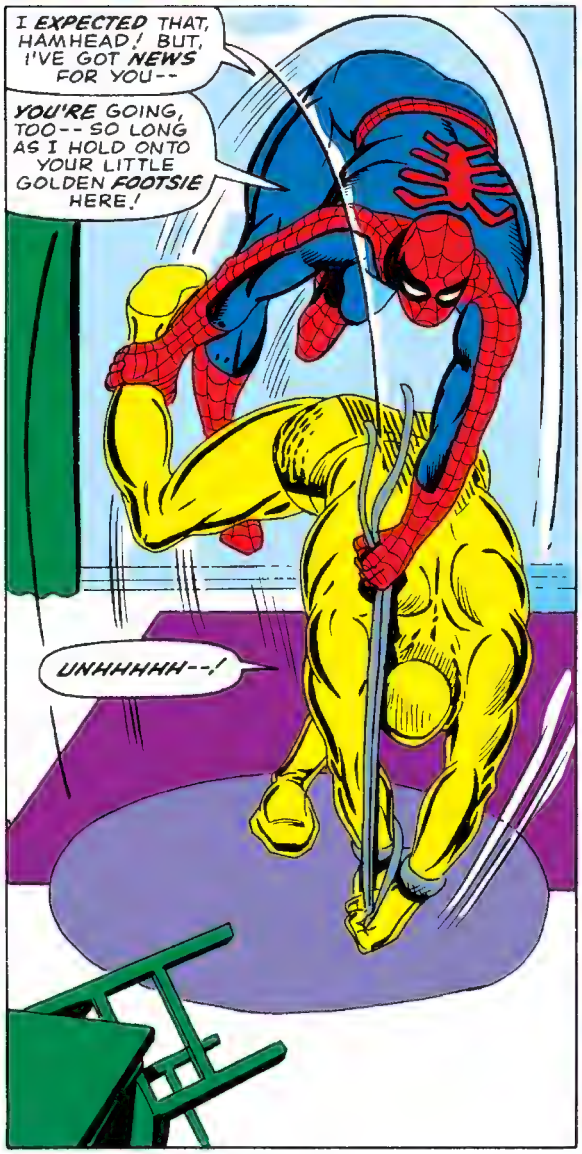

IN CASE YOU'RE WONDERING, IT'S THE BETTER TO TIE YOU UP WITH, RED RIDING HOOD!
IT'LL BE EASIER THAN SKINNING MY KNUCKLES ALL DAY ON YOUR THICK HEAD!

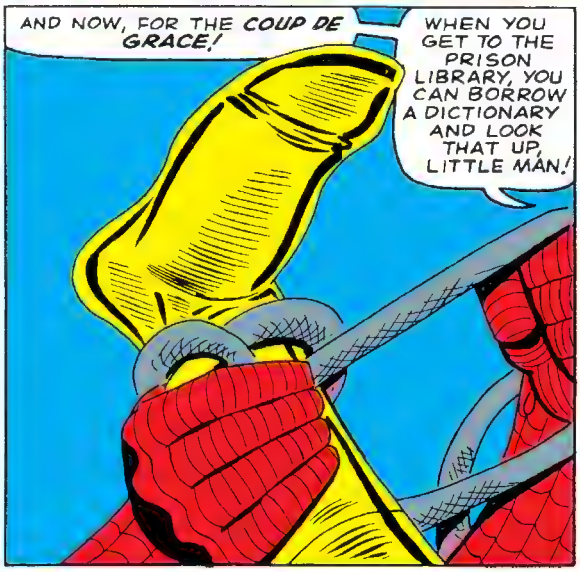
OH NO, WISE GUY! I'M NOT GONNA BE AS EASY TO TRAP AS I WAS LAST TIME WE FOUGHT!
I'M A LOT SMARTER, AND STRONGER, AND TOUGHER THAN I USED TO BE!!
SURE! AND YOU PROBABLY HAVE 23% FEWER CAVITIES, TOO! SO WHAT?!!


WHOOOP! NICE TRY--BUT THAT LITTLE PUNCH IS GONNA BE YOUR LAST MISTAKE, MOLTEY!
AND THAT KICK WAS DIRTY POOL, IF YOU ASK ME!
KEEP TALKIN', CREEP! AS SOON AS I LAND ONE MORE PUNCH, YOU WON'T BE ABLE TO--EVER AGAIN!
NOW, JUST STAY WHERE YOU ARE, WEB-HEAD--THIS IS THE PAY-OFF!

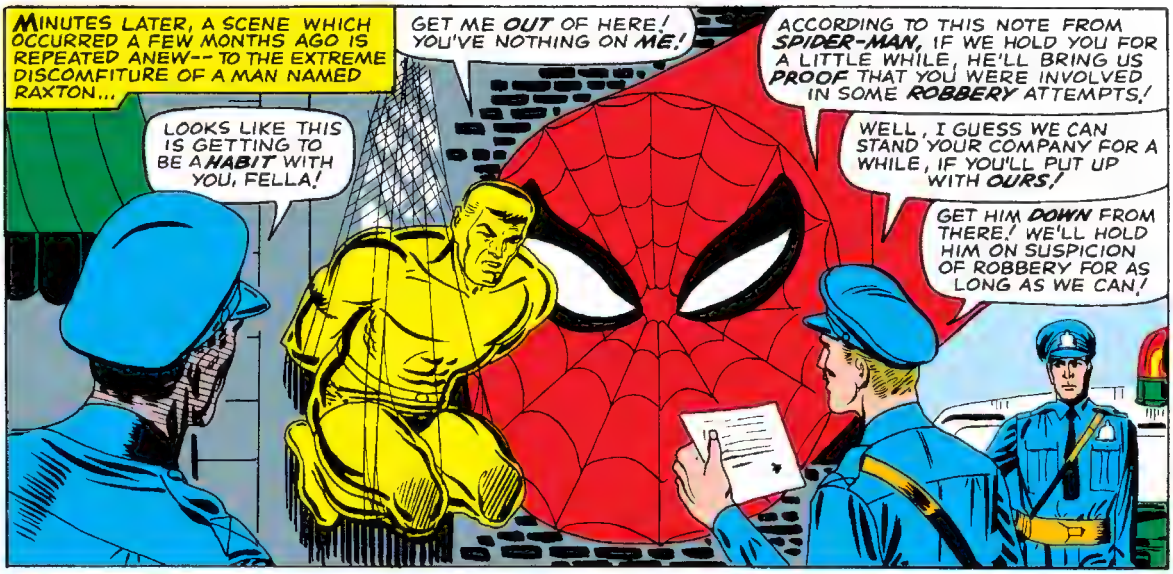

YOU'RE SO RIGHT, BIG MOUTH--ESPECIALLY SINCE I'VE GOT BOTH YOUR HANDS NOW!
BAH! WHAT DOES THAT MEAN ??!

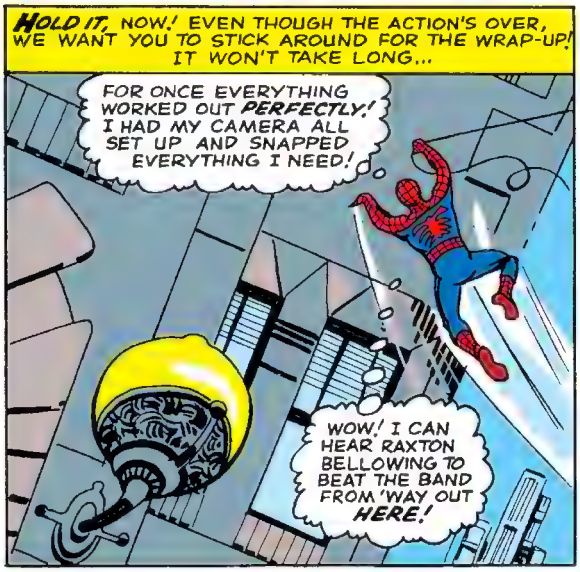

JUST KEEP HOLDING ON, YOU MASKED NITWIT! ONCE I SWING MY ARMS AROUND, YOU'RE GOING FOR A RIDE YOU'LL NEVER FORGET!

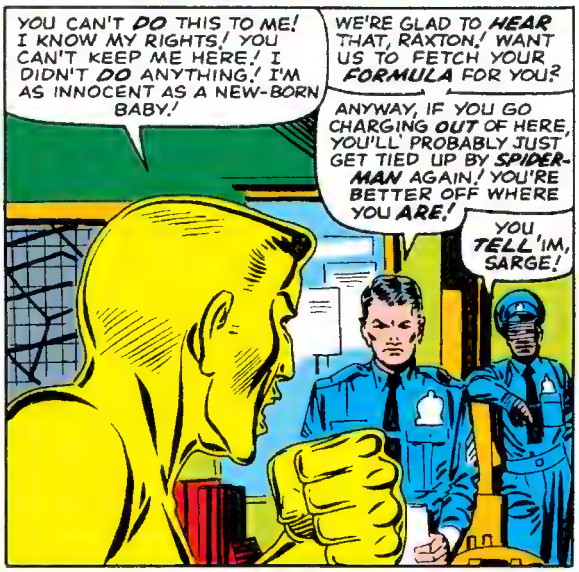

I EXPECTED THAT, HAMHEAD! BUT, I'VE GOT NEWS FOR YOU--
YOU'RE GOING, TOO-- SO LONG AS I HOLD ONTO YOUR LITTLE GOLDEN FOOTSIE HERE!
UNHHHHH--!


AND NOW, FOR THE COUP DE GRACE!
WHEN YOU GET TO THE PRISON LIBRARY, YOU CAN BORROW A DICTIONARY AND LOOK THAT UP, LITTLE MAN!

ALL RIGHT-- SO YOU'VE GOT ME HOG-TIED! SO WHAT? YOU CAN'T PROVE I WAS INVOLVED IN ANY ROBBERIES! IT'LL JUST BE YOUR WORD AGAINST MINE!
I'LL BE AS FREE AS THE BREEZE LATER ON-- FREE TO PAY YOU BACK FOR THIS--IN SPADES!
BOY! ARE YOU ABOUT TO LEARN THE FACTS OF LIFE--!


MINUTES LATER, A SCENE WHICH OCCURRED A FEW MONTHS AGO IS REPEATED ANEW-- TO THE EXTREME DISCOMFITURE OF A MAN NAMED RAXTON...
LOOKS LIKE THIS IS GETTING TO BE A HABIT WITH YOU, FELLA!
GET ME OUT OF HERE! YOU'VE NOTHING ON ME!
ACCORDING TO THIS NOTE FROM SPIDER-MAN, IF WE HOLD YOU FOR A LITTLE WHILE, HE'LL BRING US PROOF THAT YOU WERE INVOLVED IN SOME ROBBERY ATTEMPTS!
WELL, I GUESS WE CAN STAND YOUR COMPANY FOR A WHILE, IF YOU'LL PUT UP WITH OURS!
GET HIM DOWN FROM THERE! WE'LL HOLD HIM ON SUSPICION OF ROBBERY FOR AS LONG AS WE CAN!


HOLD IT, NOW! EVEN THOUGH THE ACTION'S OVER, WE WANT YOU TO STICK AROUND FOR THE WRAP-UP! IT WON'T TAKE LONG...
FOR ONCE EVERYTHING WORKED OUT PERFECTLY! I HAD MY CAMERA ALL SET UP AND SNAPPED EVERYTHING I NEED!
WOW! I CAN HEAR RAXTON BELLOWING TO BEAT THE BAND FROM 'WAY OUT HERE!


YOU CAN'T DO THIS TO ME! I KNOW MY RIGHTS! YOU CAN'T KEEP ME HERE! I DIDN'T DO ANYTHING! I'M AS INNOCENT AS A NEW-BORN BABY!
WE'RE GLAD TO HEAR THAT, RAXTON! WANT US TO FETCH YOUR FORMULA FOR YOU?
ANYWAY, IF YOU GO CHARGING OUT OF HERE, YOU'LL PROBABLY JUST GET TIED UP BY SPIDER-MAN AGAIN! YOU'RE BETTER OFF WHERE YOU ARE!
YOU TELL 'IM, SARGE!

MY EARS WERE BURNING! SOMEONE MENTION MY NAME?
THESE PICTURES SHOULD GIVE YOU ALL THE EVIDENCE YOU NEED TO HOLD THE MOLTEN MAN UNTIL HE TARNISHES!
SPIDER-MAN! YOU KEPT YOUR WORD!
LET ME SEE WHAT'S IN THAT ENVELOPE! I DON'T BELIEVE IT!

SURE, TAKE A LOOK! BELIEVE IT NOW, MISTER RAXTON?
SHOTS OF ME CHANGING DISGUISE-- BREAKING INTO THE SHOP-- EVERYTHING! H-HOW--??
BRING YOUR NOTEBOOK, LOU! WE'VE GOT A CONFESSION COMING UP!

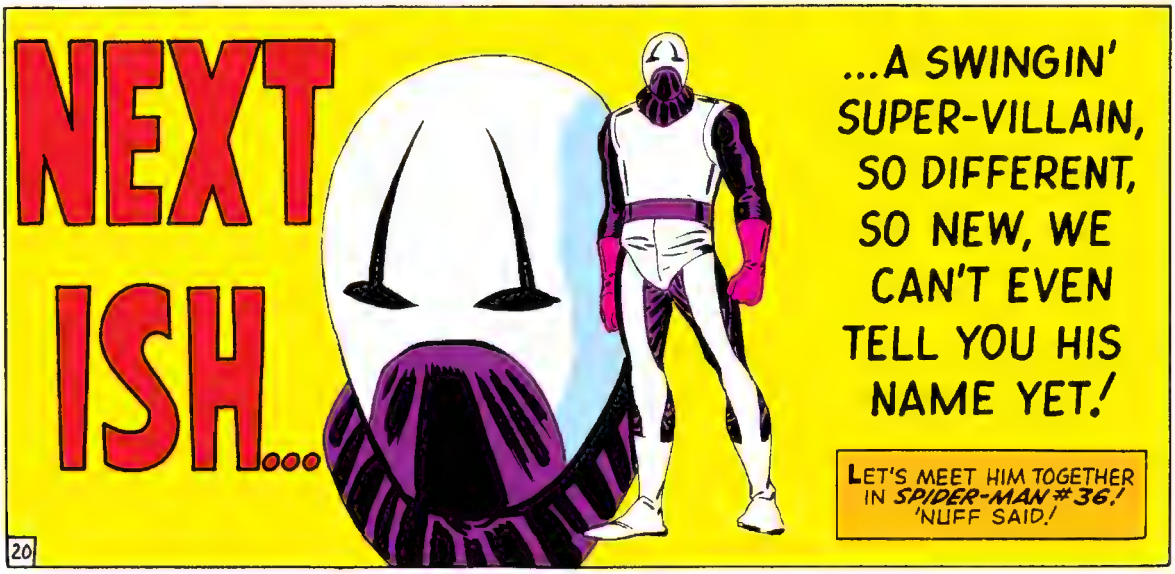
BUT, ENOUGH OF SUCH SORDID GOINGS-ON! LET US NOW CHANGE OUR SCENE--IT'S A SHORT TIME LATER--AS WE VISIT THE DAILY BUGLE WITH A PENSIVE PETER PARKER...
IT SHOULDN'T BE HARD TO SELL MY REMAINING PHOTOS OF THE MOLTEN MAN TO JOLLY JONAH NOW!
FUNNY--I'M SORT OF NERVOUS ABOUT FACING BETTY!!
HELLO, BETTY! IS J. J. IN HIS OFF--WHA--? YOU'RE NOT BETTY!!
OH, YOU MUST BE PETER PARKER, THE YOUNG PHOTOGRAPHER I HEARD ABOUT!
YES, I GUESS THAT'S RIGHT! BUT--WHERE'S BETTY? IS SHE ON VACATION?
NO! SHE DOESN'T WORK HERE ANY MORE!
WHAT?!! SHE'S GONE??
BUT SHE LEFT SOMETHING WITH ME! I WAS ASKED TO GIVE IT TO YOU WHEN I SAW YOU...!
MY PHOTO! IS--IS THIS ALL?
WHY, YES! I'M AFRAID SO--!
WHAT ABOUT NED LEEDS? DID HE LEAVE--TOO?
I BELIEVE HE DID GO TO THE WEST COAST! ACTUALLY, I'M STILL NEW HERE--I'M NOT SURE OF EVERYBODY'S WHEREABOUTS!
HE'S BEEN WANTING TO MARRY HER! AND NOW--THEY'RE BOTH GONE! IT MUST MEAN--THAT THEY--THEY--
AWW, WHAT'S WRONG WITH ME?? WHAT DO I CARE??!
HERE! I BROUGHT THESE PHOTOS FOR JAMESON! HE CAN HAVE THEM!
BUT, WHAT ABOUT YOUR CHECK?
HE KNOWS MY ADDRESS--LET HIM MAIL IT!
19

WAIT! YOUR PICTURE! YOU FORGOT IT!
MY PICTURE--?

"TO BETTY-- FOREVER! PETER."
FOREVER! I WONDER WHEN I WROTE THAT--?

--MUST HAVE BEEN-- A LIFETIME AGO!

THE END


NEXT ISH...
...A SWINGIN' SUPER-VILLAIN, SO DIFFERENT, SO NEW, WE CAN'T EVEN TELL YOU HIS NAME YET!
LET'S MEET HIM TOGETHER IN SPIDER-MAN #36! 'NUFF SAID!

THE SPIDER'S WEB

Dear Stan and Steve,

I like your comics very much and have collected many of them dating back as far as 1962—especially SPIDER-MAN. As a matter of fact, if I hadn't liked them I would have sent all thirty of them back to you, and after reading the last few, I still might. Tonight I have just finished reading SPIDER-MAN #31 and after reading the last four issues I've become a bit distressed, and even worried! It's becoming ironic, even pathetic at times. What's happened to the old Spider-Man we all knew and loved? Let him have some fun! As a member of the M.M.M.S., I demand my rights. I want to see Spider-Man become happy again—or at least let Pete be happy. If I want to read something serious, I'll read *Great Expectations*. Please don't have a repeat of high school—let Pete have a few good friends. So until we meet again—"May the bird of paradise keep thy webbing untangled."

Victor L. Morgan, 1411 W. 8th St.
Wilmington, Dela.

Thanks, Vic! Know something? We kinda envy you! We wish *we* had time to read *Great Expectations!* We don't wanna sound disloyal to hard-workin' Stan, but that Charley Dickens really sends us! (We *know* that wasn't the point of your letter, but it's a lot easier than answering your objections! Nyahh!)

Dear Stan and Steve,

I just finished reading the Spider's Web in SPIDER-MAN #31. A costume that's green and yellow?? What does that fan want—a peacock or a Spider-Man? Spider-Man is a night roamer and I don't think the colors green and yellow would help him remain the unseen guardian he is. If you changed the color of his costume he wouldn't be the same Spider-Man. The story was very good. I like the way you have Parker ignoring Gwen Stacy. Also, Ditko's girls look much better in the close-ups.

Sam Morrell, 6281 Taylor Rd.
San Bernardino, Calif.

But don't *tell* him that, Sammy! It would be just our luck to have Steverino decide to give up Spidey and become a romance artist!

Dear Stan and Steve,

I am writing to tell you that you are very clever people, you are very funny people, and you must not even *be* people because people just aren't that good. I had been craving a good adventure comic for many years and hadn't found one. Anyway, my younger sister had this pile of comic books and my brain reeled at the thought of a possible adventure one. So I picked up a few wild-looking covers and the first I opened announced Kraven the Hunter on the cover. We all realize that some of the language in comic books is not for Shaw readers, but you do right well in adapting to your audience. Suffice it to say (swell phrase for a high-class fan letter) that I enjoyed the composition as much as a Peter Sellers movie or a Charles Beaumont story. The propaganda you distribute so ably concerning brains versus football heroes deserves mentioning. Consider it mentioned. I hope you men are writing in other than comics, despite deadlines and paychecks. You have so much talent—and the ability to transpose the talent through masterful technique into a razor-sharp result enabling a good many people to be entertained by a much higher level of satire and pure adventure than television can offer. On this grand note I shall close.

Ann Neckameyer, 3909 W. Lorna Lane
Phoenix, Arizona

Gosh, Annie, don't close on *our* account! Swell-headed Stan says he can read letters like yours all day long! Many thanks, gal!

Dear Stan and Steve,

I have just finished reading SPIDER-MAN #31 and I have the answer to the fan who said that we were all getting poorer because you're making marvelous merchandise faster than we can afford it. Well, why not just take your time and buy an item when you can afford it? Marvel will still have the stuff when you're ready to buy it. (I want the no-prize that's on the second shelf—third from the left!)

Brant Hollingsworth, 7401 4th N.W.
Albuquerque, N. Mex.

Sorry, Brant. Artie Simek just earned that one by doing an entire page without a lettering mistake! But we'll reserve the one on the *third* shelf for you. We've already printed your name on the no-label, and as soon as we can buy some airmail no-stamps, it'll be on its way in no time at all! (Kinda chokes you up, doesn't it?)

Dear Stan and Steve,

You surely give Spidey enough problems. I don't know how you can think of so many each month. Imagine—in issue #31 he got in trouble with almost all of his teachers, he gave everybody in school the wrong impression of him, he got in trouble with Betty, and his dear old Aunt May is sick with little time left—not to mention failing to capture his enemies! Don't you guys in the bullpen ever celebrate "Be Kind to Spider-Man Week"? Oh well, I guess things will turn out all right, even if Spidey has to buy a Brand Echh comic to conquer everything. I don't think anyone is left in this world who would buy one of your competitors' comics even to save their dear aunt. Would any of you in the bullpen do that??

Brad Reddersen, 710 Raleigh Road
Glenview, Ill. 60025

Not if they wanna keep working here! Aww, we're only kiddin', Brad! We're sure our competitors must have *some* titles that are worth buying! The fact that we've never *found* any probably just means we haven't been looking hard enough!

Dear Stan and Steve,

Spider-Man is really the best super-hero a guy could think of. His life is so tragic that I sometimes cry while reading it, and this is what makes him more realistic than any other super-hero. He is great! My friends and I read your mags so much that we spend half our pocket money each week buying them from many bookstores in Beirut. This is a disaster, but we can't help it! By the way, Stan, what about leaving that typewriter of yours and coming to spend a vacation in sunny Lebanon??

Tony Bikhazi, American University of Beirut
A.U.B. P.O. Box 121, Beirut, Lebanon

Stan would *love* to, Tony! And maybe someday, if he figures out the combination to that padlock we keep around him—! By the way, we can't bear the thought of you cats spending half your pocket money on our mags! (We wanna know what you're frittering the *other* half away on!) So, we're sending you a complimentary subscription to ol' Spidey, just because we're proud as punch to have so many fans at the American University in far-off Lebanon! Good luck to all you web-spinners from all of us stick-in-the-mudders!

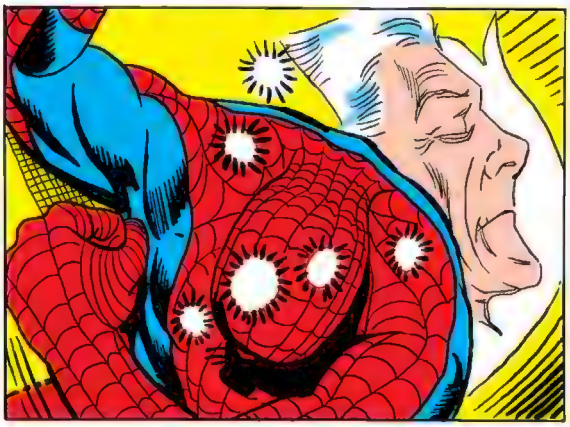
Dear Stan and Steve,

Please, I ask you as a dedicated Spider-Man fan, for every honest-to-goodness Marvel madman, knock off Aunt May! I mean, after all, what type of teenager, no matter how special he may be, could stand an ugly nag like her? If nothing else, she's nothing but a problem to him. I didn't mind good Uncle Ben (and his converted rice), but you had to do away with him. Now that nasty old witch is pushing our poor hero around and making him nuts. If you don't get rid of her soon, we may find our web-headed friend in the looney bin someday. You can be nice about her death. Just have Aunt May trip on her crutches, or choke on one of her beauty pills, or even have a heart attack after reading this great letter. Speaking as spokesman for the "I Hate Aunt May 'Cause She

Is A Trouble-Making Nag" Society, I want you to know that if you don't do something soon, we may be forced to picket the Baxter Building until we get the Fantastic Four to do the job for us. Remember, the Thing has an Aunt Petunia, but she doesn't boss him around (that's 'cause he's bigger and uglier than she is), so why does Petey Parker have such problems? I hope by the time you receive this letter the old witch will be gone. We can't take much more of her and I bet Spider-Man is getting pretty sick of Pruneface himself! This is not a threat, although we do have several cans of DDT in case of emergency. (Only joking!) Spider-Man is by far the best comic and we think he's really marvelous. Only please, let's rid the world of that awful menace known as Aunt May.

Jon Brant, 7 Bromley Dr.
West Orange, N. J.

Are you kiddin', Jon? Do you want us to lose half our fans? We've been told that mischievous May provides the romantic interest for our older Spiderphiles! Just wait'll you get fifty or sixty years older—you're liable to think she's a real pussycat!



Dear Stan and Steve,

Now that your comics have become controversial enough to appear in *The Village Voice*, *Cavalier*, and to get Spider-Man's and the Hulk's picture in *Esquire* as two of the twenty-eight people who count the most with the teenage and college rebels, I feel you should take a serious stand. My main concern is Spider-Man. Will he enter adulthood as a super-hero defending the United States, giving money to charities such as orphanages and hospitals? Or (as I so desperately hope) will he go through college and become the first intellectual, left-wing liberal super-hero, helping to stop wars, supporting S.N.C.C., C.O.R.E., and the N.A.A.C.P., singing songs of Bob Dylan, and every so often commenting on the works of Jean Paul Sartre? Spider-Man has the potential to become the greatest comic hero of all times! Already his followers have disregarded the other group of phony super-heroes. As a member of the M.M.M.S., I would like to urge you to give Spider-Man a break. Don't push him into manhood too quickly. Give him a chance to develop into a super-hero with a mind of his own, a personality, and, at least, a better judge of clothing. The choice, gentlemen, is up to you.

Art Raveson, Stockbridge School
Interlaken, Mass.

You present a powerful, persuasive case, Artie, but before we make a decision, we'd better hold off until the next mail arrives. We've got a hunch the John Birch Society may demand equal time!

Dear Stan and Steve,

SPIDER-MAN #31 was good. What did you say??—only good?? That's right—just good! First, the cover. I'm not quite sure about the cover. It was so different that I don't know whether to frame it or throw darts at it. I think it would have been better to make the spider-beam a bit larger and give the spider a bit of color. But now to the story. I'm positive on this. First, you sent Pete to school—excellent. Next, dear ol' Aunt May gets ill. Also fine and dandy. Peter is upset, naturally. Peter goes to school next day and—Stan, why oh why did you do it again? Pete is number one on the Hate Parade. All through high school he was disliked. Now, with a chance to start over fresh, make friends and the like, you shoot him down again. He has a few friends and then, bingo, everyone hates him again. Please, please let him be happy for once! Now if Aunt May dies, don't make him suffer and grieve forever. Let him get over it. Also, the Master Planner is great—very mysterious. Good work. One last word—Steve, I thought your picture of Eternity in STRANGE TALES was tremendous!

Bob Johnson, 801 N. Ball
Owosso, Mich. 48867

Glad you stopped there, Bobby! We were afraid you'd start saying that Doc Strange is too unhappy, also! Anyhow, bear with us, frantic one! We may find a way to make Petey happy later on—if we get careless!

Dear Stan and Steve,

I just read the fabulous five-page article on the merry Marvel Comics Group in the September issue of *Cavalier*, and it was great! It pointed out facts about Marvel that I'll wager even merry Marty Goodman didn't know, and it gave deserved recognition to the greatest thing that's ever happened to comics—namely, the Marvel Age of Comics. Who would have ever dreamed that a Fawcett publication would contain such wild praises for Marvel! Congrats, though, on being the first comic publishing house (as far as I know) to have an article published about it in a nationally known magazine. (I'm sure most fans will overlook the slight boo-boo that the writer of the article perpetrated—namely substituting the Hulk's name for that of the Thing, but don't let bashful Benjamin find out!) If you want to read a letter containing only praise, skip this part. Otherwise, read on. In a reply to a fan's letter in one of your recent lettercols, you stated that comic books—Marvel comic books—did not even approach the level (value-to-reader-wise) of the classics and other "good" books, and that Marvel Comics were strictly for fun and of little real value. Good grief! I don't care if you are the publishers of Marvel Comics—who are you to judge their literary value?? Who are you to say that an issue of F.F. or SPIDER-MAN is of less importance to the reader of such than, say, the third act of *Macbeth?* Don't get me wrong, I'm not trying to place Stan Lee on a level with Bill Shakespeare. I'm merely saying that, just because stories are published in a form usually considered to be strictly for entertainment, their value is not necessarily nil! Whether you are aware of the fact or not, a person can gain an insight into some of the complexities of the human struggle for existence from a lowly SPIDER-MAN comic book that he could not get from a careful reading of *Hamlet*, just as he could gain some knowledge from Hamlet that he could not get from Spider-Man. Do you follow me? 'Nuff said! All your current issues are great as usual. It's getting monotonous. Couldn't you publish just one poorly done issue for a change? S.H.I.E.L.D. will be the success story of the year (or I'll be a monkey's U.N.C.L.E.). In the "Should Marvel heroes battle Reds?" controversy, I'm for anti-communism stories. I do, however, favor stories that picture communists as human beings rather than demons or monsters. Use your own judgment.

Mike Malson, 2007 Dahlia
Amarillo, Texas 79107

We love ya, Mike! You're one of the first fans extant to admit that we *have* any judgment! As for your philosophical peregrinations in the realm of candid creative critique, Stan wants to know why you're *not* putting him on a level with Shakespeare? He's wondering what you don't like about ol' Will!

NEXT ISH: There's something different coming up for you in our next great Spidey saga! These past couple of issues have featured the return of former villains, *but*—in SPIDER-MAN #36 we've got a brand new one all powered-up and rarin' to go! We think you'll really go for—our mystery man! Y'know, it took us longer to dream up a *name* for him than to write the story itself! At first we were gonna call him The Meteor Man, and then—but, you'll learn all about it for yourself next ish! Till then, don't wiggle your webs, and face front!

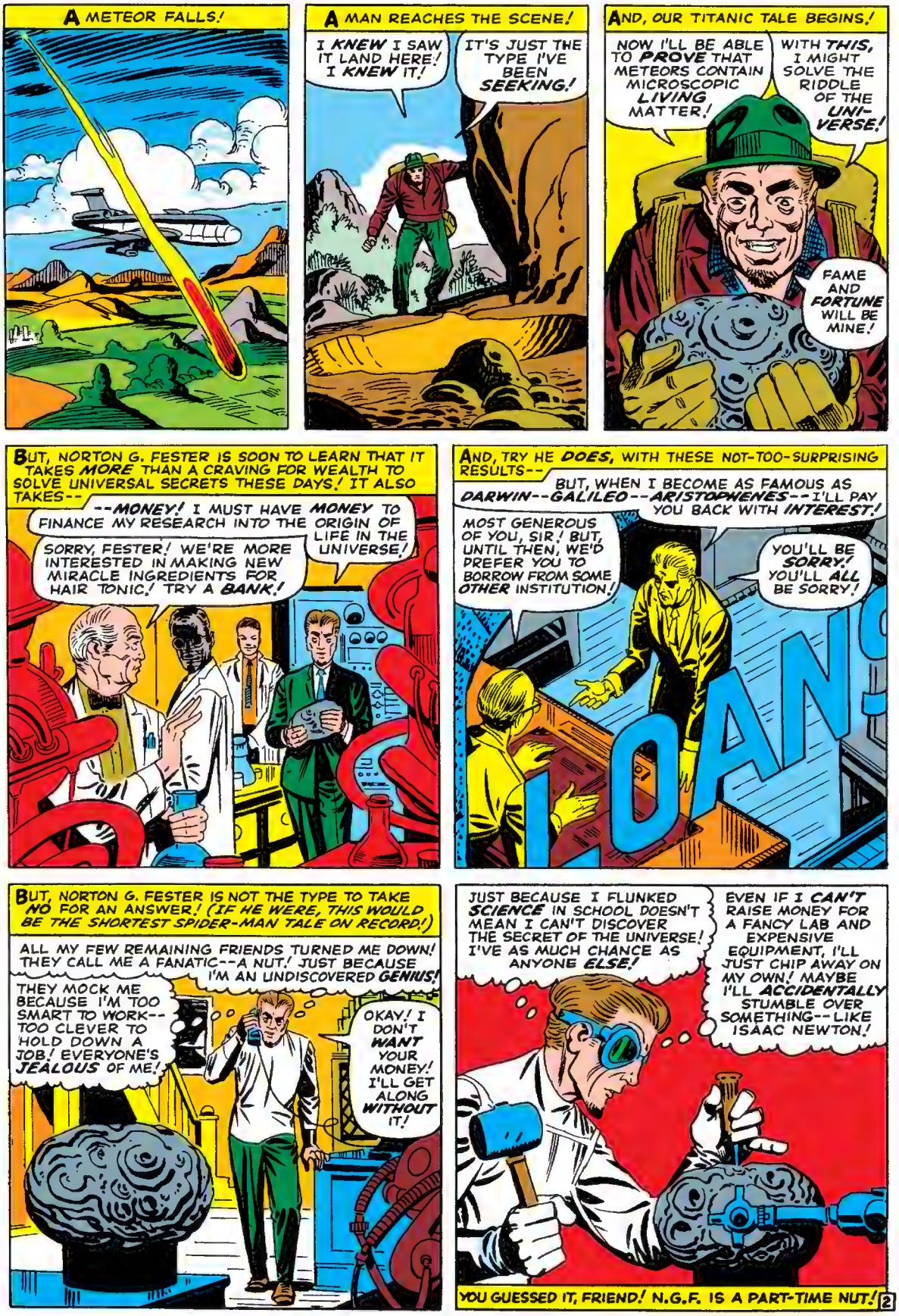
the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
IND.
36 MAY
SPIDEY AS YOU LIKE HIM!
IN COLLEGE! IN TROUBLE!
IN ACTION! ACTION! ACTION!
"WHEN FALLS THE METEOR!"

THE AMAZING SPIDER-MAN!

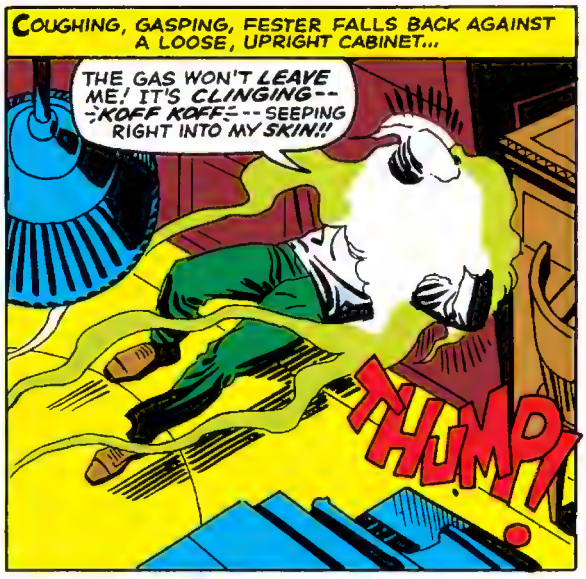
"WHEN FALLS THE METEOR!"

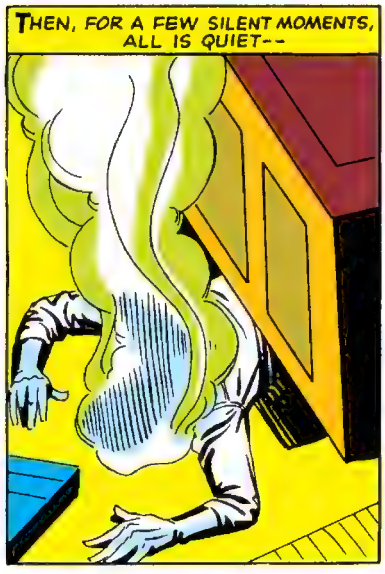
IN WHICH SPIDEY MUST FACE THE MORTAL MENACE OF THE UNCANNY LOOTER!

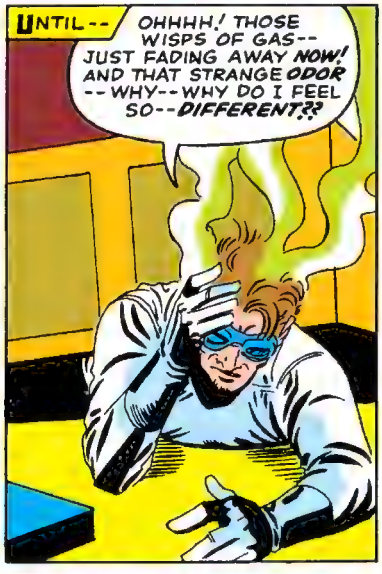
SCRIPT + EDITING: STAN LEE | PLOT AND ARTWORK: STEVE DITKO | LETTERING 'N STUFF: ART SIMEK


A METEOR FALLS!
A MAN REACHES THE SCENE!
I KNEW I SAW IT LAND HERE! I KNEW IT!
IT'S JUST THE TYPE I'VE BEEN SEEKING!
AND, OUR TITANIC TALE BEGINS!
NOW I'LL BE ABLE TO PROVE THAT METEORS CONTAIN MICROSCOPIC LIVING MATTER!
WITH THIS, I MIGHT SOLVE THE RIDDLE OF THE UNI-VERSE!
FAME AND FORTUNE WILL BE MINE!
BUT, NORTON G. FESTER IS SOON TO LEARN THAT IT TAKES MORE THAN A CRAVING FOR WEALTH TO SOLVE UNIVERSAL SECRETS THESE DAYS! IT ALSO TAKES--
--MONEY! I MUST HAVE MONEY TO FINANCE MY RESEARCH INTO THE ORIGIN OF LIFE IN THE UNIVERSE!
SORRY, FESTER! WE'RE MORE INTERESTED IN MAKING NEW MIRACLE INGREDIENTS FOR HAIR TONIC! TRY A BANK!
AND, TRY HE DOES, WITH THESE NOT-TOO-SURPRISING RESULTS--
BUT, WHEN I BECOME AS FAMOUS AS DARWIN--GALILEO--ARISTOPHENES--I'LL PAY YOU BACK WITH INTEREST!
MOST GENEROUS OF YOU, SIR! BUT, UNTIL THEN, WE'D PREFER YOU TO BORROW FROM SOME OTHER INSTITUTION!
YOU'LL BE SORRY! YOU'LL ALL BE SORRY!
LOAN
BUT, NORTON G. FESTER IS NOT THE TYPE TO TAKE NO FOR AN ANSWER! (IF HE WERE, THIS WOULD BE THE SHORTEST SPIDER-MAN TALE ON RECORD!)
ALL MY FEW REMAINING FRIENDS TURNED ME DOWN! THEY CALL ME A FANATIC--A NUT! JUST BECAUSE I'M AN UNDISCOVERED GENIUS!
THEY MOCK ME BECAUSE I'M TOO SMART TO WORK--TOO CLEVER TO HOLD DOWN A JOB! EVERYONE'S JEALOUS OF ME!
OKAY! I DON'T WANT YOUR MONEY! I'LL GET ALONG WITHOUT IT!
JUST BECAUSE I FLUNKED SCIENCE IN SCHOOL DOESN'T MEAN I CAN'T DISCOVER THE SECRET OF THE UNIVERSE! I'VE AS MUCH CHANCE AS ANYONE ELSE!
EVEN IF I CAN'T RAISE MONEY FOR A FANCY LAB AND EXPENSIVE EQUIPMENT, I'LL JUST CHIP AWAY ON MY OWN! MAYBE I'LL ACCIDENTALLY STUMBLE OVER SOMETHING--LIKE ISAAC NEWTON!
YOU GUESSED IT, FRIEND! N.G.F. IS A PART-TIME NUT!

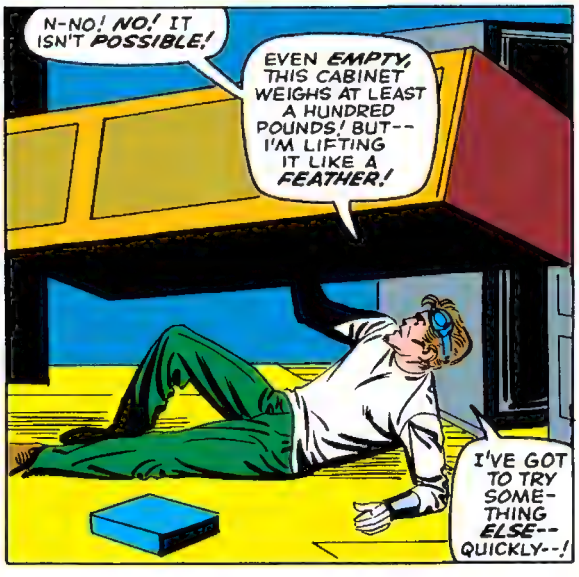
BUT, EVEN A PUSSYCAT LIKE HIM CAN HAVE A LUCKY BREAK-- IF THAT'S WHAT YOU WANNA CALL THIS--!
-UHHHH!- I-I MUST HAVE HIT INTO A GAS POCKET!
CAN'T BREATHE! IT'S CHOKING ME! GOT TO GET AWAY FROM IT--!

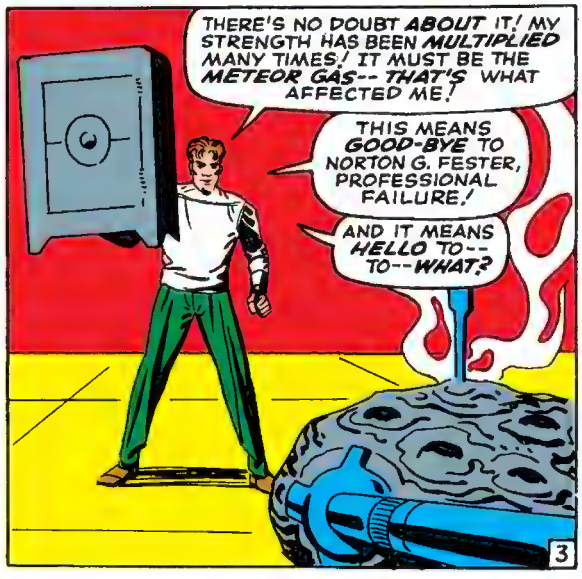

COUGHING, GASPING, FESTER FALLS BACK AGAINST A LOOSE, UPRIGHT CABINET...
THE GAS WON'T LEAVE ME! IT'S CLINGING-- -KOFF KOFF- --SEEPING RIGHT INTO MY SKIN!!
THUMP!


THEN, FOR A FEW SILENT MOMENTS, ALL IS QUIET--


UNTIL--
OHHHH! THOSE WISPS OF GAS-- JUST FADING AWAY NOW! AND THAT STRANGE ODOR --WHY--WHY DO I FEEL SO--DIFFERENT??

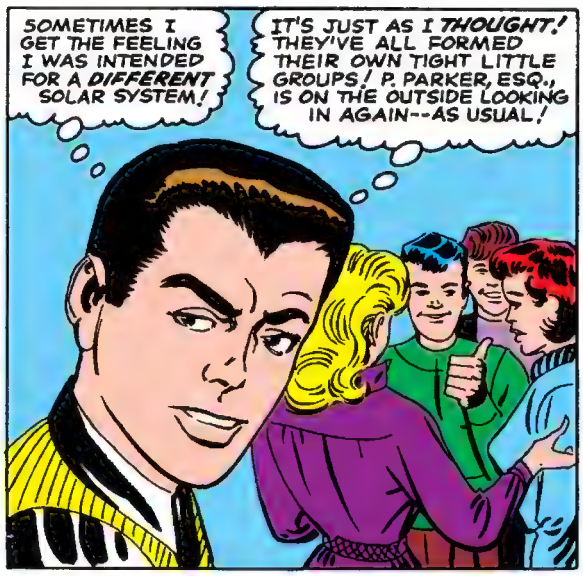
SOMETHING'S LYING ON MY BACK! I'VE GOT TO REMOVE IT--!


N-NO! NO! IT ISN'T POSSIBLE!
EVEN EMPTY, THIS CABINET WEIGHS AT LEAST A HUNDRED POUNDS! BUT-- I'M LIFTING IT LIKE A FEATHER!
I'VE GOT TO TRY SOME-THING ELSE-- QUICKLY--!


THERE'S NO DOUBT ABOUT IT! MY STRENGTH HAS BEEN MULTIPLIED MANY TIMES! IT MUST BE THE METEOR GAS-- THAT'S WHAT AFFECTED ME!
THIS MEANS GOOD-BYE TO NORTON G. FESTER, PROFESSIONAL FAILURE!
AND IT MEANS HELLO TO-- TO--WHAT?

I'D BETTER EXAMINE MYSELF MORE COMPLETELY!
EVEN MY ARMS--MY LEGS--MY BODY--THEY ALL FEEL STRANGELY DIFFERENT!
--AS THOUGH SOME SUPER-HUMAN POWER IS COURSING THRU ME!
I FEEL SO STRONG--SO ALIVE! AS THOUGH I CAN DO ANYTHING!
I'VE GOT TO BE SURE IT'S NOT MY IMAGINATION! I'VE GOT TO TRY SOME-THING--!
-GASP!- I CAN'T BE IMAGINING THIS! MY MUSCLES THEMSELVES HAVE MANY TIMES THEIR NORMAL POWER!
IT'S WHAT EVERYBODY ALWAYS DREAMS OF IN HIS WILDEST FANTASIES! HOW WONDERFUL--HOW FITTING THAT IT HAPPENED TO ME!
I'M TOO CLEVER TO WASTE SUCH A GOLDEN OPPORTUNITY!
CAN'T STOP TESTING MY STRENGTH! I'M A POWER-HOUSE!
NEVERMORE WILL I HAVE TO WORRY ABOUT GETTING MONEY WHEN I WANT IT! NOT NOW--WITH MY SUPER-HUMAN POWER!
THE WORLD CAN EVENTUALLY BELONG TO NORTON G. FESTER--IF I PLAN CAREFULLY!
AND NOW, BEFORE SOME BRAND ECHH DROPOUT SUGGESTS THAT WE CHANGE THE NAME OF THIS MAG TO THE AMAZING FESTER-MAN, WE'LL SWITCH OUR SCENE TO THE CAMPUS OF EMPIRE STATE U., WHERE WE FIND PEERLESS PETER PARKER ENGAGED IN ONE OF HIS SILENT, SWINGIN' SOLILOQUIES--!
DUE TO MY RECENT BATTLES WITH KRAVEN AND THE MOLTEN MAN, I'VE BEEN FORCED TO MISS A LOT OF CLASSES!
AND, WHAT'S EQUALLY BAD IS THE FACT THAT EVERYONE'S HAD A CHANCE TO GET TO KNOW EACH OTHER--AND TO FORM CLOSE FRIENDSHIPS--EXCEPT MRS. PARKER'S BAD LUCK NEPHEW!
BUT, BETTER LATE THAN NEVER! I'LL START MAKING WITH THE CHARM NOW!

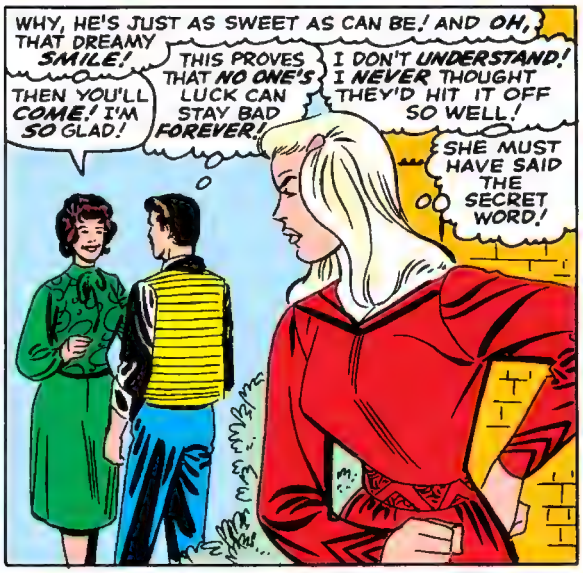
HI, FELLAS! GREAT DAY TODAY, ISN'T IT? HOW'S IT GOING?
FINE!
CAN'T COMPLAIN!
-MUMBLE-
C'MON, OR WE'LL BE LATE!


SOMETIMES I GET THE FEELING I WAS INTENDED FOR A DIFFERENT SOLAR SYSTEM!
IT'S JUST AS I THOUGHT! THEY'VE ALL FORMED THEIR OWN TIGHT LITTLE GROUPS! P. PARKER, ESQ., IS ON THE OUTSIDE LOOKING IN AGAIN--AS USUAL!

BUT WAIT! WHAT'S THIS? IS PETEY'S LUCK FINALLY ABOUT TO CHANGE?
I STILL SAY YOU'RE WRONG ABOUT PARKER BEING A SNOB, GWEN--AND I'LL PROVE IT TO YOU!
BE MY GUEST, SAL!

PETER! REMEMBER ME? I'M SALLY GREEN--I'M IN YOUR ENGLISH LIT CLASS! MAY I TALK TO YOU?
SURE THING, SALLY! YOU BET!
HALLELUJAH! THE TIDE'S TURNED AT LAST!

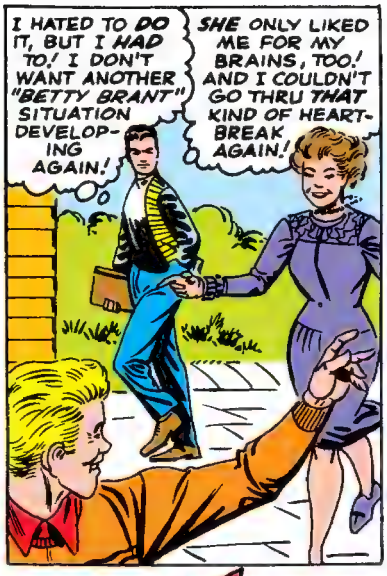
I'M HAVING A GET-TOGETHER AT MY PLACE LATER--JUST FOR THE KIDS IN THE CLASS--
SAY! THAT SOUNDS LIKE A GREAT IDEA!

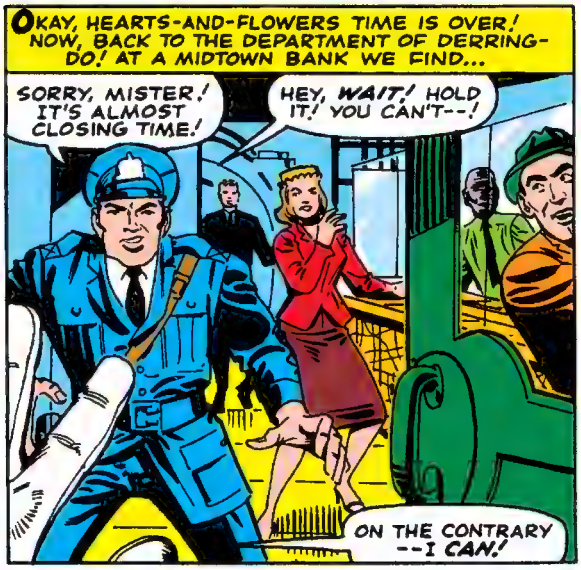

WHY, HE'S JUST AS SWEET AS CAN BE! AND OH, THAT DREAMY SMILE!
THEN YOU'LL COME! I'M SO GLAD!
THIS PROVES THAT NO ONE'S LUCK CAN STAY BAD FOREVER!
I DON'T UNDERSTAND! I NEVER THOUGHT THEY'D HIT IT OFF SO WELL!
SHE MUST HAVE SAID THE SECRET WORD!

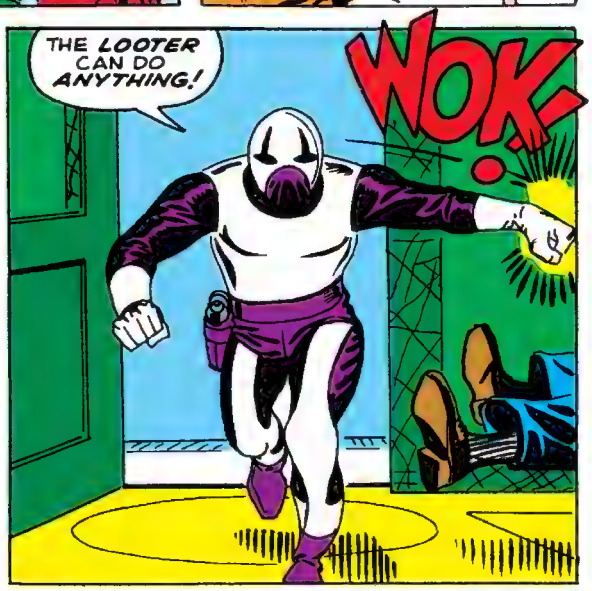
I WAS HOPING YOU'D COME, BECAUSE I'M SO ANXIOUS TO HAVE AT LEAST ONE BOY WITH BRAINS, INSTEAD OF ALL THOSE BRAWNY ATHLETIC TYPES!
OH NO! NOT AGAIN! WILL I ALWAYS BE THOUGHT OF AS NOTHING BUT AN EGGHEAD??

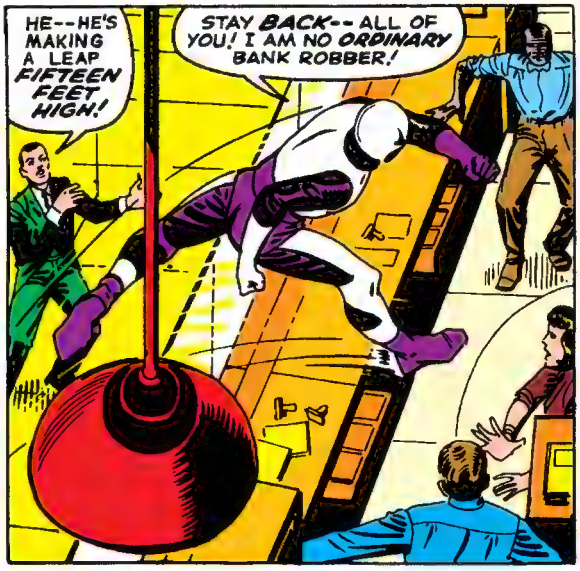
TELL YOU WHAT, SALLY-- IF I CAN MAKE IT, I'LL LET YOU KNOW! I MIGHT BE PRETTY BUSY TONIGHT!
BUT--I THOUGHT--! I MEAN-- YOU--WELL, ALL RIGHT!

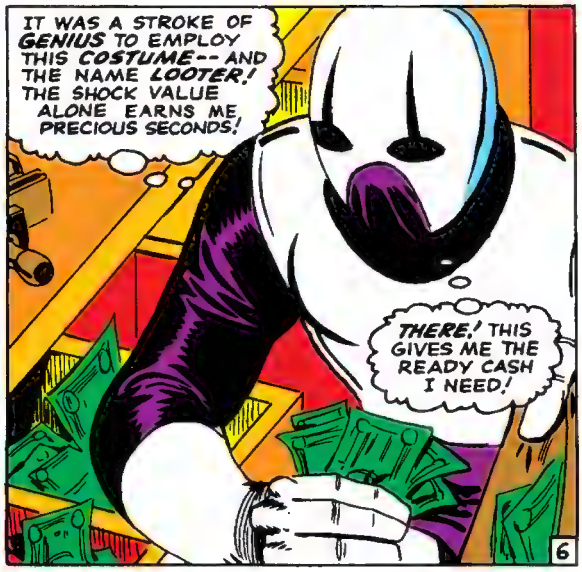
I TIP MY WIG TO YOU, LADY! YOU HAD HIM PEGGED 100% RIGHT!
JUST WHEN I THOUGHT HE WAS ACTING HUMAN, HE GAVE ME THE BRUSH --BUT GOOD!
WELCOME TO THE CLUB, SAL! NOW YOU'RE ONE OF US!


I HATED TO DO IT, BUT I HAD TO! I DON'T WANT ANOTHER "BETTY BRANT" SITUATION DEVELOPING AGAIN!
SHE ONLY LIKED ME FOR MY BRAINS, TOO! AND I COULDN'T GO THRU THAT KIND OF HEART-BREAK AGAIN!

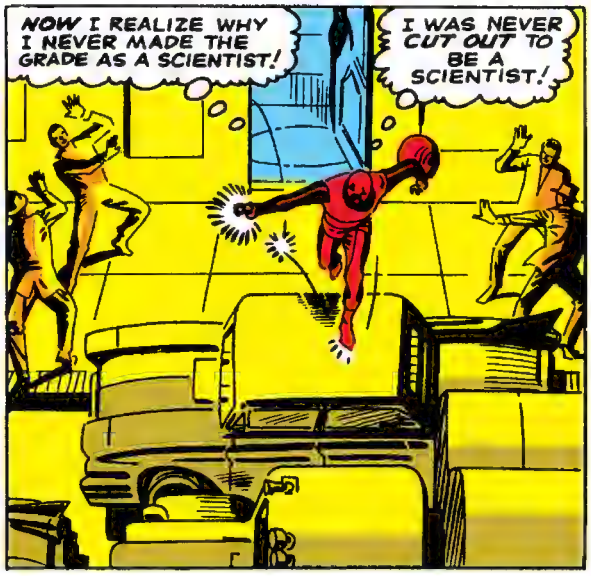

OKAY, HEARTS-AND-FLOWERS TIME IS OVER! NOW, BACK TO THE DEPARTMENT OF DERRING-DO! AT A MIDTOWN BANK WE FIND...
SORRY, MISTER! IT'S ALMOST CLOSING TIME!
HEY, WAIT! HOLD IT! YOU CAN'T--!
ON THE CONTRARY --I CAN!

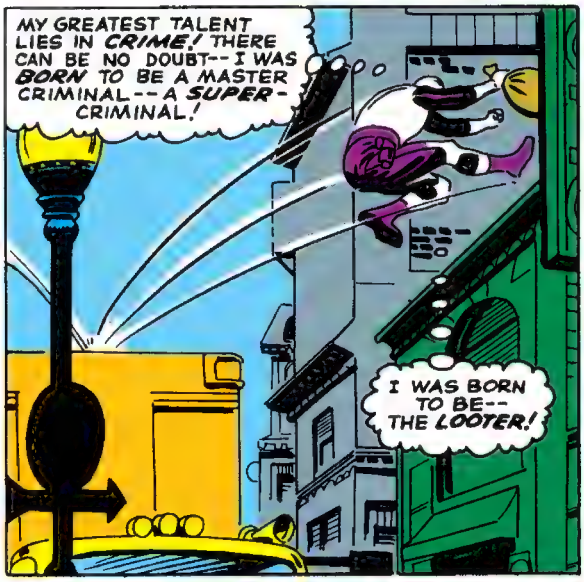

THE LOOTER CAN DO ANYTHING!
WOK!

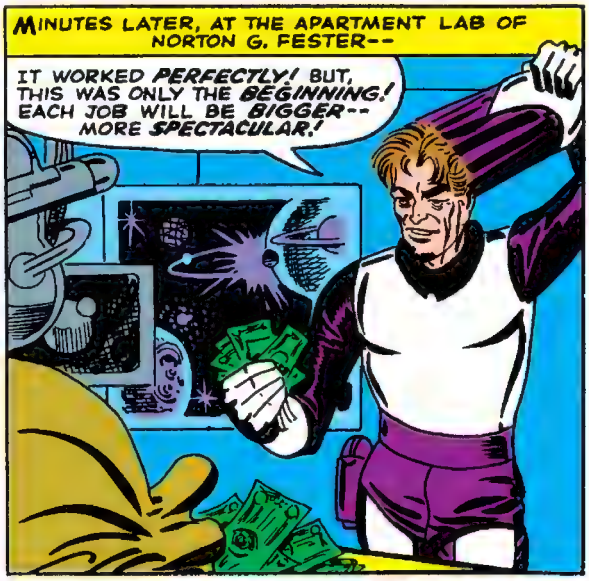

HE--HE'S MAKING A LEAP FIFTEEN FEET HIGH!
STAY BACK-- ALL OF YOU! I AM NO ORDINARY BANK ROBBER!


IT WAS A STROKE OF GENIUS TO EMPLOY THIS COSTUME-- AND THE NAME LOOTER! THE SHOCK VALUE ALONE EARNS ME PRECIOUS SECONDS!
THERE! THIS GIVES ME THE READY CASH I NEED!

AND MY PREVIOUSLY-PREPARED DAZZLE LIGHT WILL AFFORD ME AN EFFORTLESS ESCAPE BY MOMENTARILY BLINDING ANYONE NEARBY!


NOW I REALIZE WHY I NEVER MADE THE GRADE AS A SCIENTIST!
I WAS NEVER CUT OUT TO BE A SCIENTIST!


MY GREATEST TALENT LIES IN CRIME! THERE CAN BE NO DOUBT--I WAS BORN TO BE A MASTER CRIMINAL--A SUPER-CRIMINAL!
I WAS BORN TO BE--THE LOOTER!


MINUTES LATER, AT THE APARTMENT LAB OF NORTON G. FESTER--
IT WORKED PERFECTLY! BUT, THIS WAS ONLY THE BEGINNING! EACH JOB WILL BE BIGGER--MORE SPECTACULAR!

AND, IN THE DAYS THAT FOLLOW, THE LOOTER KEEPS HIS VOW! EMPLOYING HIS SUPER-STRENGTH TO THE FULLEST, HE BECOMES A ONE-MAN CRIME WAVE--!
BUT, THE MORE HE SEIZES, THE GREEDIER HE GETS! AND NOW, 'TIS TIME FOR OUR SWINGIN' STAR TO ENTER THE SCENE...

LIKE A WRAITH IN THE NIGHT, THE WORLD'S MOST AMAZING WEB-SPINNER TAKES UP THE CITY-WIDE SEARCH FOR THE ELUSIVE *LOOTER!* BUT, TRY AS HE MAY, HE FINDS--

NO *TRACE* OF HIM! JUST MY LUCK-- THE ONE NIGHT I CAN TAKE A FEW HOURS OFF FROM MY STUDIES--

--AND IT HAS TO BE THE NIGHT THAT THE *LOOTER* IS PROBABLY OUT PLAYING *PINOCHLE!*

BUT, I'VE *GOT* TO FIND HIM SOONER OR LATER! IF HE'S AS DANGEROUS, AS SUPER-POWERED AS THEY SAY, I'M ONE OF THE VERY FEW WHO MIGHT *STOP* HIM!

AND, I'D SURE LIKE TO SEE HOW THAT *DAZZLE LIGHT* OF HIS WORKS!

MEANWHILE, THE OBJECT OF SPIDEY'S ATTENTION HAS A BRAND NEW WORRY OF HIS OWN--

THERE'S NO MORE *GAS* LEFT INSIDE MY METEOR FRAGMENT!

I'VE GOT TO FIND *ANOTHER* SUCH METEOR--IN CASE MY *POWER* STARTS TO WANE!

AND NOW THAT WE'VE PRETTY WELL TELEGRAPHED WHAT'S GONNA HAPPEN NEXT, LET'S REJOIN MR. PARKER, A FEW DAYS LATER--

IT'S TOO *EARLY* TO GO SEARCHING FOR THE LOOTER TONIGHT! I MIGHT AS WELL KILL SOME TIME IN *HERE!*

SPACE EXHIBIT

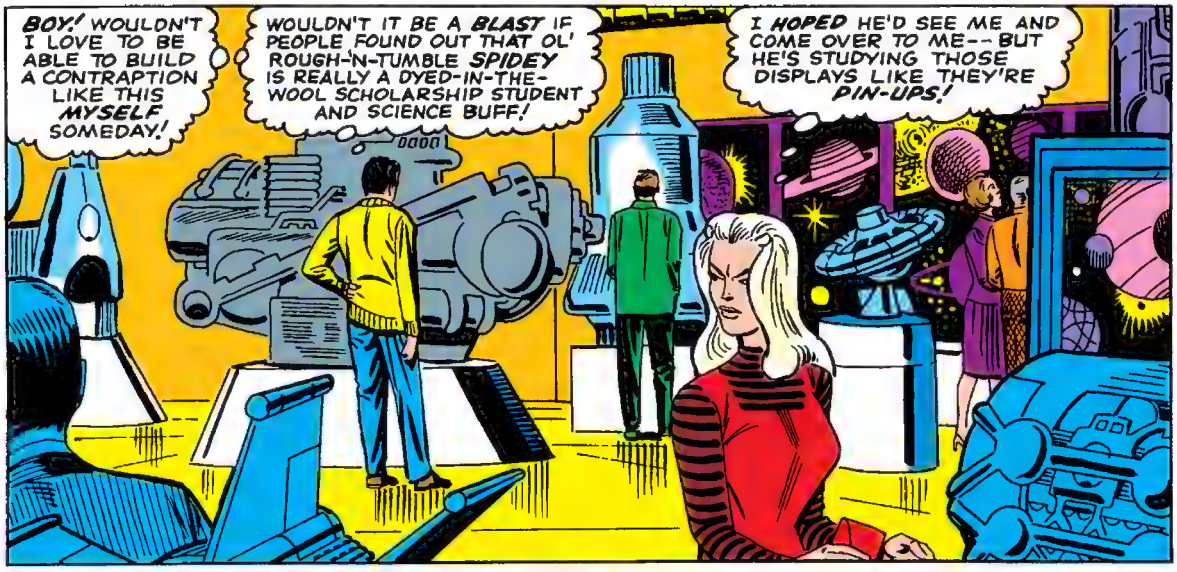
IF THIS WAS A FEW MONTHS AGO, I'D BE GOING HERE WITH *BETTY,* AND--AWW--I'VE GOT TO STOP *THINKING* ABOUT HER!

THAT LOOKS LIKE-- *OH!* IT *IS!* IT'S PETER PARKER!

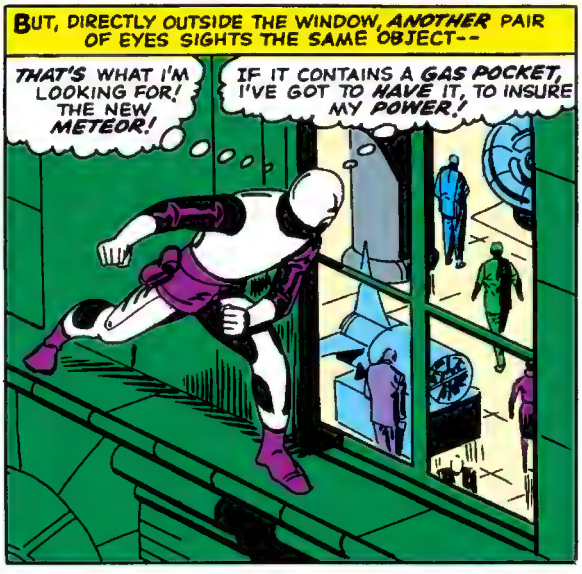
I WONDER IF THIS IS *FATE!* IT COULD BE MY CHANCE TO REALLY GET TO *KNOW* HIM!

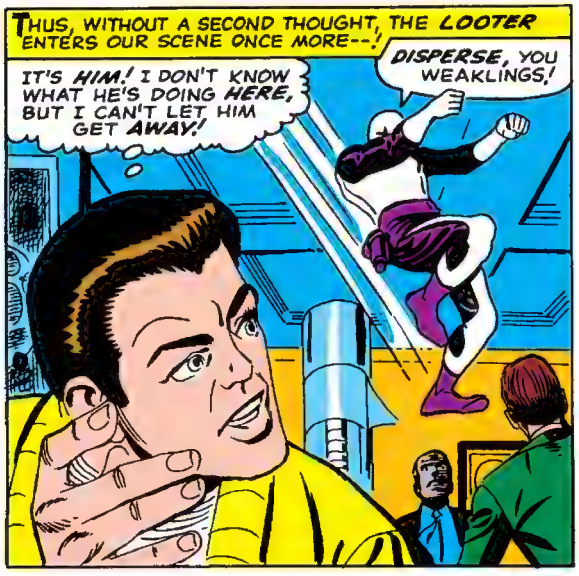
I COULD ACCIDENTALLY BUMP INTO HIM INSIDE!

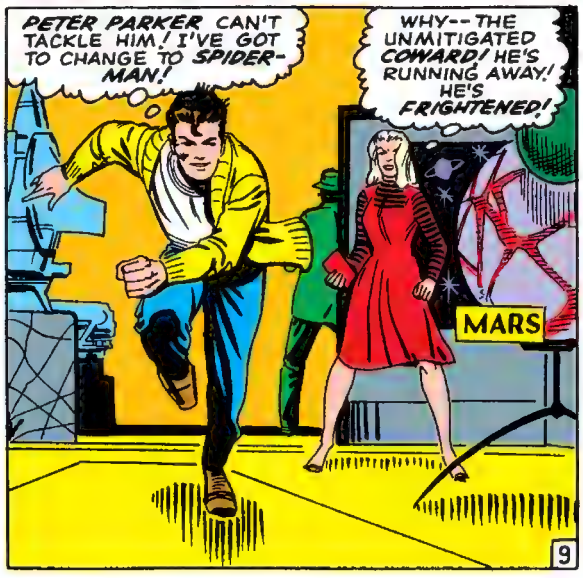
I'LL *DO* IT!

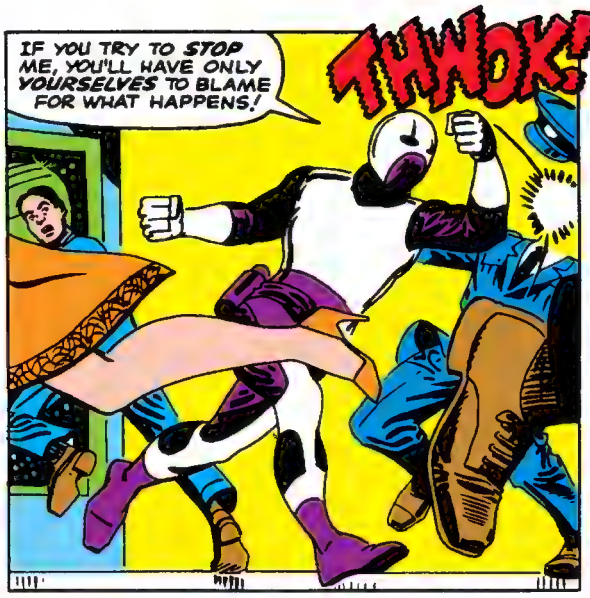

BOY! WOULDN'T I LOVE TO BE ABLE TO BUILD A CONTRAPTION LIKE THIS MYSELF SOMEDAY!
WOULDN'T IT BE A BLAST IF PEOPLE FOUND OUT THAT OL' ROUGH-'N-TUMBLE SPIDEY IS REALLY A DYED-IN-THE-WOOL SCHOLARSHIP STUDENT AND SCIENCE BUFF!
I HOPED HE'D SEE ME AND COME OVER TO ME-- BUT HE'S STUDYING THOSE DISPLAYS LIKE THEY'RE PIN-UPS!

DARN! I CAN'T TELL WHETHER HE SAW ME AND IS IGNORING ME, OR WHETHER HE JUST HASN'T NOTICED ME!
HOW ABOUT THAT! A NEWLY-DISCOVERED METEORITE FRAGMENT!


BUT, DIRECTLY OUTSIDE THE WINDOW, ANOTHER PAIR OF EYES SIGHTS THE SAME OBJECT--
THAT'S WHAT I'M LOOKING FOR! THE NEW METEOR!
IF IT CONTAINS A GAS POCKET, I'VE GOT TO HAVE IT, TO INSURE MY POWER!


THUS, WITHOUT A SECOND THOUGHT, THE LOOTER ENTERS OUR SCENE ONCE MORE--!
IT'S HIM! I DON'T KNOW WHAT HE'S DOING HERE, BUT I CAN'T LET HIM GET AWAY!
DISPERSE, YOU WEAKLINGS!

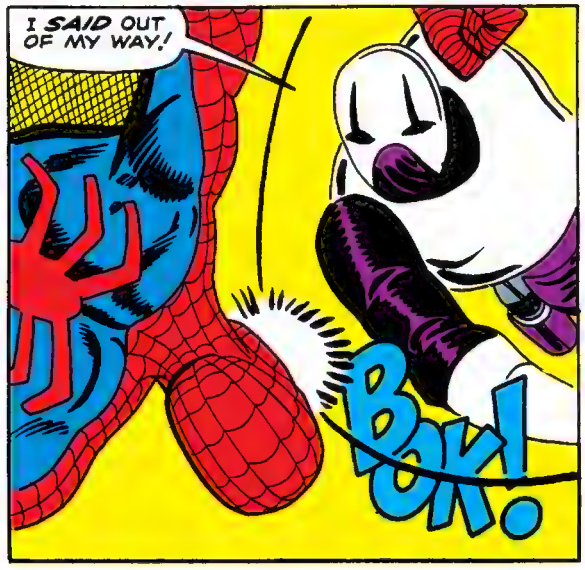

PETER PARKER CAN'T TACKLE HIM! I'VE GOT TO CHANGE TO SPIDER-MAN!
WHY-- THE UNMITIGATED COWARD! HE'S RUNNING AWAY! HE'S FRIGHTENED!
MARS

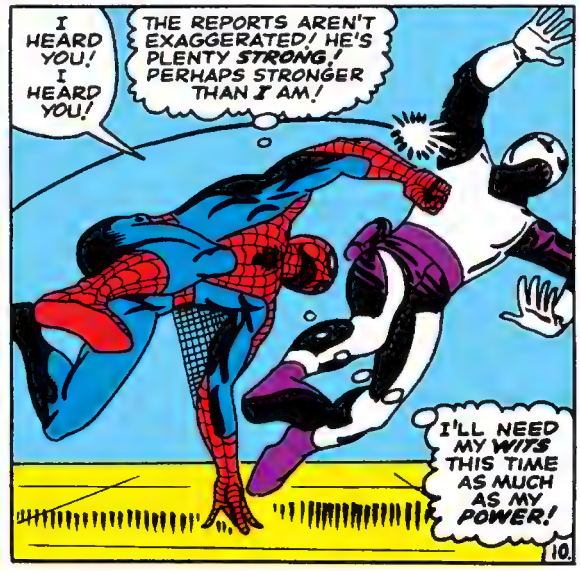

IF YOU TRY TO STOP ME, YOU'LL HAVE ONLY YOURSELVES TO BLAME FOR WHAT HAPPENS!
THWOK!

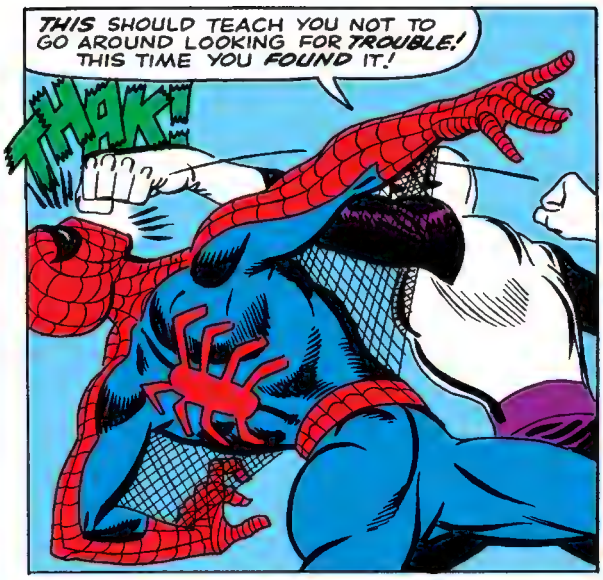
NOW TO GET THE METEOR AND GET OUT OF HERE!
HOLD IT, LOOTER! YOUR RUNNING DAYS ARE OVER!
HUH? WHO SAID THAT??

YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN! THERE'S MY CALLING CARD--!
SPIDER-MAN! WHAT'S HE DOING HERE?

HOLD IT, MISTER! IT'S TIME WE GOT TO KNOW EACH OTHER BETTER!
I KNOW ALL I WANT TO KNOW ABOUT YOU! OUT OF MY WAY!


I SAID OUT OF MY WAY!
BOK!

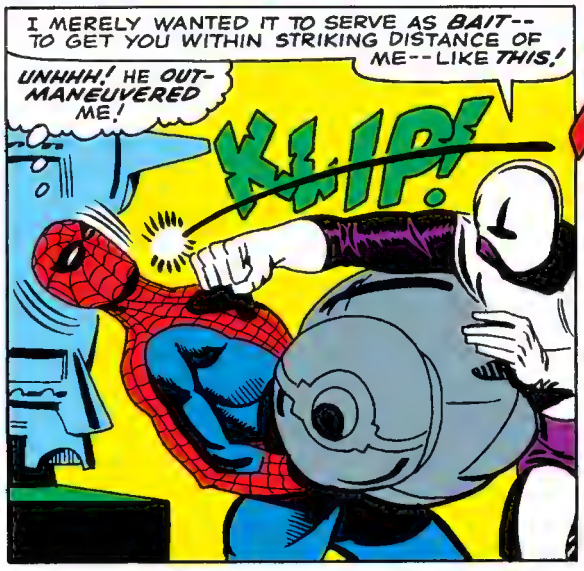

I HEARD YOU! I HEARD YOU!
THE REPORTS AREN'T EXAGGERATED! HE'S PLENTY STRONG! PERHAPS STRONGER THAN I AM!
I'LL NEED MY WITS THIS TIME AS MUCH AS MY POWER!

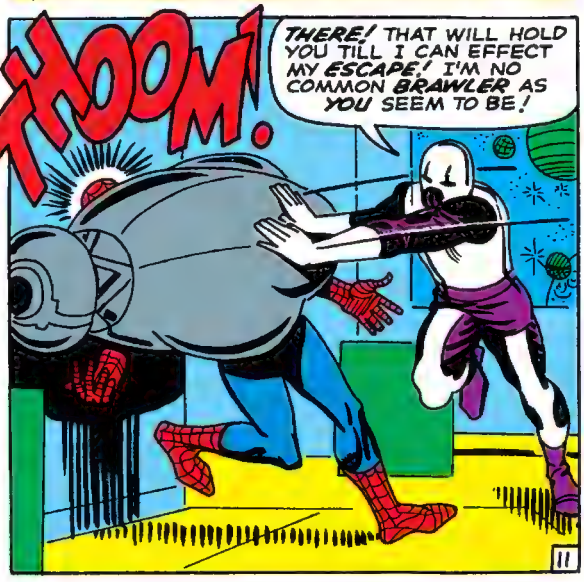

THIS SHOULD TEACH YOU NOT TO GO AROUND LOOKING FOR TROUBLE! THIS TIME YOU FOUND IT!
THAK!

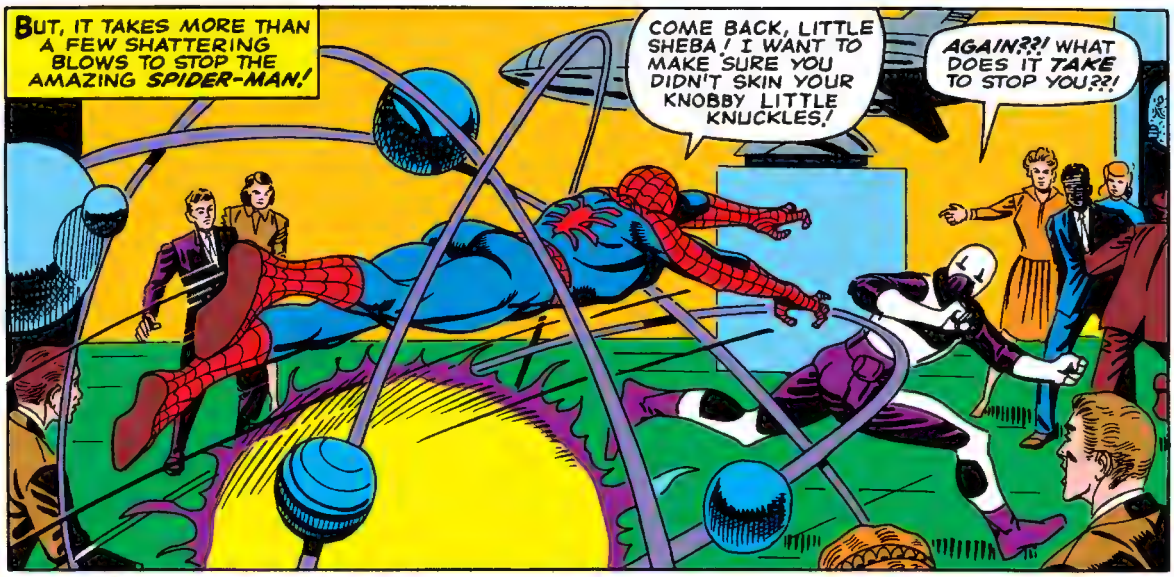
THANKS FOR THE ADVICE, MASKED MAN! BUT I STILL PREFER GETTING IT FROM DEAR ABBY!
FTOPP!

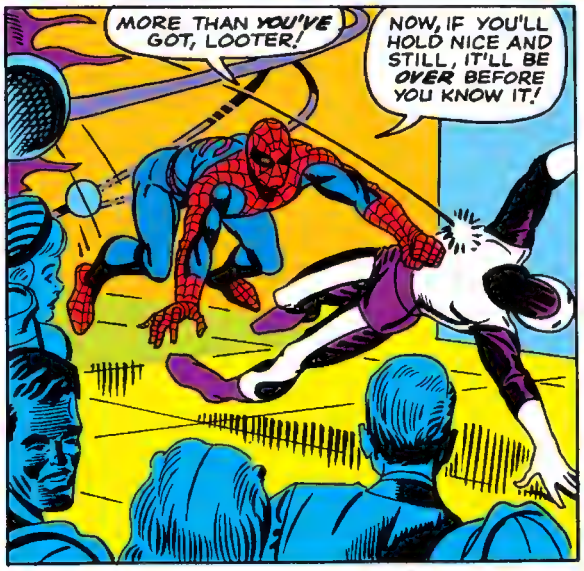
ONE THING'S IN MY FAVOR! I'M LUCKY HE'S NEW AT THIS SORT OF THING!
OOOH--!
WITH HIS STRENGTH, IF HE HAD MORE EXPERIENCE, IT MIGHT BE "SO LONG, SPIDEY"!

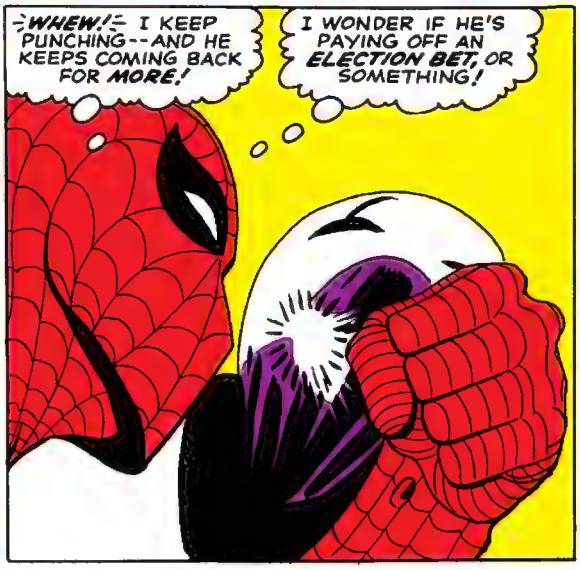
THAT SOCK WOULD HAVE PUT ANYONE ELSE TO SLEEP!
HEY-- LOOK OUT! THAT'S WORTH A FORTUNE!
INDEED? WHAT MAKES YOU THINK IT'S ANY CONCERN OF MINE?


I MERELY WANTED IT TO SERVE AS BAIT-- TO GET YOU WITHIN STRIKING DISTANCE OF ME--LIKE THIS!
UNHHH! HE OUT-MANEUVERED ME!
KLIP!

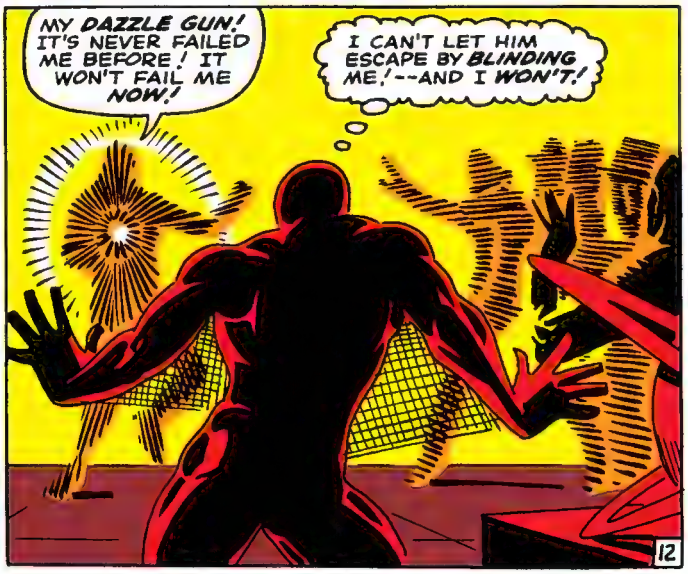

THOOM!
THERE! THAT WILL HOLD YOU TILL I CAN EFFECT MY ESCAPE! I'M NO COMMON BRAWLER AS YOU SEEM TO BE!

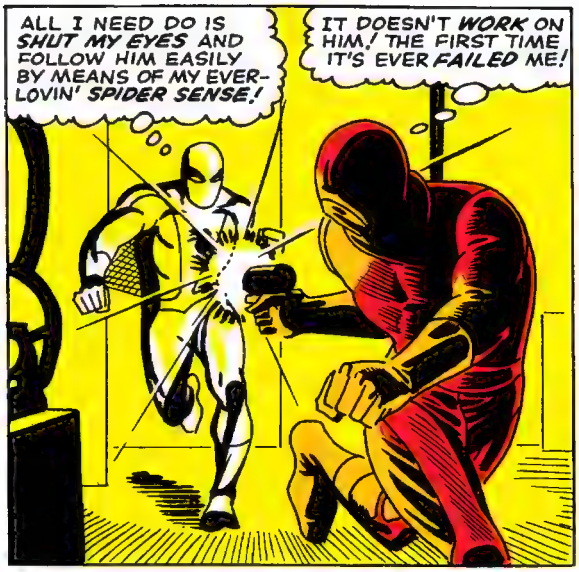

BUT, IT TAKES MORE THAN A FEW SHATTERING BLOWS TO STOP THE AMAZING SPIDER-MAN!
COME BACK, LITTLE SHEBA! I WANT TO MAKE SURE YOU DIDN'T SKIN YOUR KNOBBY LITTLE KNUCKLES!
AGAIN??! WHAT DOES IT TAKE TO STOP YOU??!

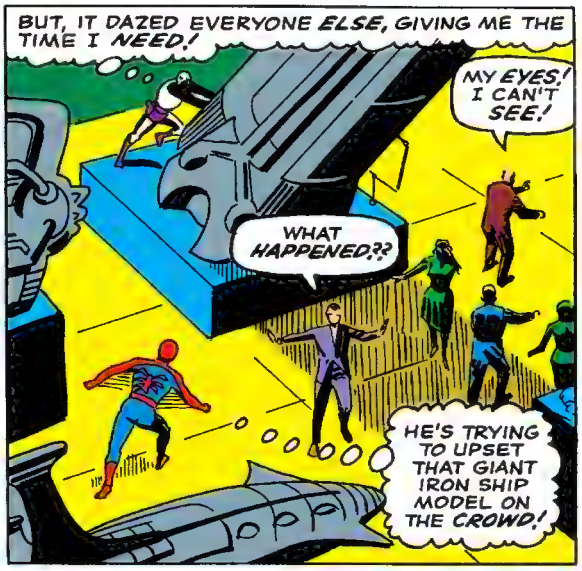

MORE THAN YOU'VE GOT, LOOTER!
NOW, IF YOU'LL HOLD NICE AND STILL, IT'LL BE OVER BEFORE YOU KNOW IT!


WHEW! I KEEP PUNCHING--AND HE KEEPS COMING BACK FOR MORE!
I WONDER IF HE'S PAYING OFF AN ELECTION BET, OR SOMETHING!

I CAN'T OUT-FIGHT HIM--HE'S TOO SKILLFUL! BUT, I STILL HAVE AN ACE IN THE HOLE--!


MY DAZZLE GUN! IT'S NEVER FAILED ME BEFORE! IT WON'T FAIL ME NOW!
I CAN'T LET HIM ESCAPE BY BLINDING ME!--AND I WON'T!

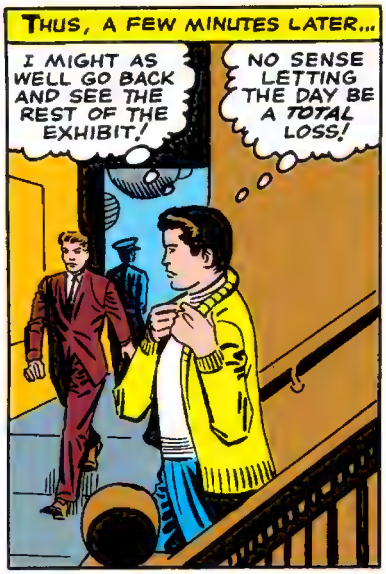

ALL I NEED DO IS SHUT MY EYES AND FOLLOW HIM EASILY BY MEANS OF MY EVER-LOVIN' SPIDER SENSE!
IT DOESN'T WORK ON HIM! THE FIRST TIME IT'S EVER FAILED ME!

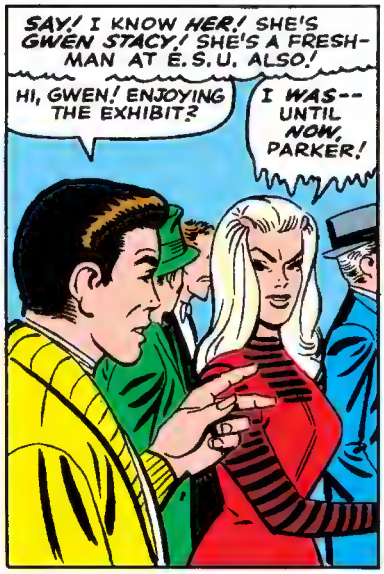

BUT, IT DAZED EVERYONE ELSE, GIVING ME THE TIME I NEED!
MY EYES! I CAN'T SEE!
WHAT HAPPENED??
HE'S TRYING TO UPSET THAT GIANT IRON SHIP MODEL ON THE CROWD!

WHEW! THAT WAS A CLOSE ONE! THEY'D NEVER HAVE KNOWN WHAT HIT THEM!
THINGS ARE GRADUALLY CLEARING NOW--!

I'LL MAKE SURE THIS GIZMO IS STEADY AGAIN, AND THEN I'D BETTER LOSE MYSELF FAST!
AS SOON AS THEIR VISION BECOMES NORMAL, THE CROWD IS SURE TO BLAME ME FOR WHAT'S HAPPENED-- LIKE THEY ALWAYS DO!

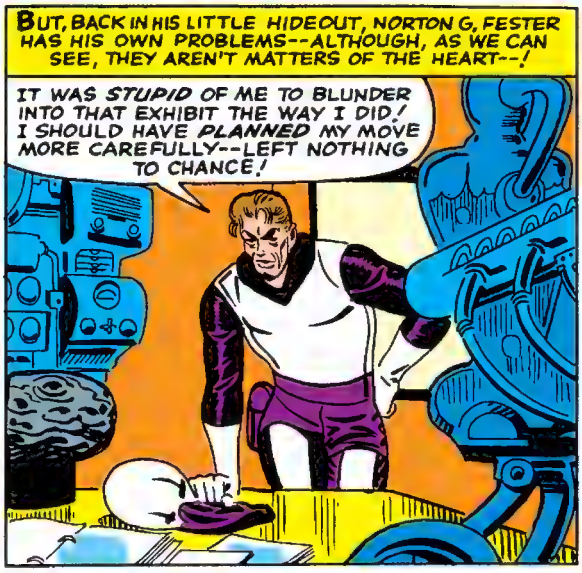
WELL, I GOT OUT OF THERE JUST IN TIME-- BUT I LOST THE LOOTER!
HE COULD HAVE RUN OFF IN ANY DIRECTION! THERE'S NO WAY OF KNOWING!


THUS, A FEW MINUTES LATER...
I MIGHT AS WELL GO BACK AND SEE THE REST OF THE EXHIBIT!
NO SENSE LETTING THE DAY BE A TOTAL LOSS!


SAY! I KNOW HER! SHE'S GWEN STACY! SHE'S A FRESHMAN AT E.S.U. ALSO!
HI, GWEN! ENJOYING THE EXHIBIT?
I WAS-- UNTIL NOW, PARKER!

HUH? WAIT-- WHAT'S WRONG? WHAT DID I DO?
PERHAPS IT'S WHAT YOU DIDN'T DO!
YOU DIDN'T STAY AND TRY TO HELP!

HOW CAN ANYONE SO PRETTY BE SUCH A NUT?
AND YET, IT'S HARD TO BELIEVE THAT ANYONE SO MANLY-LOOKING COULD BE A COWARD! IF ONLY I HADN'T SEEN HIM WITH MY OWN EYES--!


BUT, BACK IN HIS LITTLE HIDEOUT, NORTON G. FESTER HAS HIS OWN PROBLEMS--ALTHOUGH, AS WE CAN SEE, THEY AREN'T MATTERS OF THE HEART--!
IT WAS STUPID OF ME TO BLUNDER INTO THAT EXHIBIT THE WAY I DID! I SHOULD HAVE PLANNED MY MOVE MORE CAREFULLY--LEFT NOTHING TO CHANCE!

I FAILED TO TAKE INTO ACCOUNT THE FACT THAT SOMEONE LIKE SPIDER-MAN MIGHT BE THERE!

AND YET, I CANNOT STOP NOW! I MUST HAVE THAT METEOR!!

AND HAVE IT I SHALL-- BUT, THIS TIME I'LL SET MY PLANS CAREFULLY! I'LL BE PREPARED FOR ANYTHING!

THE NEXT DAY...
THE FIRST THING TO DO IS INSPECT THE PREMISES CALMLY--CAREFULLY--!
HMMM... I SEE THEY HAVE ARMED GUARDS HERE NOW!

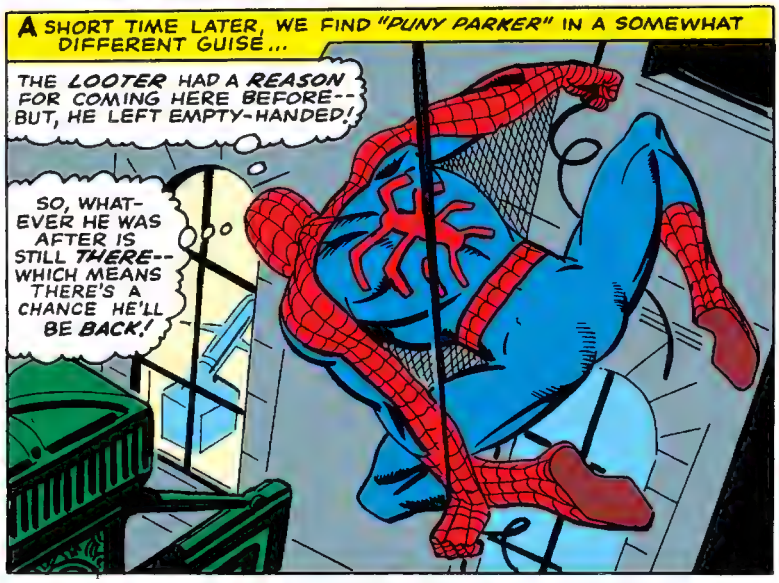
I DON'T DARE RISK ANOTHER FRONTAL ASSAULT--NOT THIS TIME!
AND YET, THE METEOR MUST BE MINE! IT IS THE ONLY WAY TO GUARANTEE THAT I WON'T LOSE MY POWER!

AND, WHILE FESTER MAKES HIS PLANS...
HEY, PUNY PARKER--NONE OF THE OTHER GUYS ARE HERE YET! HOW'D YOU LIKE TO TOSS THE OL' PIGSKIN AROUND?
CAN'T STOP NOW, FLASH! ANYWAY, IF I OUT-THREW YOU, YOU'D HAVE A FIT!

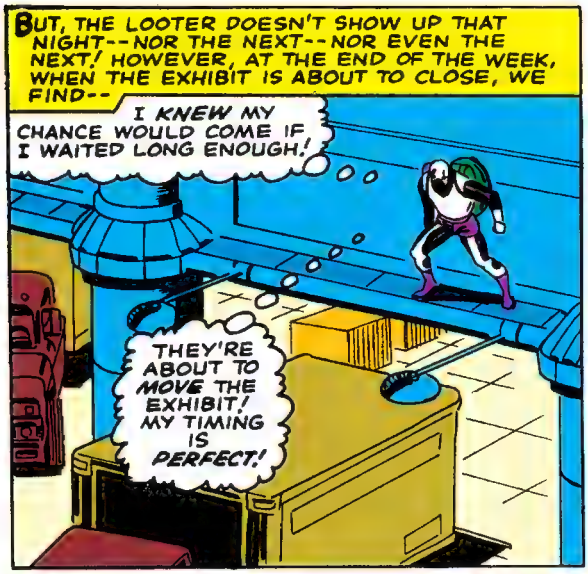
PETER PARKER OUT-THROWING FLASH! THAT'S THE FUNNIEST THING I'VE HEARD ALL DAY!
TELL ME, GWEN, WHAT DID I DO TO BECOME NUMBER ONE ON YOUR HATE PARADE?

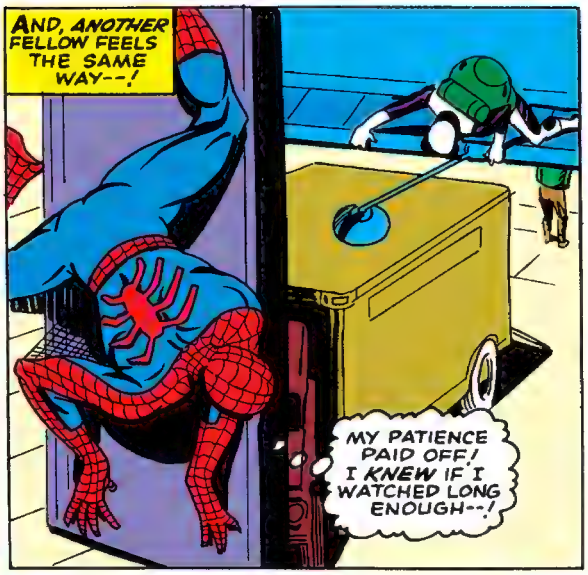
YEAH, LET US ALL IN ON IT, GAL!
MAYBE I WILL SOME TIME! RIGHT NOW, I'M TOO BUSY LAUGHING!
WELL, DON'T LET ME STOP YOU!

WHY DO I ALWAYS GET INTERESTED IN GIRLS THAT CAN'T SEE ME FOR DUST?!!
I ADMIRE YOUR GOOD TASTE, GWEN! IF YOU GOTTA HATE SOMEBODY, PARKER'S THE PERFECT CHOICE!


A SHORT TIME LATER, WE FIND "PUNY PARKER" IN A SOMEWHAT DIFFERENT GUISE...
THE LOOTER HAD A REASON FOR COMING HERE BEFORE--BUT, HE LEFT EMPTY-HANDED!
SO, WHATEVER HE WAS AFTER IS STILL THERE--WHICH MEANS THERE'S A CHANCE HE'LL BE BACK!

IT'S PROBABLY STILL TOO EARLY FOR HIM! I'LL RACE HOME SO AUNT MAY DOESN'T WORRY ABOUT ME, AND THEN I'LL RETURN HERE AFTER SHE'S ASLEEP!


BUT, THE LOOTER DOESN'T SHOW UP THAT NIGHT--NOR THE NEXT--NOR EVEN THE NEXT! HOWEVER, AT THE END OF THE WEEK, WHEN THE EXHIBIT IS ABOUT TO CLOSE, WE FIND--
I KNEW MY CHANCE WOULD COME IF I WAITED LONG ENOUGH!
THEY'RE ABOUT TO MOVE THE EXHIBIT! MY TIMING IS PERFECT!

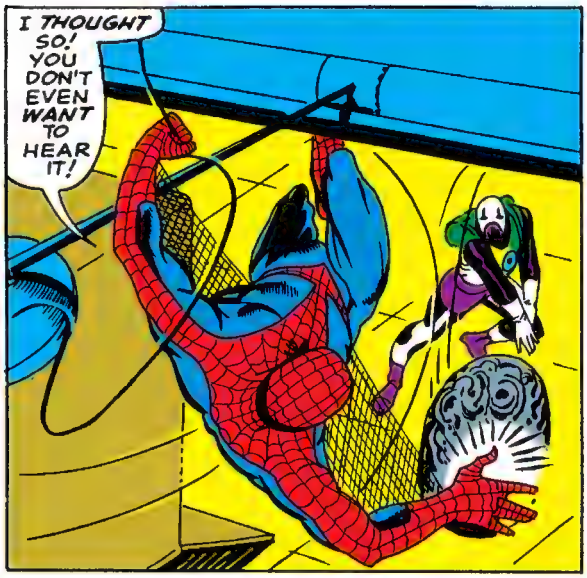

AND, ANOTHER FELLOW FEELS THE SAME WAY--!
MY PATIENCE PAID OFF! I KNEW IF I WATCHED LONG ENOUGH--!

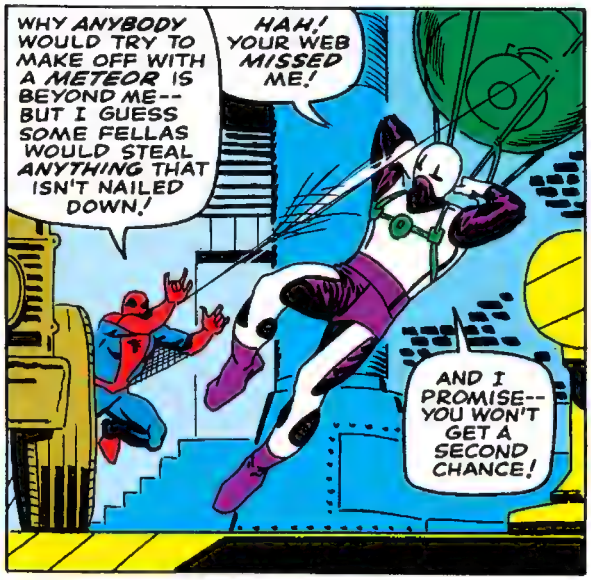
THANK YOU FOR MOVING MY METEOR INTO THE CORRECT POSITION FOR ME, GENTLEMEN!
AND NOW, I'LL RELIEVE YOU OF IT!
IT'S THE LOOTER!

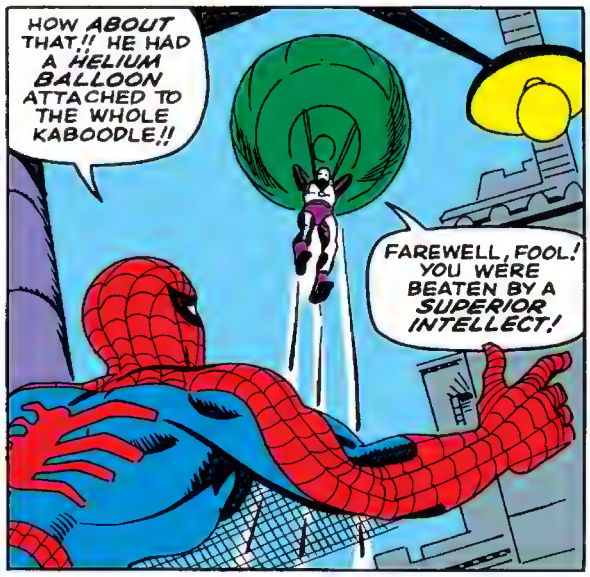
YOU SHOULD HAVE REALIZED THAT RESISTANCE WOULD BE COMPLETELY FUTILE AGAINST ONE AS POWERFUL AS I!

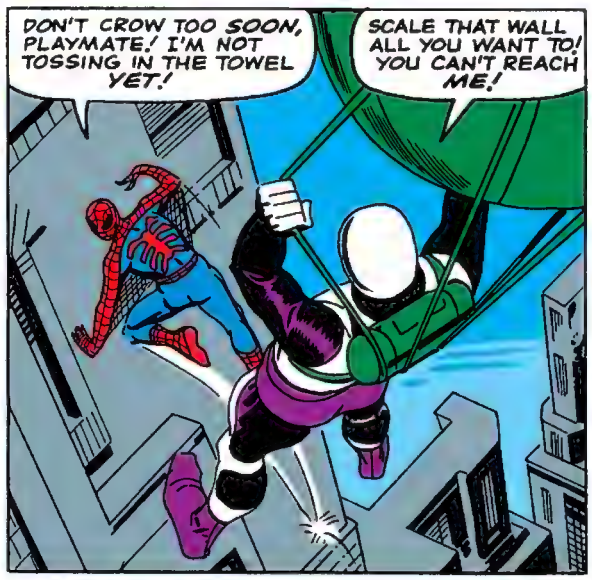
I PLANNED EVERYTHING TO PERFECTION! NOW, I NEED MERELY HOOK THESE SPECIAL STRAPS ONTO THE METEOR--

HEY, LOOTER! YOU WOULDN'T LEAVE WITHOUT SAYING BYE-BYE TO YOUR OLD SPARRING PARTNER, WOULD YOU?
SPIDER-MAN!! BUT--HOW--??
IT'S A LONG STORY--BUT, IF YOU'RE REALLY INTERESTED--!


I THOUGHT SO! YOU DON'T EVEN WANT TO HEAR IT!


WHY ANYBODY WOULD TRY TO MAKE OFF WITH A METEOR IS BEYOND ME-- BUT I GUESS SOME FELLAS WOULD STEAL ANYTHING THAT ISN'T NAILED DOWN!
HAH! YOUR WEB MISSED ME!
AND I PROMISE-- YOU WON'T GET A SECOND CHANCE!


HOW ABOUT THAT!! HE HAD A HELIUM BALLOON ATTACHED TO THE WHOLE KABOODLE!!
FAREWELL, FOOL! YOU WERE BEATEN BY A SUPERIOR INTELLECT!


DON'T CROW TOO SOON, PLAYMATE! I'M NOT TOSSING IN THE TOWEL YET!
SCALE THAT WALL ALL YOU WANT TO! YOU CAN'T REACH ME!

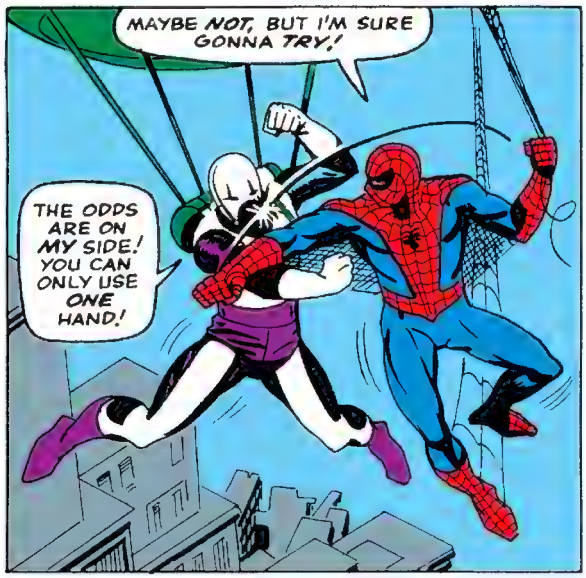
DON'T BET ON IT, CHUM!

US SPIDER-MEN ARE A HARDY BREED!

GERONIMO!!

YOU'RE DOOMED! YOU CAN'T REACH ME! YOU'LL FALL TO THE GROUND!
NOT IF MY LARGE, ECONOMY-SIZE WEBBING DOES ITS JOB!
AND IT'S NEVER FAILED ME YET!
THWIP!
THWIP!

OKAY NOW, LOOTER! PUSH THE DOWN SWITCH, OR WHATEVER WORKS THAT NUTTY BALLOON, AND LET'S GET BACK TO EARTH!
NEVER! YOU CAN'T STOP ME NOW!


MAYBE NOT, BUT I'M SURE GONNA TRY!
THE ODDS ARE ON MY SIDE! YOU CAN ONLY USE ONE HAND!

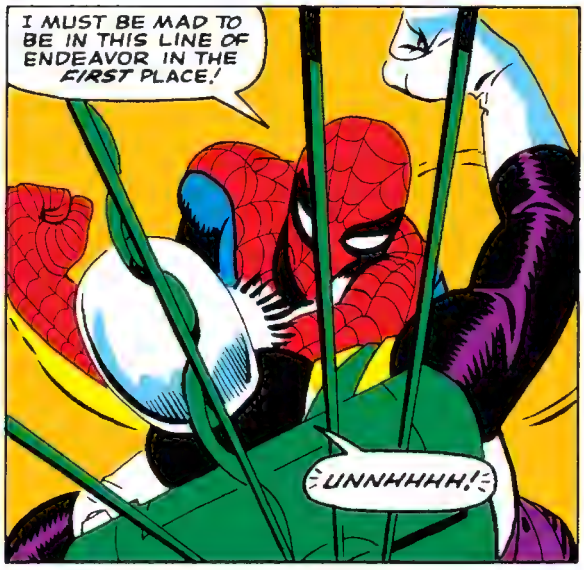
I ONLY NEED ONE HAND! ONE BLOW IS ALL IT'LL TAKE--!
YOU'LL NEVER GET THE CHANCE!

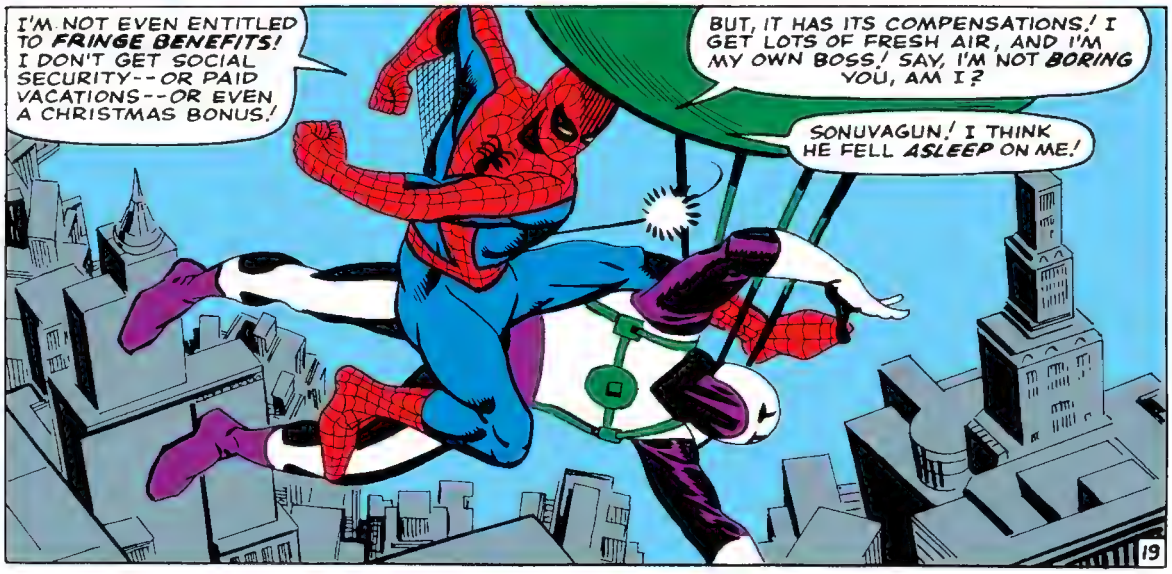
UHHH! MY WEBBING! IT COULDN'T CLING SECURELY ENOUGH TO THE SMOOTH SURFACE!
I'M FALLING!
HAH! I WARNED YOU!

DON'T START GLOATING YET! THAT BIG FOOT OF YOURS IS JUST WHAT I NEED!

YOU CAN'T HOLD ON FOR LONG! I'LL GET YOU OFF WITH ONE KICK!
HAVE YOU EVER CONSIDERED MEDICAL HELP BECAUSE OF YOUR ANTI-SOCIAL TENDENCIES?

WHY IS IT THAT EVERYONE I FIGHT IS OVERFLOWING WITH NEUROTIC HOSTILITY?!!
YOU MUST BE MAD --TALKING THAT WAY WHILE YOU BATTLE FOR YOUR LIFE!


I MUST BE MAD TO BE IN THIS LINE OF ENDEAVOR IN THE FIRST PLACE!
UNNHHHH!

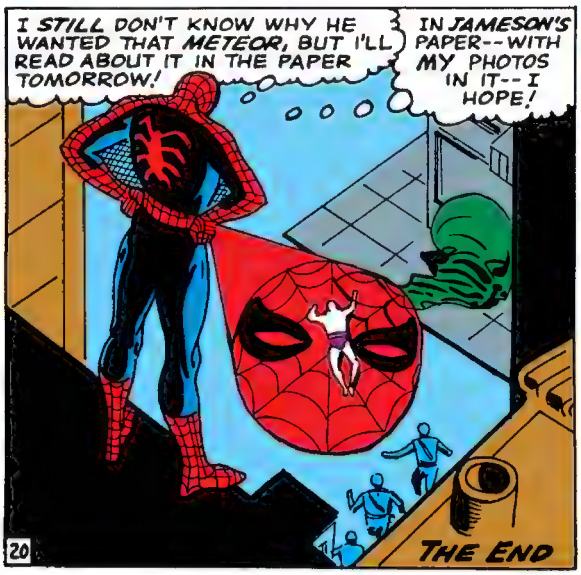

I'M NOT EVEN ENTITLED TO FRINGE BENEFITS! I DON'T GET SOCIAL SECURITY--OR PAID VACATIONS--OR EVEN A CHRISTMAS BONUS!
BUT, IT HAS ITS COMPENSATIONS! I GET LOTS OF FRESH AIR, AND I'M MY OWN BOSS! SAY, I'M NOT BORING YOU, AM I?
SONUVAGUN! I THINK HE FELL ASLEEP ON ME!

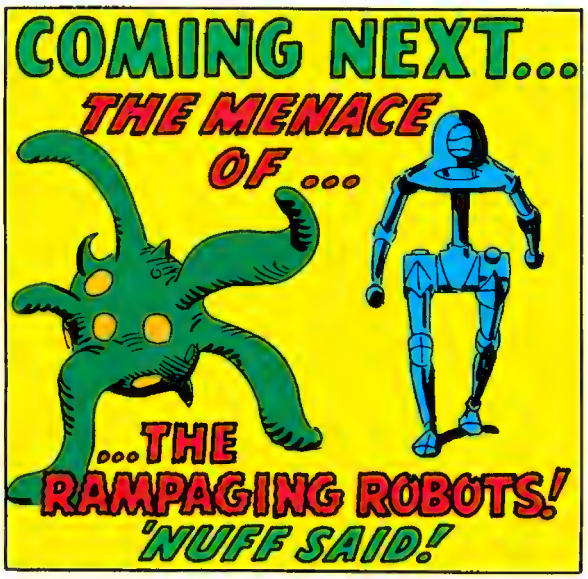
WELL, IF HE'S NOT GONNA PLAY ANYMORE, I MIGHT AS WELL SEE WHO HE IS--!
NO WONDER HE WORE A MASK! HE SURE WOULDN'T COP ANY BEAUTY PRIZES! BUT I NEVER SAW HIM BEFORE IN MY LIFE!

OH WELL-- THE POLICE WILL KNOW HOW TO IDENTIFY HIM WHEN HE REACHES THEM!
THE FIRST THING I'VE GOT TO DO IS LET THE AIR OUT OF HERE! --BUT NOT TOO MUCH!

THERE! THAT'S ABOUT RIGHT! SAY, THIS COULD BE FUN, IF I HAD A LIVELIER PLAYMATE!

YOU'LL HAVE TO MAKE IT A SOLO THE REST OF THE WAY DOWN, LOOTIE! THIS IS WHERE I GET OFF!
THE POLICE ARE ALREADY WAITING FOR HIM DOWN BELOW!


I STILL DON'T KNOW WHY HE WANTED THAT METEOR, BUT I'LL READ ABOUT IT IN THE PAPER TOMORROW!
IN JAMESON'S PAPER--WITH MY PHOTOS IN IT--I HOPE!
THE END


COMING NEXT...
THE MENACE OF ...
...THE RAMPAGING ROBOTS!
'NUFF SAID!

THE SPIDER'S WEB

Dear Stan and Steve,

You have been running Spider-Man for quite some time now. Don't you think you should tell us more about Flash Thompson? We know he's Pete's classmate, but how about showing some of his football exploits? If he's good enough to get into college on a football scholarship, he must be pretty good. What position does he play? You might be able to make a funny yarn out of some diabolical plot centered around a football game where Flash gets into some odd predicament (like swallowing the football or turning into a bubble). SPIDER-MAN retains that good old Marvel humor. Entering college was a great idea — make the best of it. But please don't have Aunt May die: I don't think New York could survive another Spider-Man rampage.

Carl Freedman, 509 Tulip Tree Apts.
Bloomington, Ind.

And neither could we, Carl! As for Flash, his football position is quarterback, and we'll probably see him in action as time goes by. (Soon as Spidey stops hogging' all the spotlight, that is!)

Dear Stan and Steve,

Now you went and got me mad. In SPIDER-MAN #32, you have my favorite hero breaking up with his girl friend. I figure that if he is going to lose her anyway, why not tell her he is Spider-Man? What has he got to lose? It would greatly enlighten your story to have someone share Peter's worries. Besides, if she hates hims as Spider-Man, then Betty isn't the girl Pete should marry. Enough on that issue. Your plot was great, and I really enjoyed the parts where Spidey knocks crooks around. If he did that all the time, there would be fewer crooks because they would be afraid to meet an angry webspinner. 'Nuff said.

Alfred Attanasio, 14 Gesner St.
Linden, N. J.

But if there were fewer crooks, Al, there'd be no one around for Spidey to fight — and then where'd *we* be? *Cheee* — you 'n your ideas!

Dear Stan and Steve,

Remember me — a SPIDER-MAN admirer? When the colorful crusader for justice first spun his web and thus created a new and dazzling career for himself, it was wholly my honor to approve and buy the latest issues of his magazine. I even wrote letters wording praise for the most fabulous masterpiece ever to emerge from the House of Ideas. Then, suddenly, I began to break away from the faith which had been a part of me. I found other heroes to worship and found pleasure in their adadventures — the fearless Daredevil and the astounding Captain America. Yes, I still collect them and thoroughly enjoy their capers. But one night I realized something was missing from my life, so the next day while at the newsstand I diligently searched for that elusive Mr. Anonymous. Frantically I sought until I came upon SPIDER-MAN #25. "Is this it?" I asked. I bought the issue and read it and read it and read it again. The characters in the life of Peter Parker were the same and the unusual humor had not altered. In short, the Spider-Man had not changed noticeably, but somehow the masked crimefighter had subtly improved: Stan Lee and Steve Ditko complement each other as easily as bread and butter. This, I think, is important in producing a magazine. A jury foreman might say of me, "We find the accused Mr. Lee and Mr. Ditko guilty of reconverting a lost pilgrim, returning him to the religion he had once been a part of."

George D. Edwards, The Lion Inn
Newport, Shropshire, England

We're too choked up to answer you now, Georgie boy — but, soon as we lose this lump in our throat—! Anyway, welcome back to the fold, prodigal!

Dear Stan and Steve,

One day, while looking through a weekly newspaper — *The National Observer* — the one thing I never expected to see was there: an article on comics and how they affect children, teenagers, and even adults. And there, on the bottom of the page, was a picture of Stan. I don't know how many Marvel readers have ever seen Stan, so couldn't you please print this picture? Although I can't quote the whole article, there was one part that was especially interesting. It goes like this: "Says the lean, 42-year-old Mr. Lee, 'I started this whole thing on a lark. We were prisoners of a pattern. Every comic book was like the one before, and after 25 years of writing for comics, I was getting just a little bored. I thought, with communications what they are today, the public is more hip than ever before. Why couldn't our comics be offbeat and more sophisticated?'" Let me tell you, Stan, we Marvel fans are with you all the way. Thanks a lot for reading this letter, and I'd like everyone to know how you feel about us, and your comics.

Rochelle Fabrizis, 338 East 6th St.
New York City, N. Y.

Rochelle, you're a doll! And, if anyone is nutty enough to wanna see a picture of smilin' Stan, there's a real doozy on the inside front cover of FANTASY MASTERPIECES #1 — if there are any left at your newsstand.

Dear Stan and Steve,

SPIDER-MAN #32 was a real Marvel masterwork. The title and cover fit the story like a glove. I never dreamed that the Master Planner would be old powermad Dr. Ock. In fact, I never expected to see him again. By the way, I picked up the MARVEL COLLECTORS' ITEM CLASSICS mag and read about Spidey's first battle with Doc Ock. Of course, I m a faithful reader of Marvel, so I had read about it before, but it never bothers me to see an old-time masterwork. In the COLLECTORS' ITEM mag, Dr. Octopus was harder to beat than the Scorpion and the Beetle put together. Please keep the continued issues. It's kinda boring waiting for the next installment, but it makes you want to buy the next ish. And when it does come out, I figure it was well worth the wait. One more question: Will you make Ned Leeds butt out? He has no business trying to take Petey's girl away from him. I'm very strictly an anti-romance bug, but I think a guy like Spidey should have a girl on his neck. Well, keep the masterpieces flowing and don't let me catch you reading Brand Echh! 'Nuff said!

Trevor Jones, Box 318
Friendship, N. Y.

Likewise, Trev! (Who *says* this isn't the Marvel Age of Brevity?)

Dear Stan and Steve,

If you step on Spider-Man, does it rain?

Ron Edwards, 4811 Tonty St.
Montreal 36, Que., Canada

No, but if you tickle Irving Forbush . . . ZOWEEEE!

Dear Stan and Steve,

About all I can say about SPIDER-MAN #32 is — terrific! I think it would be a good idea, though, to drop some of the continued stories. At the end of "Spidey Strikes Back," when that large piece of equipment was sliding down on Spidey, couldn't he have saved himself by shooting webbing to the ceiling and pulling himself up before the junk hit him? Why doesn't Ned Leeds go jump off a cliff? Peter Parker could marry Betty Brant, and don't think I'll miss *that* issue! Oh, well, congratulations on a great magazine.

Kevin Johnson, 600 Pioneer Ave.
Tooele, Utah

Much obliged, Kevin. Sure, Spidey mighta saved himself by shooting webbing to the ceiling and pulling himself up — but then, what would we have done to fill up the next dozen or so pages? And, wouldn't you be surprised if Ned Leeds *did* go jump off a cliff? (Although not as surprised as *we'd* be!)

Dear Stan and Steve,

Spidey is just great . . . in fact, *Marvel*ous. Please don't ever change him. Just once, I'd like to see Pete give it to Flash. It's nice to know teachers like Spidey, too. They must know good books, and I guess there's something about the web-spinner they can't resist. Hold some of your fast-going gadgets for me, because I will buy you out soon!! Give the Hulk a battle with Spidey, and make it good — don't show any favors.

Johnny Carson, 4857 Emerson
Minneapolis, Minn.

Are you kiddin,' Johnny? We're the biggest favor-showers you know! If we *do* have a fight between our jolly green giant and ol' web-head, you can bet your bottom T-shirt that we'll have *both* of 'em win!

Dear Stan and Steve,

I *love* your magazines, and so naturally I kinda like the guys who make them. I'd like to ask you to include the names and addresses in your list of M.M.M.S. members. I assume from the fact that they read your mags that they are swingers — the kind, friendly type. Why not have Spidey fight a demon crab? The idea is a bit wild, but with you guys *anything* can happen! I know I shouldn't run on, so I hereby say "Bye" and "Keep up the *great* work."

Janice S. Chase, 1939 Harlem Ave.
Goucher College, Balt., Md.

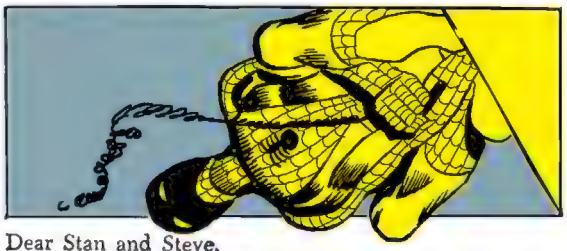
Thanks, Jan. But you've got poor Stan runnin' around in circles! He has enough trouble trying to write dazzlin' dialogue for our little cast of characters now — he says he'll crack up if he has to write snappy sayings for a demon crab, too! See? Some guys'll complain about anything!

Dear Stan and Steve,

This has been a great month for Marvel mags. I'm glad to see Doc Ock back. He never looked more efficient than with the tailored costume, goggles, and combed hair. Last month I took an inventory of Spidey's foes, trying to guess who the Master Planner was, and I eliminated the not-so-good doctor, for some reason which escapes me now. Boy, the masterpieces get more dramatic each month. I hope Octopus wasn't killed in that cave-in. Spidey is beginning to show steadily maturing strength. As for the suggestion in the letters section, if you get a *good* company to make Marvel models, I'll snap up each and every one if it breaks me. Now, to Daredevil: I had spotted the ring clue in #10 because it was so pronounced on the Organizer's hand. Couldn't you just keep one copy of each "part one" story so the colorist, Stan G., could preserve continuity. Only the Ape Man had the same coloring. Even the Organizer's outfit, easiest to remember, was a different color. And you *still* have DD's cane bright red, instead of brown, darn it. Oh well, maybe I'm just a coloring fanatic. Since I haven't already said it, it was a terrific story. Iron Man has never been rendered so well as by Adam Austin in SUSPENSE #73. Everything about the tale was perfect, except for the Black Knight's too-conventional lance. Congrats to Roy Thomas on his first Marvel co-written super-hero tale. It was a ball! Thanks to your easy-going letters columns, I feel as though I know all of you very well. More than 'nuff said.

Richard Willis, 15445 E. Beckner
La Puente, Calif.

Roy thanks you, Dick — Adam thanks you — and Stan thanks you! (Artie and Sam would probably thank you, too — if we'd let'em lift their heads up from their pages of lettering long enough to do so!)



Dear Stan and Steve,

You asked us fans to send you our thoughts about your new effort, MARVEL COLLECTORS' ITEM CLASSICS. It was just scrumptious, and full of goodies. I enjoyed your "Dr. Octopus," and second in line was the "Skrulls from Outer Space." I have just one objection to the F.F. story — how come you made the Thing look like an overgrown blob? Also, why did Reed's shirt stretch with his arm? It wasn't made from special fibre — or was it? In a recent issue of Spidey, a fan asked about prices of articles sold by you. I think these prices aren't half of what they should be. The Marvel T-Shirt is so great it should be about $2.

Jack Apelbaum, 1452 55th St.
Brooklyn 19, N. Y.

You mean it *isn't* $2, Jackie? *Who goofed?!!*

Dear Stan and Steve,

There was a time when all your magazines were enjoyable. Not any more. The trouble is you seem to think that drama, emotion, and love can replace action. Well, let me tell you, I do not buy a comic for drama. I get enough of that other places. I buy comics for *action*, and if I don't get it from Marvel, I'll go to some other company. Another thing — those %&°@ #!continued stories! Everywhere you turn, a continued story. SPIDER-MAN #32 could have ended very nicely in one issue, but you deliberately invented a corny trap for the hero. It's like one of those cliff-hanger movie serials made 20 years ago. Good gosh, man, you can't bring back or live in the past! And that's what you're trying to do! Don't you think your stuff is good enough to make people keep reading it without cliff-hanging? And still another complaint — your characters are becoming stereotyped. For instance: Spider-Man, Iron Man, and Thor all love a girl desperately, but don't dare express their feelings. Every two pages we get a spew of this sickening lovey junk. Save it for Patsy Walker!

Kent Thomas, 4116 Monona Drive
Madison, Wisc.

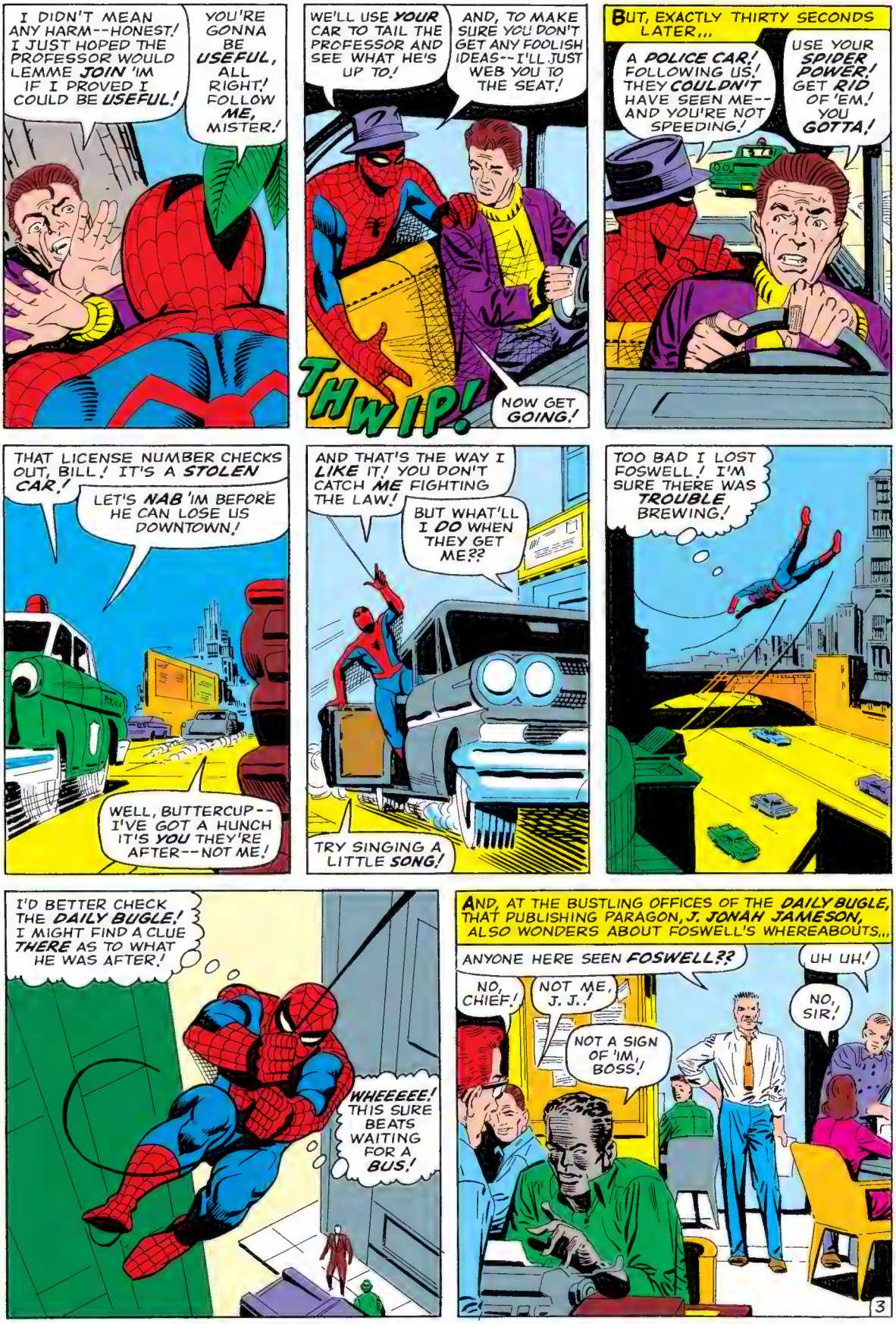
Are you kiddin,' Kent? Ol' Patsy wouldn't read a super-hero comic mag on a bet! And anyway, Thor has already revealed his secret identity to Jane! So *there!* Nyahhh!

NEXT ISH: A new menace! A new situation! A new villain! A new day dawning for Spidey! And, the newest, nuttiest, niftiest title you've ever seen! It's all yours for a dime and two coppers, so don't say we didn't alert you! Till we meet again, then — keep your spider-sense in a safe place and remember to wiggle your webs! *Face front!*

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP
37 JUNE
IND.
"ONCE UPON A TIME...
...THERE WAS A ROBOT!"

THE AMAZING SPIDER-MAN!
"ONCE UPON A TIME, THERE WAS A ROBOT....!"
WE HATE TO BRAG, BUT...
...THIS ONE'S A DOOZY!
EDITED AND WRITTEN BY: STAN LEE
PLOTTED AND DRAWN BY: STEVE DITKO
LETTERED AND CHERISHED BY: ARTIE SIMEK
1

BEHIND THE COLD, CLAMMY, CONFINING WALLS OF STATE PRISON, A VOICE UTTERS SIX WELCOME WORDS...
PROFESSOR STROMM, YOUR SENTENCE IS OVER!
AT LAST! I'M FREE!
YOU'VE BEEN A MODEL PRISONER FOR TEN YEARS! GOOD LUCK ON THE OUTSIDE, PROFESSOR!
THANKS!
SURE, I'VE BEEN A MODEL PRISONER! I'VE DONE NOTHING BUT PLAN MY REVENGE ALL THAT TIME!
THEN, NO SOONER DOES PROFESSOR STROM PUT THE IRON GATES BEHIND HIM, WHEN...
GLAD TO SEE YA, STROMM! I GOT EVERYTHING ALL SET, LIKE YOU WANTED!
DO NOT FORGET YOURSELF, MAX! YOU WILL ALWAYS ADDRESS ME AS PROFESSOR!
BUT, OTHER EYES OBSERVE THE FATEFUL MEETING --THE EYES OF AN EX-CON TURNED REPORTER, NAMED FOSWELL...
I KNEW MY OLD CELLMATE WOULD BE GETTING OUT TODAY!
HE'S BEING PICKED UP BY ANOTHER EX-INMATE NAMED MAX YOUNG! THEY MUST HAVE MADE SOME PLANS WHILE IN PRISON!
I WONDER IF HE'S STILL AS HUNGRY FOR REVENGE AS EVER!?
THEY'RE HEADING FOR TOWN! I'D BETTER FOLLOW! THERE MAY BE A STORY IN IT FOR ME!
THAT GUY WATCHIN' THE PROFESSOR MUST BE A STOOLIE!
THE PROF'LL BE REAL GRATEFUL TO ME IF I WING 'IM!
HOWEVER, BEFORE A SHOT CAN BE FIRED--
WHOA THERE, SONNY BOY!
IN CASE YOU DON'T KNOW IT, THIS IS A NO-NOISE ZONE!
SPIDER-MAN!
AWW--AND I WANTED IT TO BE A SURPRISE!
OKAY, TALK! WHY'D YOU TRY TO VENTILATE FOSWELL?
I SAID TALK!
2


I DIDN'T MEAN ANY HARM--HONEST! I JUST HOPED THE PROFESSOR WOULD LEMME JOIN 'IM IF I PROVED I COULD BE USEFUL!
YOU'RE GONNA BE USEFUL, ALL RIGHT! FOLLOW ME, MISTER!
WE'LL USE YOUR CAR TO TAIL THE PROFESSOR AND SEE WHAT HE'S UP TO!
AND, TO MAKE SURE YOU DON'T GET ANY FOOLISH IDEAS--I'LL JUST WEB YOU TO THE SEAT!
THWIP!
NOW GET GOING!
BUT, EXACTLY THIRTY SECONDS LATER...
A POLICE CAR! FOLLOWING US! THEY COULDN'T HAVE SEEN ME--AND YOU'RE NOT SPEEDING!
USE YOUR SPIDER POWER! GET RID OF 'EM! YOU GOTTA!
THAT LICENSE NUMBER CHECKS OUT, BILL! IT'S A STOLEN CAR!
LET'S NAB 'IM BEFORE HE CAN LOSE US DOWNTOWN!
WELL, BUTTERCUP--I'VE GOT A HUNCH IT'S YOU THEY'RE AFTER--NOT ME!
AND THAT'S THE WAY I LIKE IT! YOU DON'T CATCH ME FIGHTING THE LAW!
BUT WHAT'LL I DO WHEN THEY GET ME??
TRY SINGING A LITTLE SONG!
TOO BAD I LOST FOSWELL! I'M SURE THERE WAS TROUBLE BREWING!
I'D BETTER CHECK THE DAILY BUGLE! I MIGHT FIND A CLUE THERE AS TO WHAT HE WAS AFTER!
WHEEEEE! THIS SURE BEATS WAITING FOR A BUS!
AND, AT THE BUSTLING OFFICES OF THE DAILY BUGLE, THAT PUBLISHING PARAGON, J. JONAH JAMESON, ALSO WONDERS ABOUT FOSWELL'S WHEREABOUTS...
ANYONE HERE SEEN FOSWELL??
UH UH!
NO, CHIEF!
NOT ME, J. J.!
NOT A SIGN OF 'IM, BOSS!
NO, SIR!

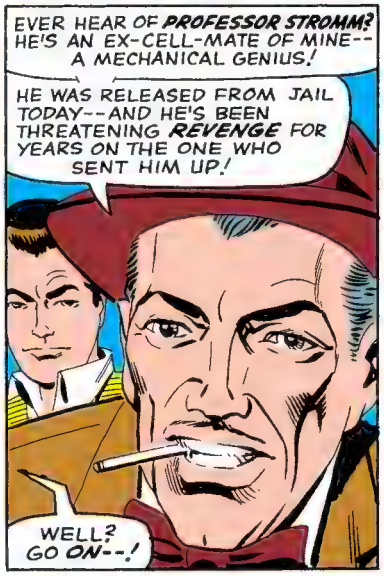
MISS--EH--WHATEVER-YOUR-NAME-IS--ARE YOU SURE FOSWELL HASN'T CALLED IN?
POSITIVE, MR. JAMESON!
THEN GET BACK TO WORK! WHAT DO YOU THINK I'M PAYING YOU FOR?!

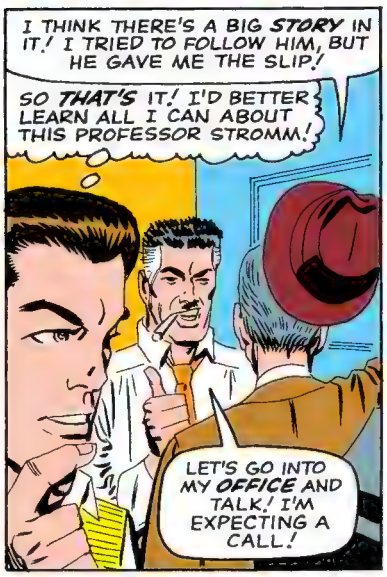
NO WONDER OLD HATCHET-FACE CAN'T KEEP A SECRETARY! IF HE EVER SMILED, I'LL BET HIS FROZEN FACE WOULD CRACK IN TWO!

GOSH, EVERY TIME I COME UP HERE, JOLLY JONAH HAS A NEW SECRETARY!
I GUESS BETTY IS GONE --FOR GOOD!
WHAT DO YOU WANT, PARKER? IF YOU HAVEN'T ANY PHOTOS FOR ME--I'M BUSY!

SPEAKING OF PHOTOS, YOU NEVER PAID ME FOR THAT LAST SET I SOLD YOU!
IT'S YOUR FAULT! IF NOT FOR YOU, BETTY BRANT MIGHT NOT HAVE QUIT! MY RECORDS ARE ALL MIXED UP SINCE SHE LEFT!

MR. JAMESON--I'VE GOT SOME NEWS FOR YOU!
FOSWELL! YOU'D BETTER HAVE SOMETHING FOR ME! I'VE BEEN LOOKING FOR YOU ALL DAY!
I'M IN LUCK! HERE COMES FOSWELL NOW!

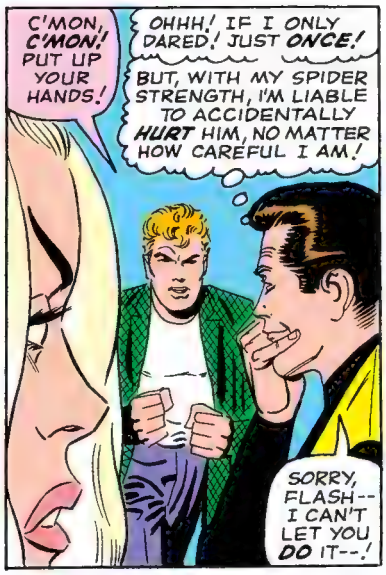

EVER HEAR OF PROFESSOR STROMM? HE'S AN EX-CELL-MATE OF MINE--A MECHANICAL GENIUS!
HE WAS RELEASED FROM JAIL TODAY--AND HE'S BEEN THREATENING REVENGE FOR YEARS ON THE ONE WHO SENT HIM UP!
WELL? GO ON--!


I THINK THERE'S A BIG STORY IN IT! I TRIED TO FOLLOW HIM, BUT HE GAVE ME THE SLIP!
SO THAT'S IT! I'D BETTER LEARN ALL I CAN ABOUT THIS PROFESSOR STROMM!
LET'S GO INTO MY OFFICE AND TALK! I'M EXPECTING A CALL!

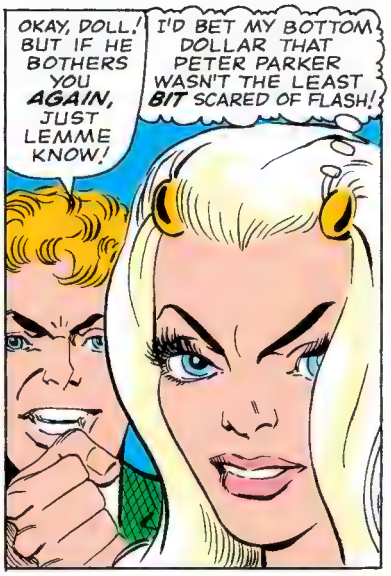
THEY'VE LEFT! THIS'LL GIVE ME A CHANCE TO PUT MY TRUSTY LITTLE SPIDER-TRACER IN FOSWELL'S HAT BAND!
GOOD! NOBODY SAW ME!

NOW I CAN CUT OUT, TOO!
BUT, SOONER OR LATER, THAT LITTLE HAT WILL LEAD SPIDER-MAN INTO SOME NEW ACTION!

NOW, LET'S SWITCH OUR SCENE TO THE MAN IN WHOM EVERYONE SEEMS SO INTERESTED, AS WE VISIT THE WELL-EQUIPPED HIDEOUT OF PROFESSOR STROMM...
I BOUGHT ALL THE GADGETS YOU WANTED WITH THE DOUGH YOU HAD STASHED AWAY, PROFESSOR! ANYTHING ELSE YOU NEED?
NO! THIS IS PERFECT! I WILL NOT NEED YOU AGAIN UNTIL THE ROBOT IS FINISHED!
GO HOME, AND WAIT FOR MY CALL, MAX!
FOR TEN YEARS I DREAMED OF THIS MOMENT! I DREAMED OF GETTING MY REVENGE ON THE MAN WHO CHEATED ME OUT OF MY INVENTIONS!
AS HE HAS RUINED MY LIFE, SO SHALL I RUIN HIM!
AND, WHILE THE PROFESSOR PLOTS, PETER PARKER HEADS FOR SCHOOL, AS USUAL...
I WONDER IF GWEN STACEY IS STILL MAD AT ME?
WELL, THERE'S ONLY ONE WAY TO FIND OUT...!
HI, GWEN! WE'RE BOTH HEADING FOR THE SAME CLASS--MIND IF I JOIN YOU?
WHAT ARE YOU DOING, MR. PARKER--SLUMMING? USUALLY YOU'RE TOO STUCK UP TO SAY HELLO TO ANYONE!
WELL, AT LEAST I'M NOT A TEMPERAMENTAL FEMALE WHO DROOLS OVER A FELLA ONE DAY AND THEN ACTS LIKE AN ICICLE TO HIM THE NEXT!
DRAT THAT CRAZY TEMPER OF MINE! NOW I'VE REALLY PUT MY FOOT IN IT!
EVEN IF YOU ARE E.S.U.'S NEWEST SCIENCE SCHOLARSHIP WHIZ-KID, NOBODY TALKS TO ME THAT WAY...
C'MON, GWEN --SIMMER DOWN! LET'S BURY THE HATCHET, HUH?
YOU THINK YOU CAN SAY WHAT YOU WANT TO ME, AND THEN --OWWW!
ANYONE EVER TELL YOU YOU'RE GORRRGEOUS WHEN YOU'RE ANGRY?
THWAK!
HEY! WHAT'S GOIN'ON THERE! I SAW THAT, PARKER!
I KNOW, I KNOW! THOSE BEADY, LITTLE, PIG-LIKE EYES OF YOURS NEVER MISS A TRICK, FLASH!
I'LL MAKE YOU EAT THOSE WORDS, YOU PUNY PUNK!

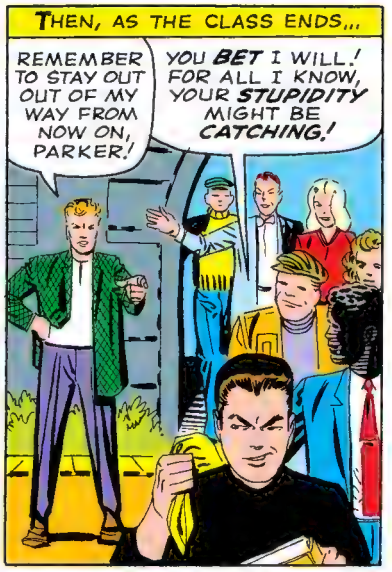

C'MON, C'MON! PUT UP YOUR HANDS!
OHHH! IF I ONLY DARED! JUST ONCE!
BUT, WITH MY SPIDER STRENGTH, I'M LIABLE TO ACCIDENTALLY HURT HIM, NO MATTER HOW CAREFUL I AM!
SORRY, FLASH-- I CAN'T LET YOU DO IT--!

IF YOU DAMAGED MY PROFILE, HALF THE GIRLS AT E.S.U. WOULD BE HEART-BROKEN! WE CAN'T LET THAT HAPPEN!
YOU YELLOW FINK! I KNEW YOU'D CHICKEN OUT!
OH, LET HIM GO, FLASH!


OKAY, DOLL! BUT IF HE BOTHERS YOU AGAIN, JUST LEMME KNOW!
I'D BET MY BOTTOM DOLLAR THAT PETER PARKER WASN'T THE LEAST BIT SCARED OF FLASH!

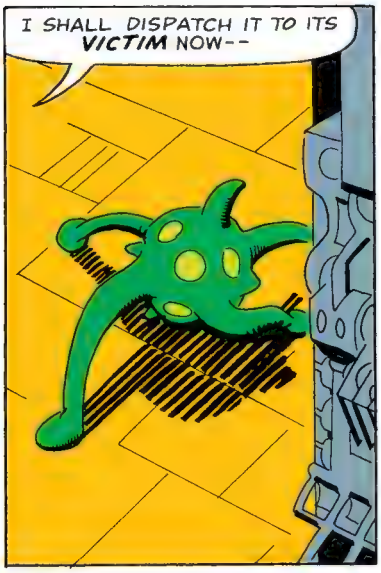
I SAW WHAT HAPPENED, GWEN! PARKER GIVES ME A SWIFT PAIN, TOO!
OH, YOU HAVEN'T ANY USE FOR ANYONE WHO'S SMARTER THAN YOU ARE, HARRY! PETER'S NEVER BOTHERED YOU!

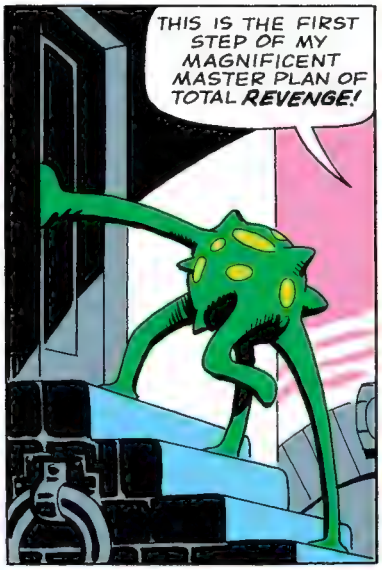
WHAT'S THE MATTER WITH ME?? I'M ACTUALLY STARTING TO DEFEND HIM!
BOY! IF UNPOPULARITY EVER BECAME POPULAR, I'D BE TOP MAN AROUND HERE!


THEN, AS THE CLASS ENDS...
REMEMBER TO STAY OUT OUT OF MY WAY FROM NOW ON, PARKER!
YOU BET I WILL! FOR ALL I KNOW, YOUR STUPIDITY MIGHT BE CATCHING!

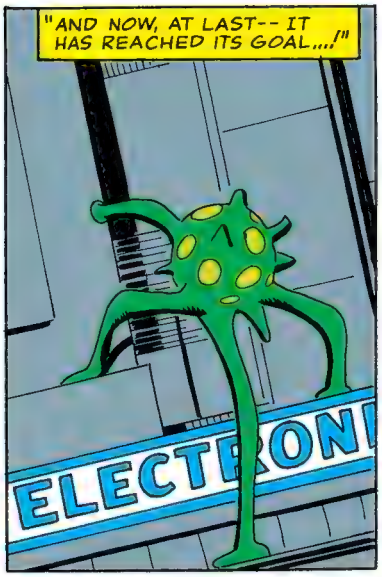
BUT, WHILE PETER REVELS IN HIS MERRY CAMPUS SOCIAL LIFE, WE REJOIN PROFESSOR STROMM ONCE MORE, JUST AS MAX RETURNS...
IT'S FINISHED, MAX! WHAT DO YOU THINK OF MY LITTLE BEAUTY?
IT-- IT MOVES BY ITSELF! IT GRABBED ME!

OF COURSE! I WILLED IT TO! DO NOT WORRY, MAX! I CAN MENTALLY CONTROL ITS EVERY ACTION!
IT HAS PASSED EVERY TEST PERFECTLY! AND, BEST OF ALL, I CAN ELECTRONICALLY FOLLOW ITS EVERY MOVE!! WATCH--!

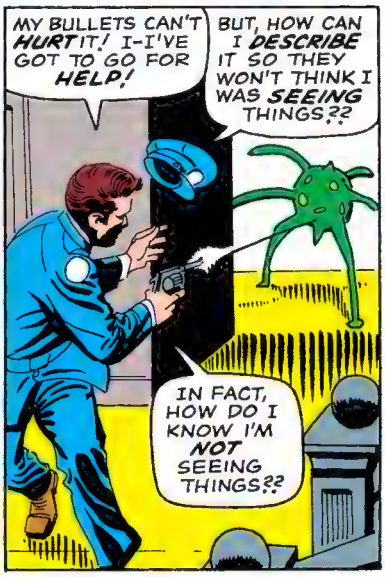

I SHALL DISPATCH IT TO ITS VICTIM NOW--

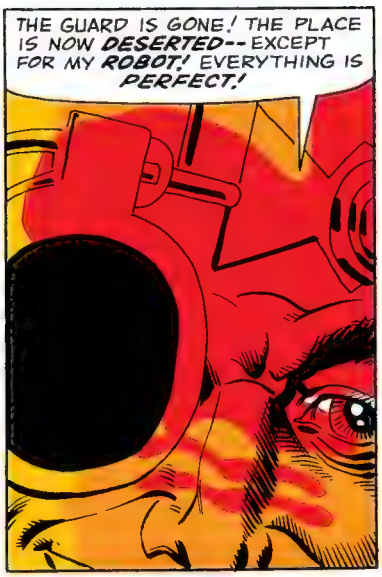

THIS IS THE FIRST STEP OF MY MAGNIFICENT MASTER PLAN OF TOTAL REVENGE!

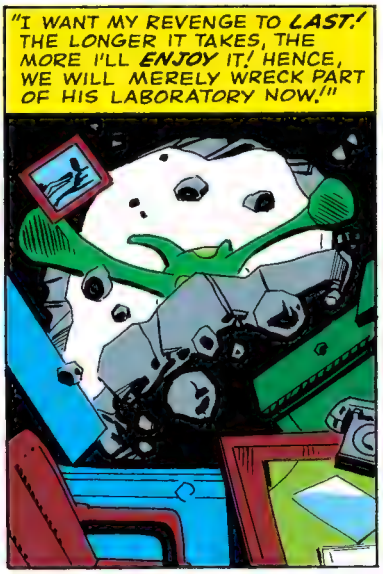
"SEE HOW EFFORTLESSLY IT CAN SCALE HIGH WALLS--!"

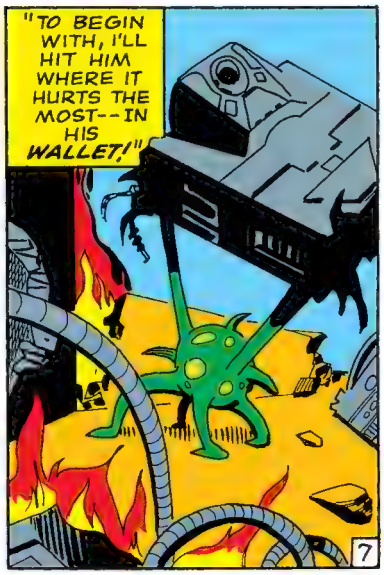

"AND NOW, AT LAST-- IT HAS REACHED ITS GOAL...!"
ELECTRONI

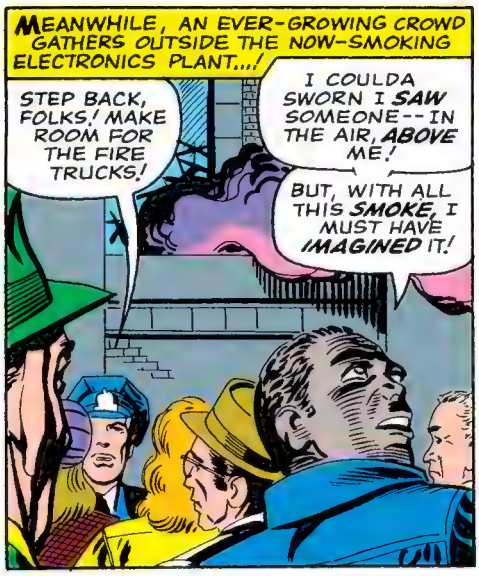
"A GUARD IS APPROACHING --BUT HE'LL BE HELPLESS TO STOP IT!"
WHAT IN THE NAME OF CREATION IS THAT??

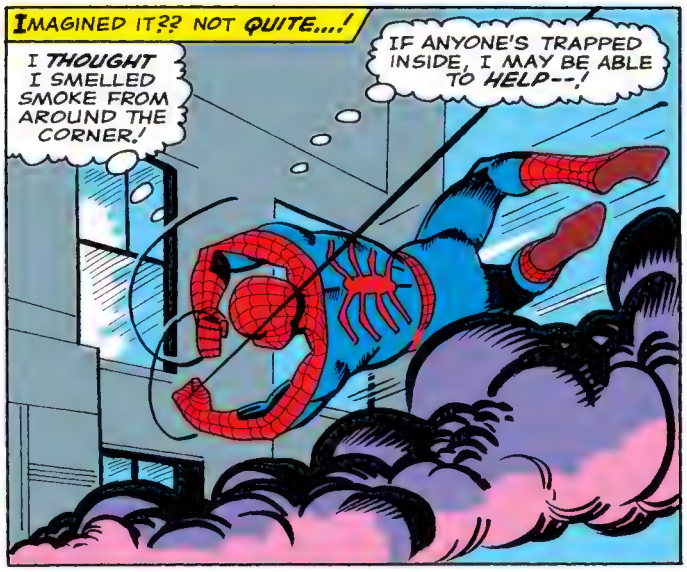

MY BULLETS CAN'T HURT IT! I-I'VE GOT TO GO FOR HELP!
BUT, HOW CAN I DESCRIBE IT SO THEY WON'T THINK I WAS SEEING THINGS??
IN FACT, HOW DO I KNOW I'M NOT SEEING THINGS??

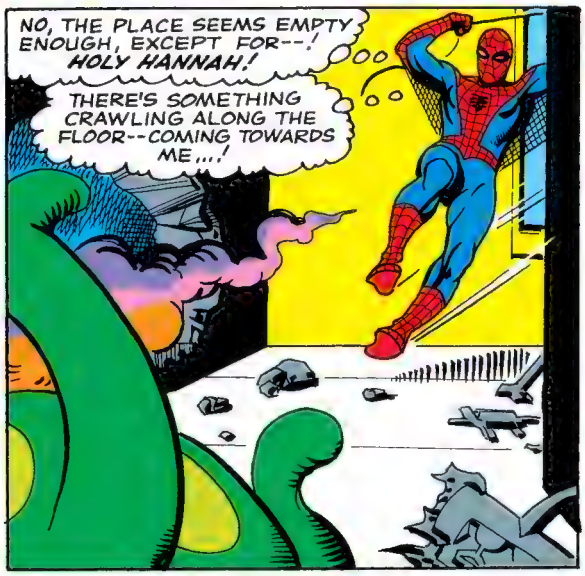

THE GUARD IS GONE! THE PLACE IS NOW DESERTED-- EXCEPT FOR MY ROBOT! EVERYTHING IS PERFECT!

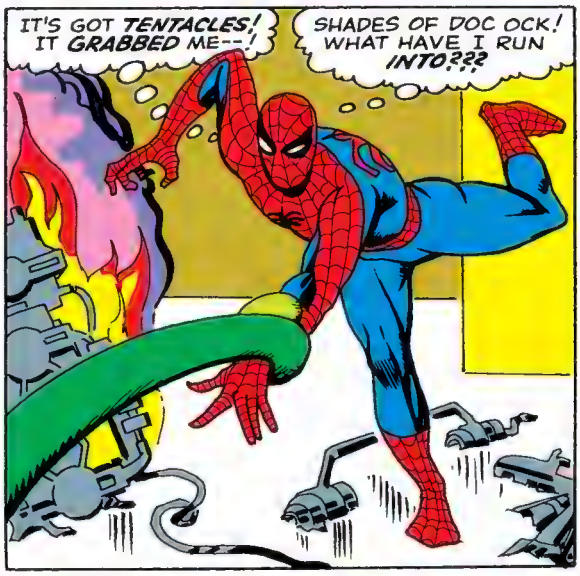

"I WANT MY REVENGE TO LAST! THE LONGER IT TAKES, THE MORE I'LL ENJOY IT! HENCE, WE WILL MERELY WRECK PART OF HIS LABORATORY NOW!"

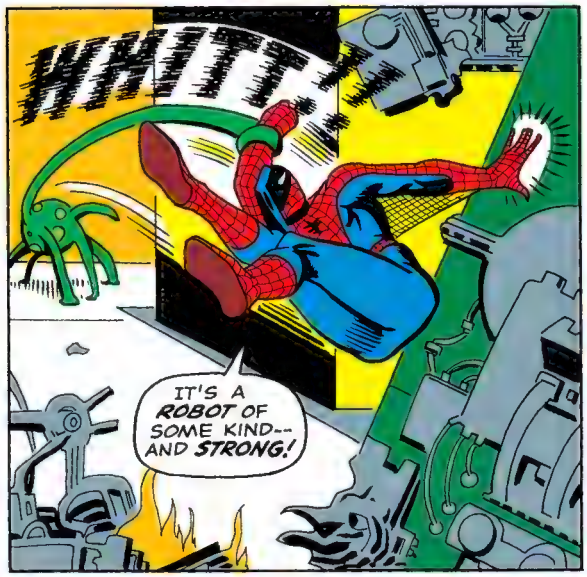

"TO BEGIN WITH, I'LL HIT HIM WHERE IT HURTS THE MOST--IN HIS WALLET!"


MEANWHILE, AN EVER-GROWING CROWD GATHERS OUTSIDE THE NOW-SMOKING ELECTRONICS PLANT...!
STEP BACK, FOLKS! MAKE ROOM FOR THE FIRE TRUCKS!
I COULDA SWORN I SAW SOMEONE--IN THE AIR, ABOVE ME!
BUT, WITH ALL THIS SMOKE, I MUST HAVE IMAGINED IT!


IMAGINED IT?? NOT QUITE...!
I THOUGHT I SMELLED SMOKE FROM AROUND THE CORNER!
IF ANYONE'S TRAPPED INSIDE, I MAY BE ABLE TO HELP--!


NO, THE PLACE SEEMS EMPTY ENOUGH, EXCEPT FOR--! HOLY HANNAH!
THERE'S SOMETHING CRAWLING ALONG THE FLOOR--COMING TOWARDS ME...!


IT'S GOT TENTACLES! IT GRABBED ME--!
SHADES OF DOC OCK! WHAT HAVE I RUN INTO???

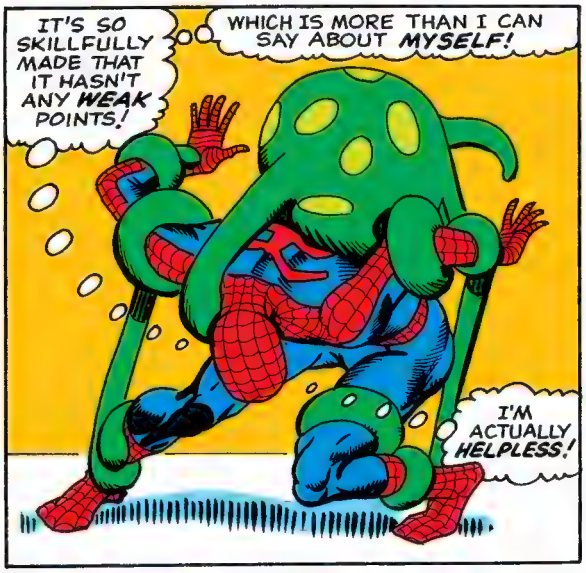

WHIIIT!
IT'S A ROBOT OF SOME KIND--AND STRONG!

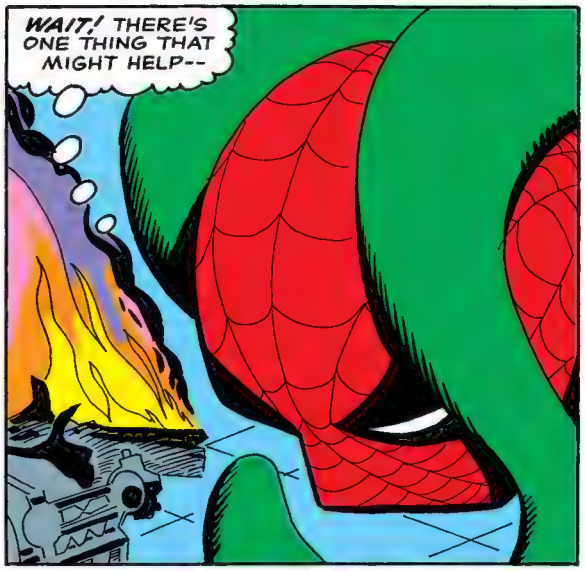
IN FACT, IT'S STRONGER THAN I THOUGHT! I CAN'T PUSH IT, OR PULL IT, OR MAKE IT BUDGE!

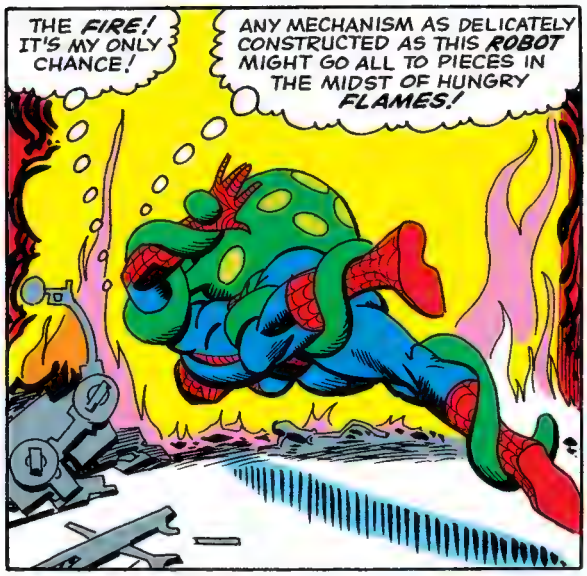
WHOOOFFT!
IT LET GO!
IT CAN MOVE LIKE A STREAK WHEN IT WANTS TO

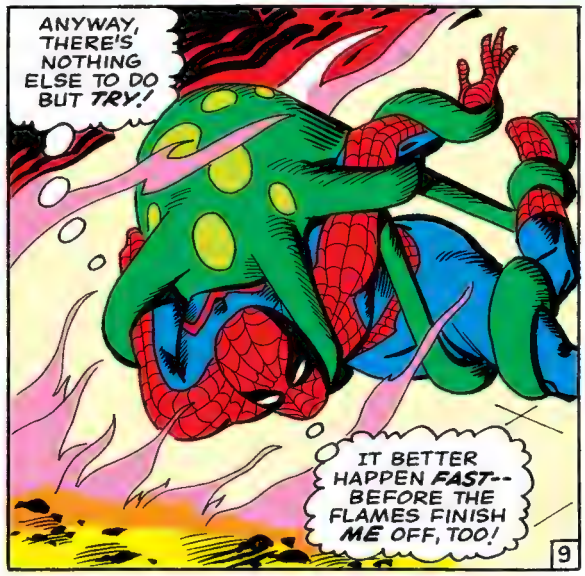
NOW IT'S ON TOP OF ME-- HOLDING ME DOWN-- PRESSING--PRESSING--!

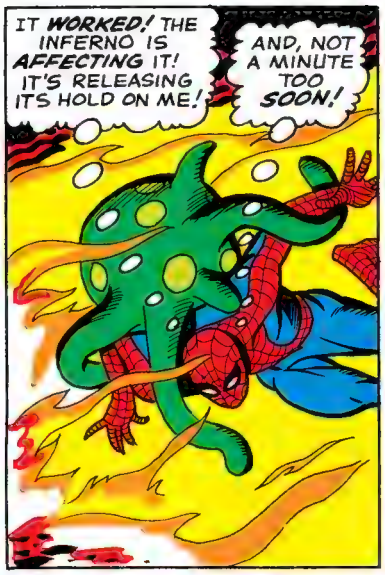
ITS STRENGTH IS TOO EVENLY DISTRIBUTED! UHH--I- CAN'T GET IT OFF!


IT'S SO SKILLFULLY MADE THAT IT HASN'T ANY WEAK POINTS!
WHICH IS MORE THAN I CAN SAY ABOUT MYSELF!
I'M ACTUALLY HELPLESS!


WAIT! THERE'S ONE THING THAT MIGHT HELP--

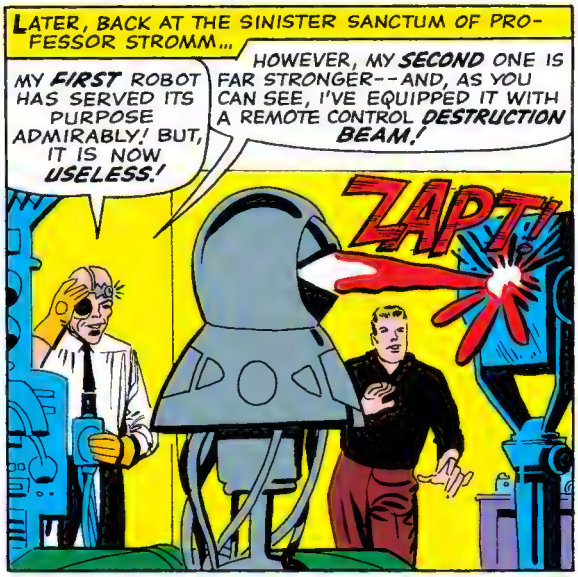

THE FIRE! IT'S MY ONLY CHANCE!
ANY MECHANISM AS DELICATELY CONSTRUCTED AS THIS ROBOT MIGHT GO ALL TO PIECES IN THE MIDST OF HUNGRY FLAMES!

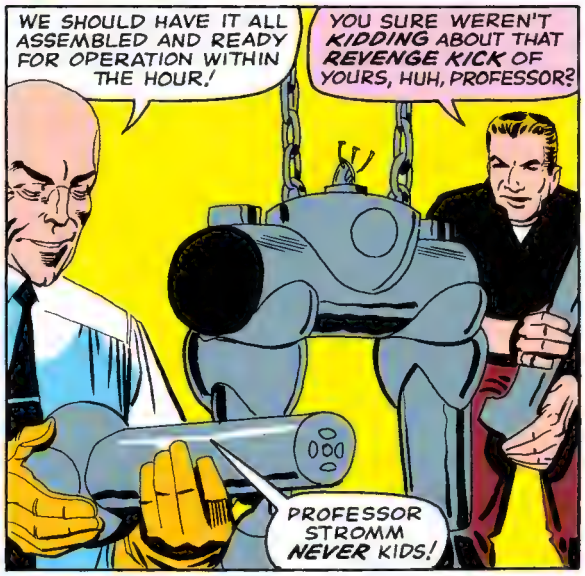

ANYWAY, THERE'S NOTHING ELSE TO DO BUT TRY!
IT BETTER HAPPEN FAST-- BEFORE THE FLAMES FINISH ME OFF, TOO!


IT WORKED! THE INFERNO IS AFFECTING IT! IT'S RELEASING ITS HOLD ON ME!
AND, NOT A MINUTE TOO SOON!

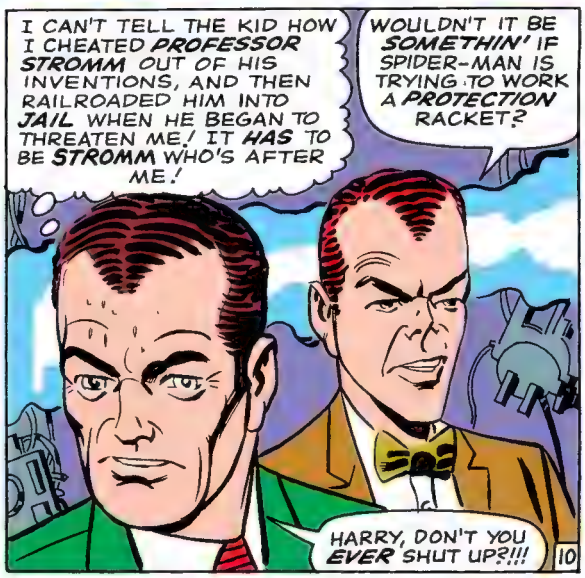
NOW I'D BETTER GET OUT FAST, BEFORE THE ENTIRE BUILDING COLLAPSES!
BUT I'D SURE LIKE TO HAVE LEARNED MORE ABOUT THAT ROBOT!

WELL, I'VE GOT A HUNCH THIS ISN'T THE LAST I'VE SEEN OF IT!
LOOK! IT'S SPIDER-MAN!
SAY! MAYBE HE STARTED THE FIRE!
COULD BE!

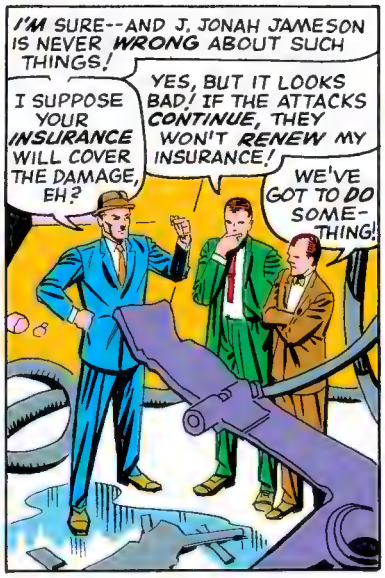

LATER, BACK AT THE SINISTER SANCTUM OF PROFESSOR STROMM...
MY FIRST ROBOT HAS SERVED ITS PURPOSE ADMIRABLY! BUT, IT IS NOW USELESS!
HOWEVER, MY SECOND ONE IS FAR STRONGER--AND, AS YOU CAN SEE, I'VE EQUIPPED IT WITH A REMOTE CONTROL DESTRUCTION BEAM!
ZAP!


WE SHOULD HAVE IT ALL ASSEMBLED AND READY FOR OPERATION WITHIN THE HOUR!
YOU SURE WEREN'T KIDDING ABOUT THAT REVENGE KICK OF YOURS, HUH, PROFESSOR?
PROFESSOR STROMM NEVER KIDS!

AND NOW, WE'VE GOT A SMALL-SCALE SURPRISE FOR YOU! REMEMBER HARRY OSBORN, ONE OF PETER PARKER'S NASTIER SCHOOLMATES?
I DON'T GET IT, DAD? WHY WOULD SPIDER-MAN TRY TO BURN DOWN YOUR PLANT?
DON'T BELIEVE EVERYTHING YOU HEAR, HARRY! IT WASN'T SPIDER-MAN! SOMEONE ELSE WAS BEHIND THIS!
BUT--WHO?
NONE OF YOUR BLASTED BUSINESS!

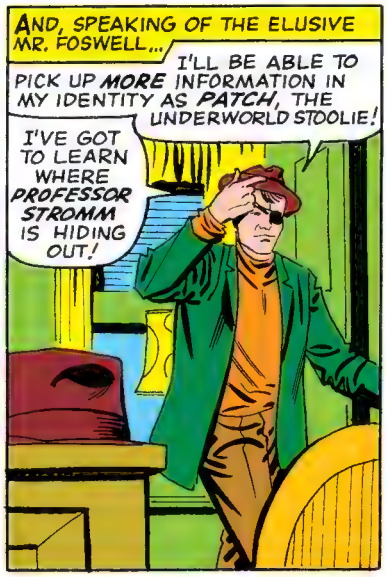

I CAN'T TELL THE KID HOW I CHEATED PROFESSOR STROMM OUT OF HIS INVENTIONS, AND THEN RAILROADED HIM INTO JAIL WHEN HE BEGAN TO THREATEN ME! IT HAS TO BE STROMM WHO'S AFTER ME!
WOULDN'T IT BE SOMETHIN' IF SPIDER-MAN IS TRYING TO WORK A PROTECTION RACKET?
HARRY, DON'T YOU EVER SHUT UP?!!!

AT THAT MOMENT, HIS NOSE FOR NEWS TWITCHING UP A STORM, JOLLY JONAH JAMESON ENTERS OUR SCENE...
I WAS AT OUR CLUB WHEN I HEARD THE NEWS!
DON'T WORRY, NORMAN--SPIDER-MAN WON'T GET AWAY WITH THIS!
WE'RE NOT SURE HE'S THE ONE, JONAH!


I'M SURE--AND J. JONAH JAMESON IS NEVER WRONG ABOUT SUCH THINGS!
I SUPPOSE YOUR INSURANCE WILL COVER THE DAMAGE, EH?
YES, BUT IT LOOKS BAD! IF THE ATTACKS CONTINUE, THEY WON'T RENEW MY INSURANCE!
WE'VE GOT TO DO SOME-THING!

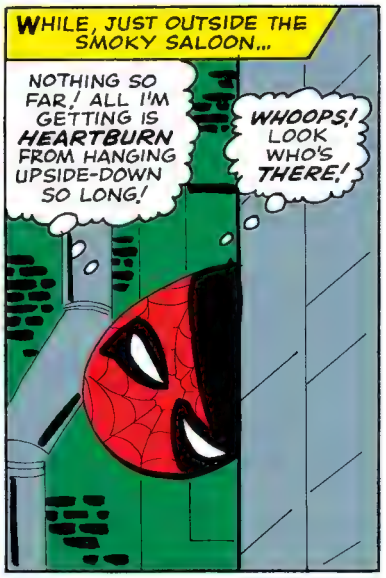
THAT'S A SMART BOY YOU'VE GOT, NORMAN! I LIKE THE WAY HE SUMS UP A SITUATION! HE'LL GO FAR!
HE SHOULD! HE SHOULD!
WELL, IF THERE'S ANY-THING I CAN DO FOR A FELLOW CLUB MEMBER--?
I'LL CALL YOU IF I NEED YOU, JONAH!

MEANWHILE, BLITHELY SWINGING OVER THE SOMNAMBULANT CITY, WE FIND...
THE CHARACTER FOSWELL REFERRED TO MIGHT BE RESPONSIBLE FOR THAT NUTTY ROBOT!
I'D BETTER KEEP TABS ON OL' FOSSY!

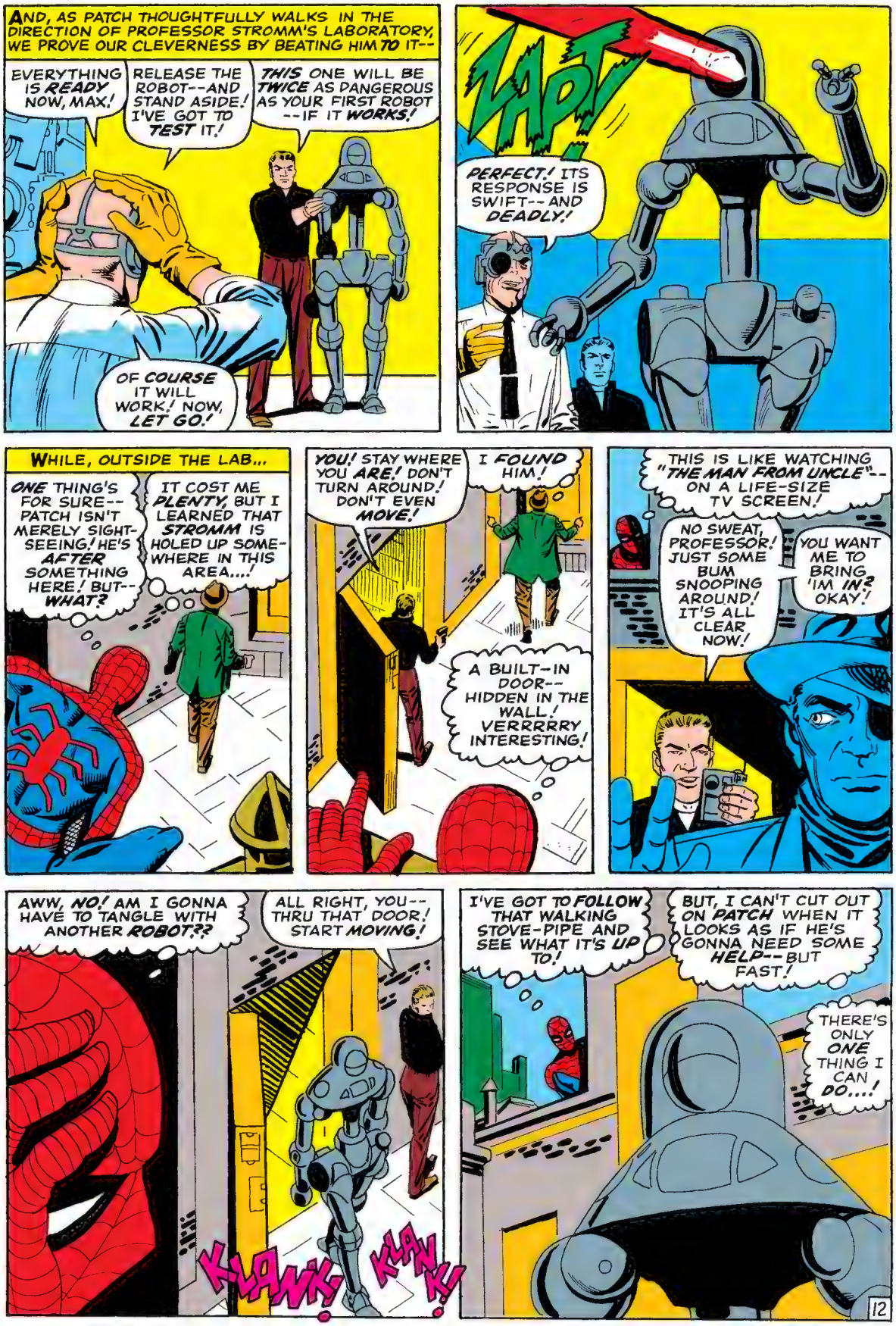

AND, SPEAKING OF THE ELUSIVE MR. FOSWELL...
I'LL BE ABLE TO PICK UP MORE INFORMATION IN MY IDENTITY AS PATCH, THE UNDERWORLD STOOLIE!
I'VE GOT TO LEARN WHERE PROFESSOR STROMM IS HIDING OUT!

THEN, NO SOONER HAS PATCH DEPARTED, WHEN AN UNINVITED CALLER ARRIVES...
JUST MY LUCK! HE CHANGED CLOTHES!
I WONDER IF HE KNEW I HAD MY SPIDER TRACER HIDDEN ON HIS HAT?
WELL, MAYBE I CAN STILL SPOT HIM SOMEHOW!

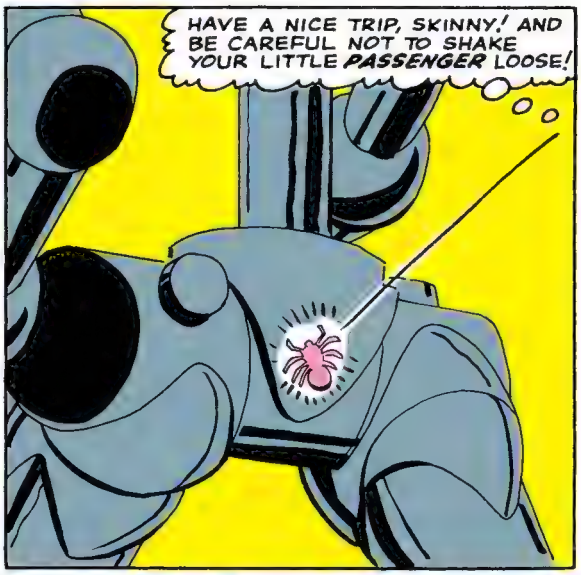
A SHORT TIME LATER, IN ONE OF THE SEEDIER SECTIONS OF TOWN...
WHAT'S DOIN, CHARLIE? HEARD ANY-THING NEW LATELY?
NO! AND EVEN IF I DID, I WOULDN'T SPILL IT TO A PUNK LIKE YOU!
I KNOW YOU WOULDN'T! BUT THERE ARE OTHERS HERE WHO WILL--FOR A PRICE!


WHILE, JUST OUTSIDE THE SMOKY SALOON...
NOTHING SO FAR! ALL I'M GETTING IS HEARTBURN FROM HANGING UPSIDE-DOWN SO LONG!
WHOOPS! LOOK WHO'S THERE!

IT'S THAT STOOLIE --PATCH! MIGHT AS WELL TAIL AFTER HIM TILL I CAN GET A LEAD ON FOSWELL!
I KNEW I'D LEARN SOMETHING! BUT FIRST I'LL CHECK IT OUT BEFORE I CALL THE COPS!


AND, AS PATCH THOUGHTFULLY WALKS IN THE DIRECTION OF PROFESSOR STROMM'S LABORATORY, WE PROVE OUR CLEVERNESS BY BEATING HIM TO IT--
EVERYTHING IS READY NOW, MAX!
RELEASE THE ROBOT--AND STAND ASIDE! I'VE GOT TO TEST IT!
THIS ONE WILL BE TWICE AS DANGEROUS AS YOUR FIRST ROBOT --IF IT WORKS!
OF COURSE IT WILL WORK! NOW, LET GO!
ZAPT
PERFECT! ITS RESPONSE IS SWIFT--AND DEADLY!
WHILE, OUTSIDE THE LAB...
ONE THING'S FOR SURE--PATCH ISN'T MERELY SIGHT-SEEING! HE'S AFTER SOMETHING HERE! BUT--WHAT?
IT COST ME PLENTY, BUT I LEARNED THAT STROMM IS HOLED UP SOMEWHERE IN THIS AREA....!
YOU! STAY WHERE YOU ARE! DON'T TURN AROUND! DON'T EVEN MOVE!
I FOUND HIM!
A BUILT-IN DOOR--HIDDEN IN THE WALL! VERRRRY INTERESTING!
THIS IS LIKE WATCHING "THE MAN FROM UNCLE"--ON A LIFE-SIZE TV SCREEN!
NO SWEAT, PROFESSOR! JUST SOME BUM SNOOPING AROUND! IT'S ALL CLEAR NOW!
YOU WANT ME TO BRING 'IM IN? OKAY!
AWW, NO! AM I GONNA HAVE TO TANGLE WITH ANOTHER ROBOT??
ALL RIGHT, YOU--THRU THAT DOOR! START MOVING!
KLANK! KLANK!
I'VE GOT TO FOLLOW THAT WALKING STOVE-PIPE AND SEE WHAT IT'S UP TO!
BUT, I CAN'T CUT OUT ON PATCH WHEN IT LOOKS AS IF HE'S GONNA NEED SOME HELP--BUT FAST!
THERE'S ONLY ONE THING I CAN DO....!
12

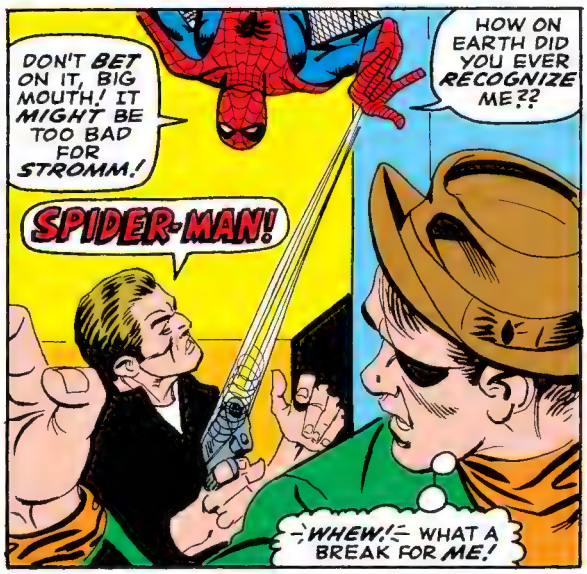
I'LL USE ANOTHER STICKY SPIDEY TRACER TO KEEP TRACK OF THE ROBOT, NO MATTER WHERE IT GOES!
BOY! AM I GLAD I DREAMED THESE LITTLE GADGETS UP! THEY'RE WORTH THEIR WEIGHT IN WEB FLUID!

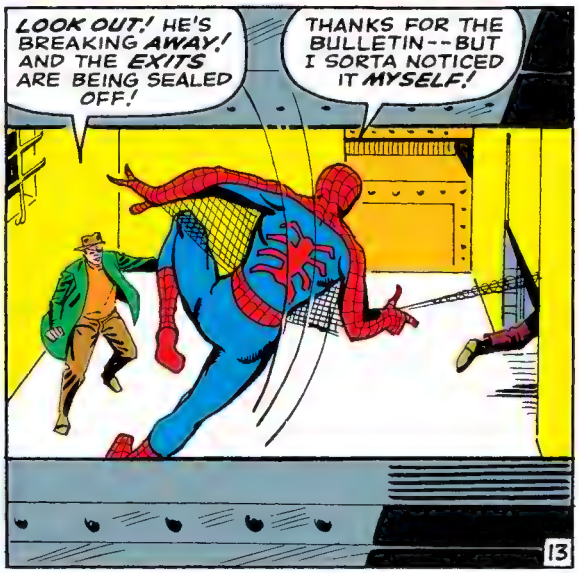

HAVE A NICE TRIP, SKINNY! AND BE CAREFUL NOT TO SHAKE YOUR LITTLE PASSENGER LOOSE!

NOW TO SEE WHERE HE'S TAKING PATCH!

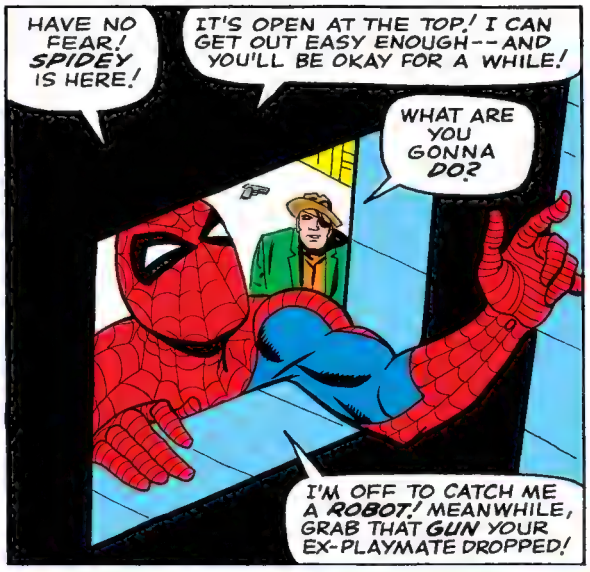
DON'T TURN AROUND, MISTER--JUST TALK! WHAT WERE YA SNOOPING AROUND HERE FOR?
I SAID TALK--I'M NOT HOLDING THIS GUN JUST TO KEEP MY FINGERS COMPANY!

CALM DOWN, FELLA! I DIDN'T MEAN ANY HARM! I JUST WANTED TO FIND PROFESSOR STROMM--SO'S I COULD GET A JOB WITH HIM!
SO YOU KNOW ABOUT THE PROFESSOR, HUH? THAT'S TOO BAD, MISTER--TOO BAD FOR YOU!

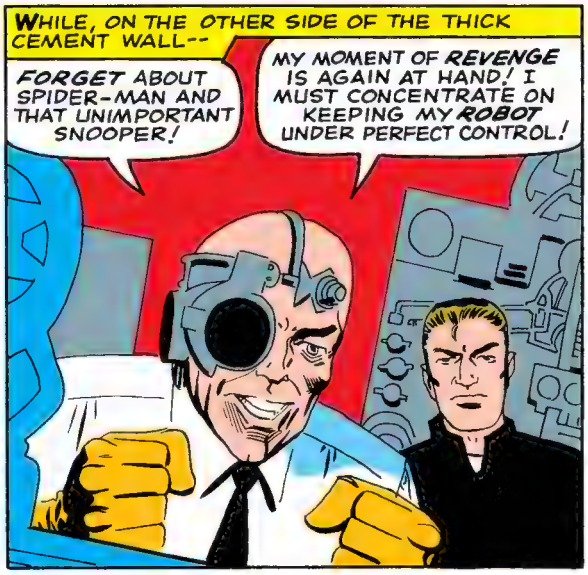

DON'T BET ON IT, BIG MOUTH! IT MIGHT BE TOO BAD FOR STROMM!
SPIDER-MAN!
HOW ON EARTH DID YOU EVER RECOGNIZE ME??
WHEW! WHAT A BREAK FOR ME!


LOOK OUT! HE'S BREAKING AWAY! AND THE EXITS ARE BEING SEALED OFF!
THANKS FOR THE BULLETIN--BUT I SORTA NOTICED IT MYSELF!

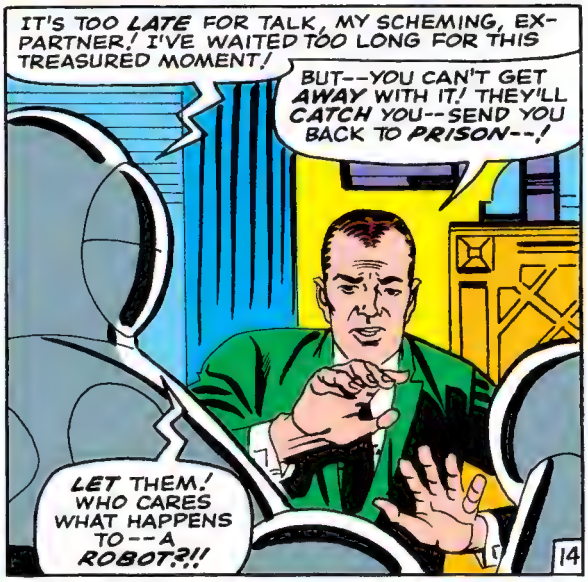
I WAS A FOOL TO LET HIM TRAP ME THIS WAY! WE'LL NEVER BREAK OUT!
SURE WE WILL! WE'RE THE GOOD GUYS, AREN'T WE?
THIS AIR SHAFT IS JUST WHAT WE NEED!

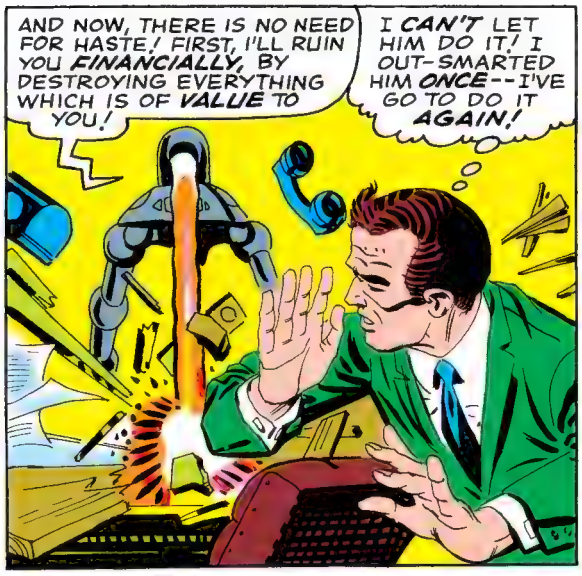

HAVE NO FEAR! SPIDEY IS HERE!
IT'S OPEN AT THE TOP! I CAN GET OUT EASY ENOUGH--AND YOU'LL BE OKAY FOR A WHILE!
WHAT ARE YOU GONNA DO?
I'M OFF TO CATCH ME A ROBOT! MEANWHILE, GRAB THAT GUN YOUR EX-PLAYMATE DROPPED!

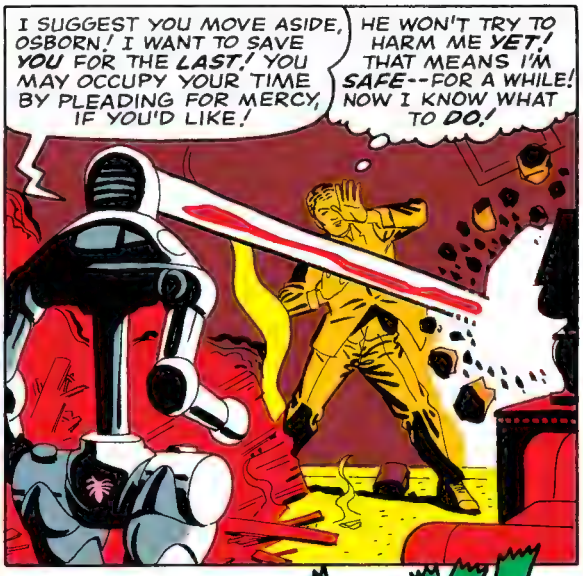
I'VE GOTTA LATCH ON TO THAT WALKING PILE OF NUTS AND BOLTS BEFORE IT DOES ANY DAMAGE!
AND, WITH MY LITTLE SPIDEY TRACER ZEROING ME IN, IT CAN'T TAKE MORE THAN A FEW MINUTES!

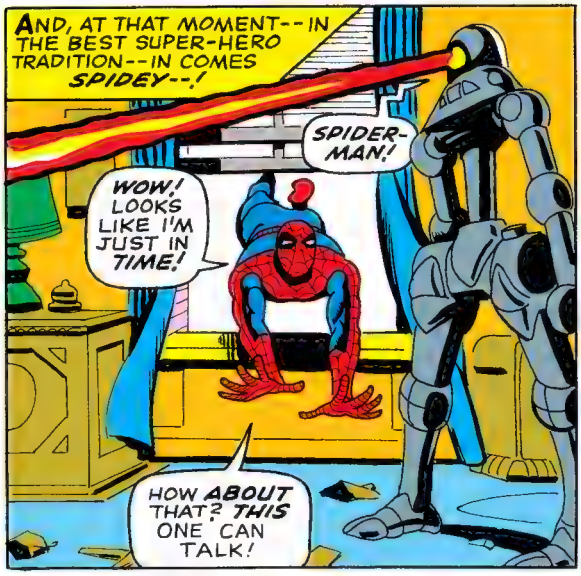

WHILE, ON THE OTHER SIDE OF THE THICK CEMENT WALL--
FORGET ABOUT SPIDER-MAN AND THAT UNIMPORTANT SNOOPER!
MY MOMENT OF REVENGE IS AGAIN AT HAND! I MUST CONCENTRATE ON KEEPING MY ROBOT UNDER PERFECT CONTROL!

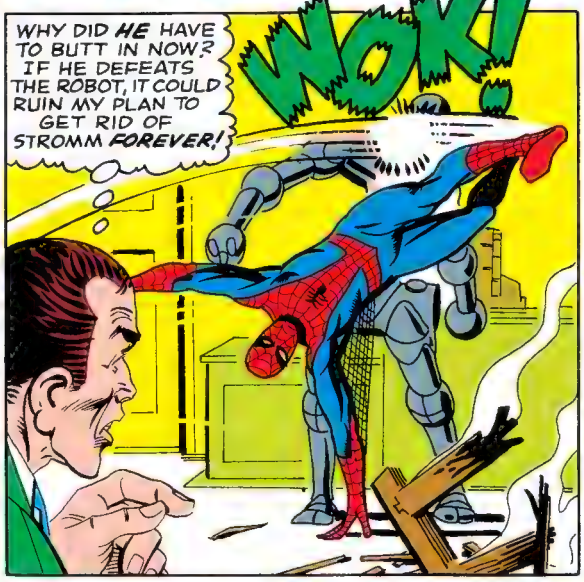
SO, IT'S SCENE-SWITCHING TIME AGAIN--
CRASH
I HAVE RETURNED AGAIN, OSBORN! SURELY YOU REMEMBER MY THREAT--!
NO! WAIT! DON'T DO IT! LET'S TALK IT OVER--!

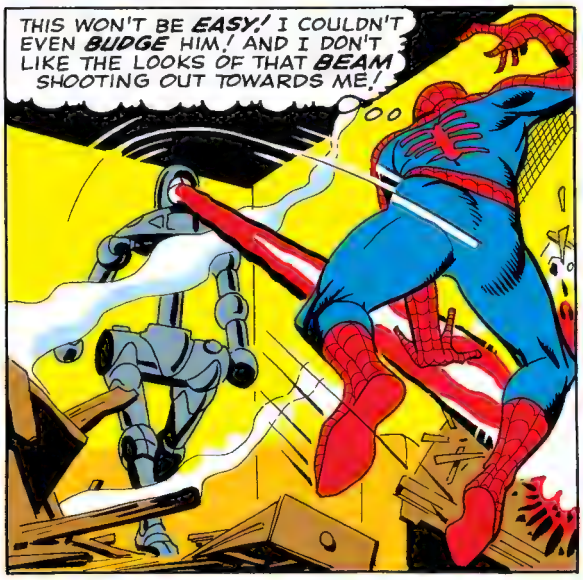

IT'S TOO LATE FOR TALK, MY SCHEMING, EX-PARTNER! I'VE WAITED TOO LONG FOR THIS TREASURED MOMENT!
BUT--YOU CAN'T GET AWAY WITH IT! THEY'LL CATCH YOU--SEND YOU BACK TO PRISON--!
LET THEM! WHO CARES WHAT HAPPENS TO--A ROBOT?!!

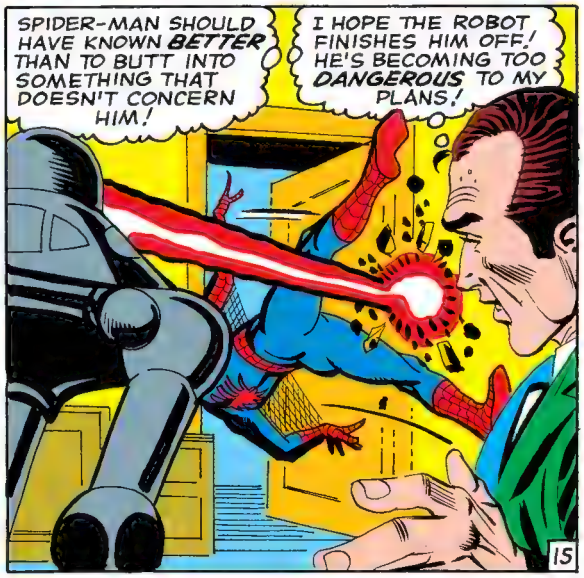

AND NOW, THERE IS NO NEED FOR HASTE! FIRST, I'LL RUIN YOU FINANCIALLY, BY DESTROYING EVERYTHING WHICH IS OF VALUE TO YOU!
I CAN'T LET HIM DO IT! I OUT-SMARTED HIM ONCE--I'VE GO TO DO IT AGAIN!

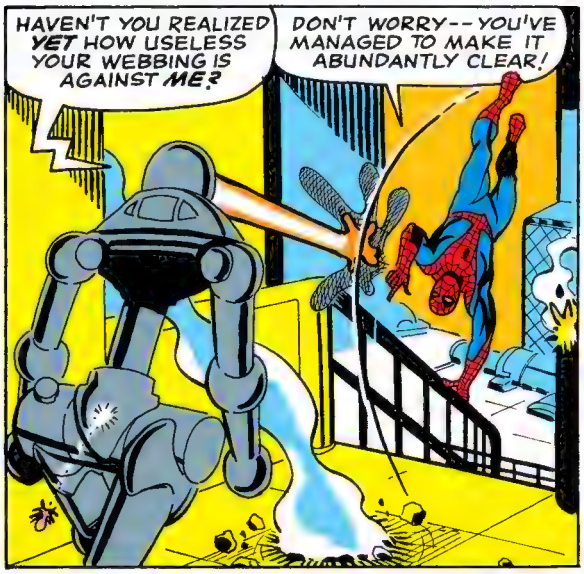

I SUGGEST YOU MOVE ASIDE, OSBORN! I WANT TO SAVE YOU FOR THE LAST! YOU MAY OCCUPY YOUR TIME BY PLEADING FOR MERCY, IF YOU'D LIKE!
HE WON'T TRY TO HARM ME YET! THAT MEANS I'M SAFE--FOR A WHILE! NOW I KNOW WHAT TO DO!

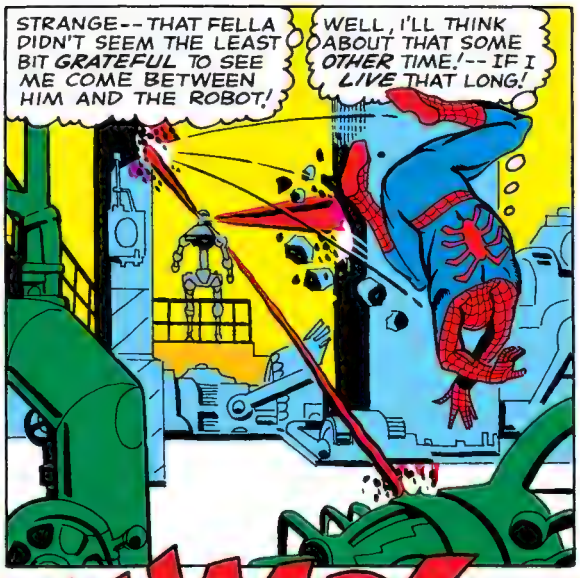

AND, AT THAT MOMENT--IN THE BEST SUPER-HERO TRADITION--IN COMES SPIDEY--!
SPIDER-MAN!
WOW! LOOKS LIKE I'M JUST IN TIME!
HOW ABOUT THAT? THIS ONE CAN TALK!

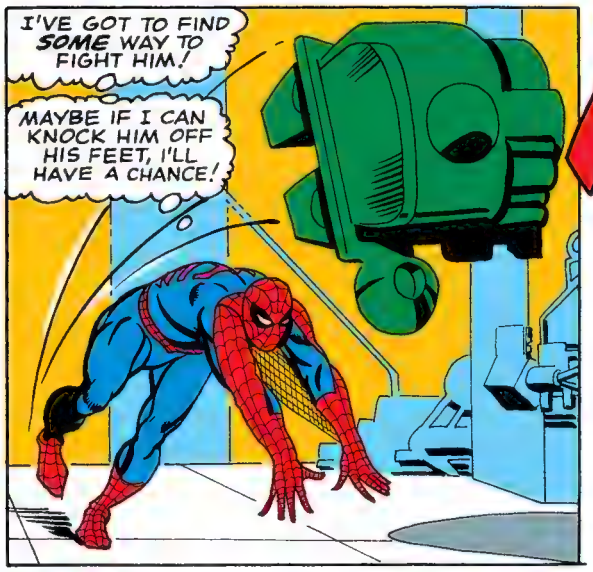

WHY DID HE HAVE TO BUTT IN NOW? IF HE DEFEATS THE ROBOT, IT COULD RUIN MY PLAN TO GET RID OF STROMM FOREVER!
WOK!

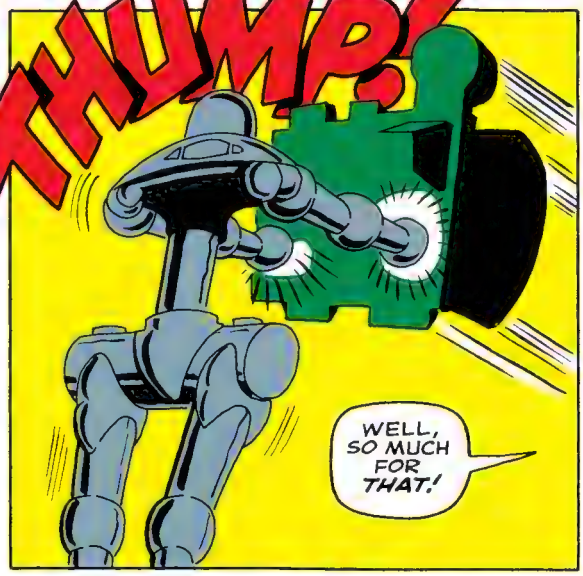

THIS WON'T BE EASY! I COULDN'T EVEN BUDGE HIM! AND I DON'T LIKE THE LOOKS OF THAT BEAM SHOOTING OUT TOWARDS ME!

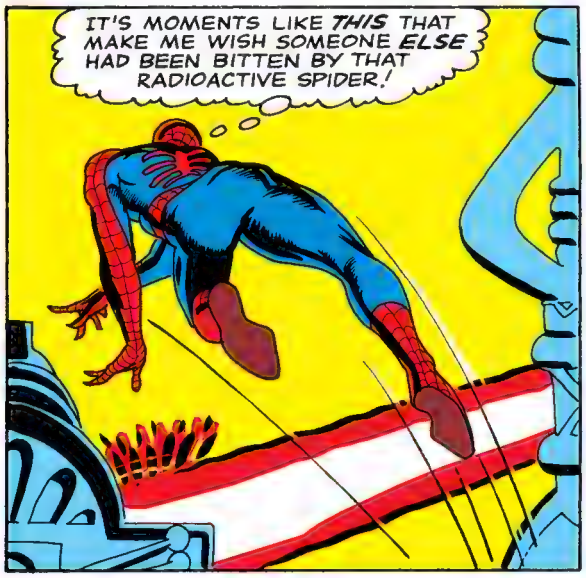

SPIDER-MAN SHOULD HAVE KNOWN BETTER THAN TO BUTT INTO SOMETHING THAT DOESN'T CONCERN HIM!
I HOPE THE ROBOT FINISHES HIM OFF! HE'S BECOMING TOO DANGEROUS TO MY PLANS!

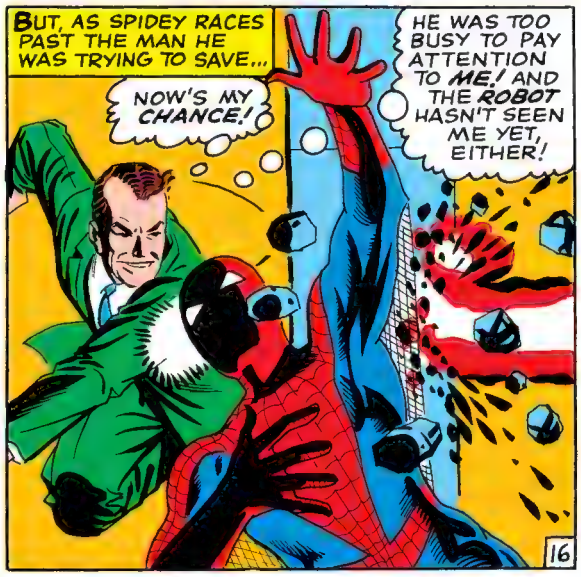

HAVEN'T YOU REALIZED YET HOW USELESS YOUR WEBBING IS AGAINST ME?
DON'T WORRY--YOU'VE MANAGED TO MAKE IT ABUNDANTLY CLEAR!


STRANGE--THAT FELLA DIDN'T SEEM THE LEAST BIT GRATEFUL TO SEE ME COME BETWEEN HIM AND THE ROBOT!
WELL, I'LL THINK ABOUT THAT SOME OTHER TIME!--IF I LIVE THAT LONG!

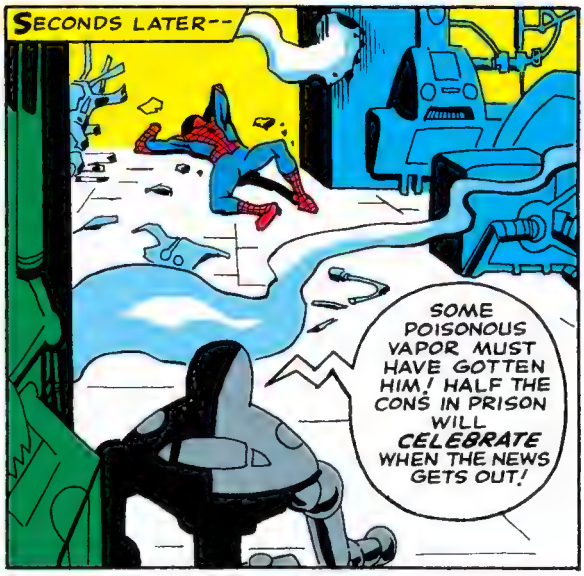

I'VE GOT TO FIND SOME WAY TO FIGHT HIM!
MAYBE IF I CAN KNOCK HIM OFF HIS FEET, I'LL HAVE A CHANCE!


THUMP!
WELL, SO MUCH FOR THAT!

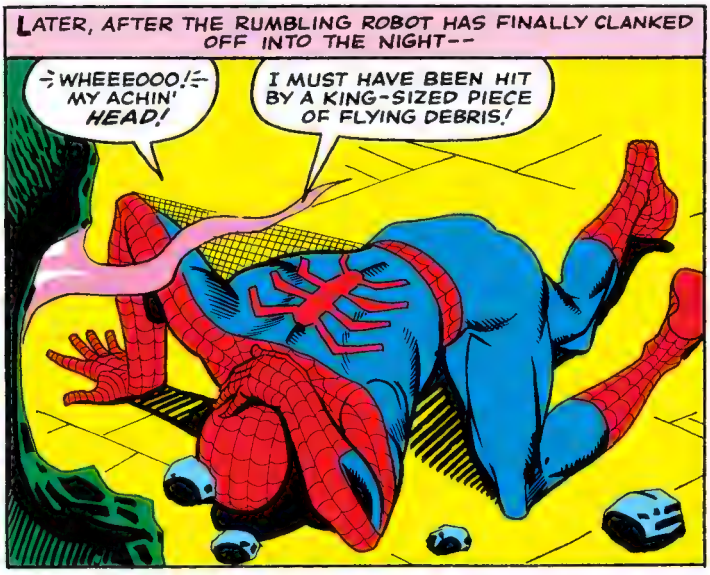

IT'S MOMENTS LIKE THIS THAT MAKE ME WISH SOMEONE ELSE HAD BEEN BITTEN BY THAT RADIOACTIVE SPIDER!

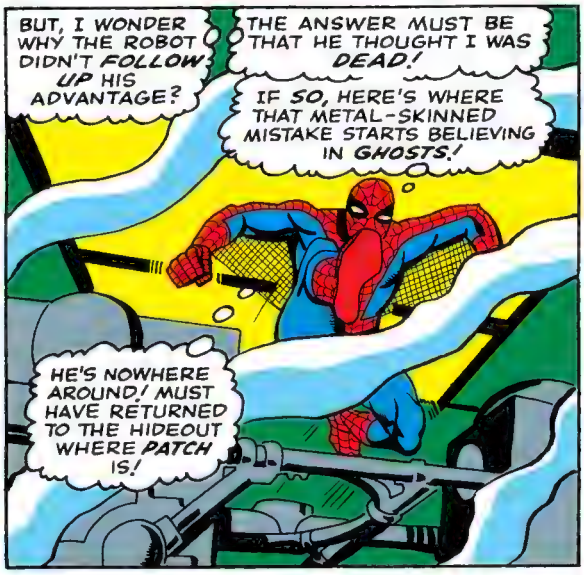

BUT, AS SPIDEY RACES PAST THE MAN HE WAS TRYING TO SAVE...
NOW'S MY CHANCE!
HE WAS TOO BUSY TO PAY ATTENTION TO ME! AND THE ROBOT HASN'T SEEN ME YET, EITHER!

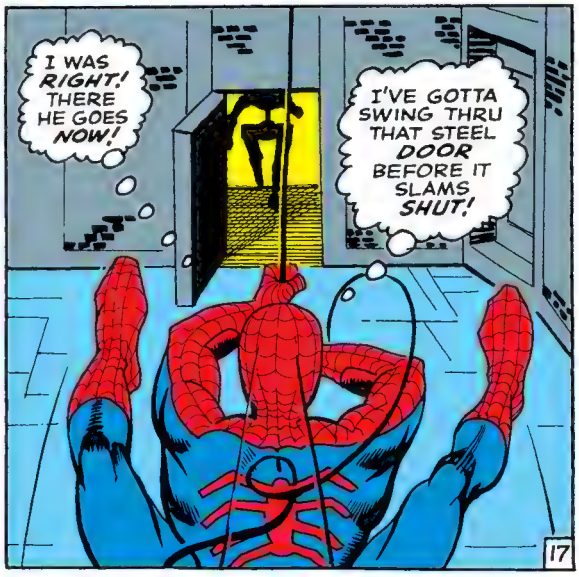
IF THAT BLOW DIDN'T FINISH HIM OFF, I'LL LET THE ROBOT DO THE JOB!
AS FOR ME--I'VE GOT A LOT TO DO NOW!

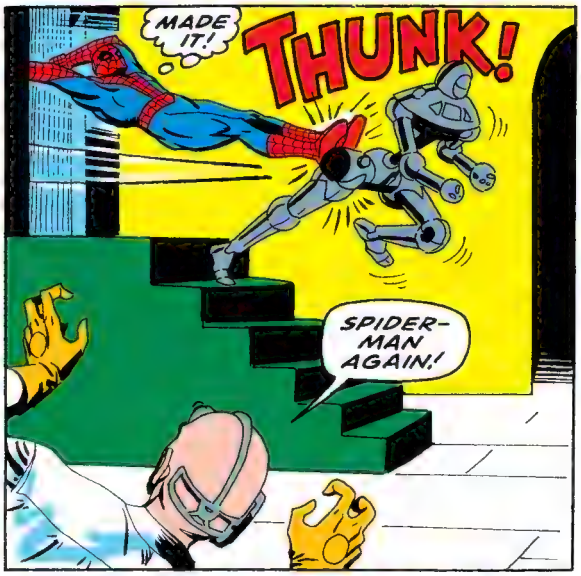

SECONDS LATER--
SOME POISONOUS VAPOR MUST HAVE GOTTEN HIM! HALF THE CONS IN PRISON WILL CELEBRATE WHEN THE NEWS GETS OUT!

BUT, IT LOOKS AS THOUGH OSBORN GOT AWAY! I'LL DESTROY HIS PLANT WHILE HE'S GONE--JUST AS I'D PLANNED TO DO!

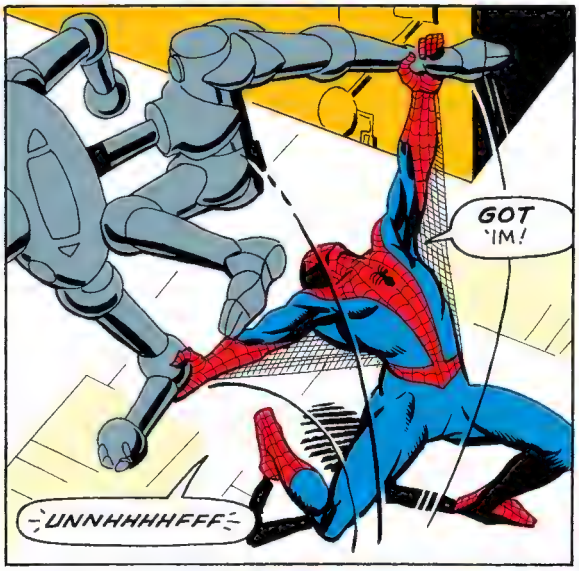

LATER, AFTER THE RUMBLING ROBOT HAS FINALLY CLANKED OFF INTO THE NIGHT--
WHEEEOOO! MY ACHIN' HEAD!
I MUST HAVE BEEN HIT BY A KING-SIZED PIECE OF FLYING DEBRIS!

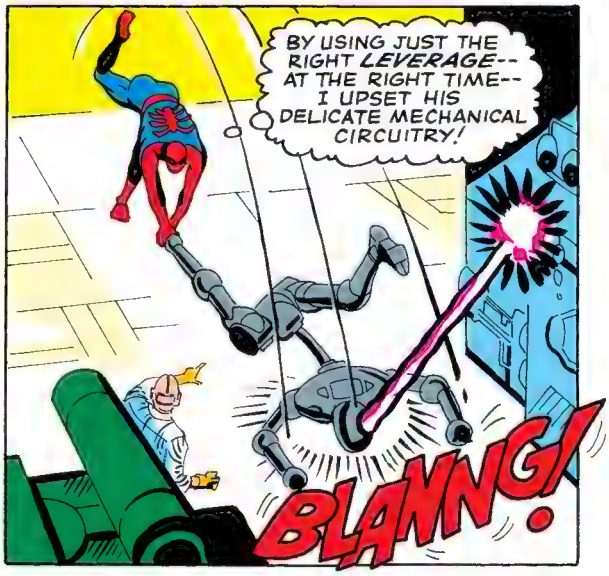

BUT, I WONDER WHY THE ROBOT DIDN'T FOLLOW UP HIS ADVANTAGE?
THE ANSWER MUST BE THAT HE THOUGHT I WAS DEAD!
IF SO, HERE'S WHERE THAT METAL-SKINNED MISTAKE STARTS BELIEVING IN GHOSTS!
HE'S NOWHERE AROUND! MUST HAVE RETURNED TO THE HIDEOUT WHERE PATCH IS!


I WAS RIGHT! THERE HE GOES NOW!
I'VE GOTTA SWING THRU THAT STEEL DOOR BEFORE IT SLAMS SHUT!


MADE IT!
THUNK!
SPIDER-MAN AGAIN!

YOU SAID THAT WRONG, MISTER! IT'S SPIDER-MAN STILL!
IT'S NOW OR NEVER! CAN'T WAIT FOR THAT BEAM TO HIT ME!


GOT 'IM!
-UNNHHHHFFF-

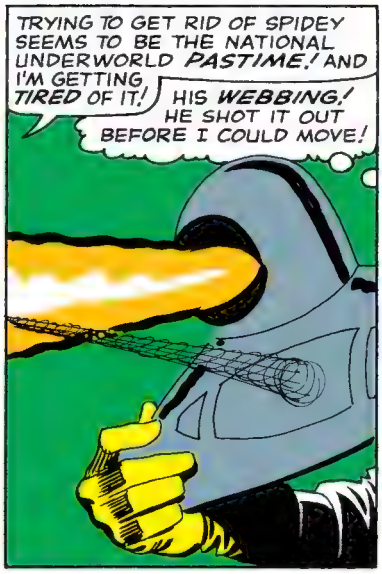

BY USING JUST THE RIGHT LEVERAGE-- AT THE RIGHT TIME-- I UPSET HIS DELICATE MECHANICAL CIRCUITRY!
BLANNG!

THAT DOES IT! HE SMASHED INTO THE POWER CONTROL UNITS!
STAY WHERE YOU ARE, PROFESSOR! IT'S WRAP-UP TIME!

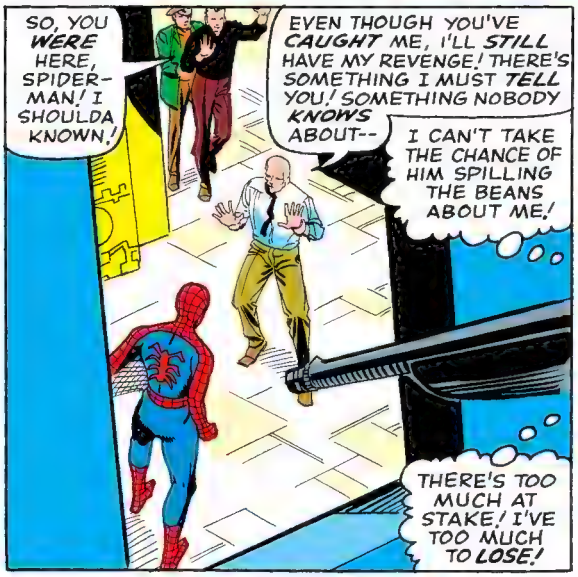
THE STEEL WINDOW IS OPENING! THEY MUST BE COMING FOR ME!
WHY IN BLAZES DIDN'T SPIDER-MAN GET BACK HERE IN TIME?

IT'S THE HOOD WHO CAUGHT ME! BUT, HE LOOKS SCARED ABOUT SOMETHING! HE DOESN'T EVEN REMEMBER I'M HERE!
STROMM CAN'T PAY ME ENOUGH TO STAY AND FACE SPIDER-MAN!
I'M CUTTIN' OUT WHILE I CAN!

BUT, BACK AT THE RANCH...
HAH! THE ROBOT'S HEAD IS STILL UNDAMAGED! I'LL GET RID OF YOU YET!
WANNA KNOW SOMETHING, STROMM--?


TRYING TO GET RID OF SPIDEY SEEMS TO BE THE NATIONAL UNDERWORLD PASTIME! AND I'M GETTING TIRED OF IT!
HIS WEBBING! HE SHOT IT OUT BEFORE I COULD MOVE!

WHIZZ!
SORRY! THAT'S THE BALL GAME!

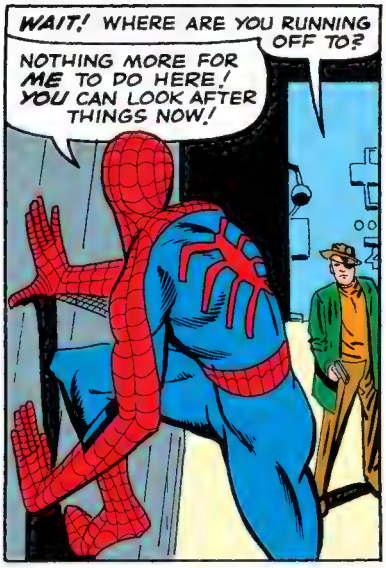

SO, YOU WERE HERE, SPIDER-MAN! I SHOULDA KNOWN!
EVEN THOUGH YOU'VE CAUGHT ME, I'LL STILL HAVE MY REVENGE! THERE'S SOMETHING I MUST TELL YOU! SOMETHING NOBODY KNOWS ABOUT--
I CAN'T TAKE THE CHANCE OF HIM SPILLING THE BEANS ABOUT ME!
THERE'S TOO MUCH AT STAKE! I'VE TOO MUCH TO LOSE!

MY SPIDER SENSE! IT'S TINGLING! A GUN--AT THAT WINDOW!
LOOK OUT!
ANOTHER SECOND WOULD HAVE BEEN TOO LATE! HE'S ALL SET TO FIRE!

WHOEVER IT IS, I CAN'T LET HIM GET AWAY!
OOOHHHHH...

IT DOESN'T MAKE SENSE! IT ONLY TOOK ME TWO SECONDS TO GET UP HERE!
HOW COULD HE HAVE VANISHED SO SOON??

AND, HOW DID HE GET UP THERE IN THE FIRST PLACE? THERE WAS NO ROPE--NO LADDER--NO SOUND OF A HELICOPTER--!
UH OH! NOW WHAT HAPPENED TO HIM??
HE'S DEAD! LOOKS LIKE A HEART ATTACK TO ME!



NEXT ISH:
WHILE WAITING TO SEE MORE OF THE MYSTERIOUS MR. OSBORN, WE'LL TOSS A NEW VILLAIN AT YOU! 'NUFF SAID!

THE SPIDER'S WEB

Dear Stan,

I'm a member of the M.M.M.S. (who isn't??), and I know it is my duty to grind any Marvel critic to dust with the power of the Hulk. But, for the good of Marvel, I must point out an inconsistency in your peerless epics. To wit: every time you introduce a new villain, he ALMOST defeats the hero—or heroes. But when said villain returns, in all subsequent issues, he has less strength, and the story less action. Doctor Octopus is an example. When he first appeared, he clobbered Spidey without trying—if Spidey hadn't managed to fuse two of Doc Ock's arms, it would have been the Web-head's end. But, in SPIDER-MAN #32, it took Spidey a short 10 panels to finish the doctor. So . . . please don't let the bad guys degenerate into creampuffs. In the eternal words of Daniel Klofmier—"Roses are red, Violets are blue; I'll take Marvels and leave nothing for you."

Larry Rizzutti, 177 Grove
Mt. Kisco, N.Y.

An award-winning verse if ever we heard one, Larry! But, don't worry, lad—our villains aren't turning into creampuffs—it's just that Spidey gets more battle-wise and more skillful with each passing day! In fact, he may some day be a match for Artie Simek himself!

Dear Stan,

As I was sitting in my living room after finishing a MARVELous dinner, and watching my boob tube, I got an interesting surprise. My co-idol (with Spidey) Soupy Sales was wrapping up his show with a man-at-the-door scene. In it, the man knocked at the door and asked Soupy for help. Why? He said, "My wife thinks she's Spider-Man!" I thought to myself, "It's got to be someone else." The bit continues with Soupy asking the man why he didn't take his wife to a psychiatrist. "Because," says the man, "I can't get her off the cardboard!" He then swings in one of your fantabulous pin-ups of Spidey, mounted on cardboard. It shows how widespread your fame is. After all, how many magazines get plugged by one of the country's biggest teenage idols?

Chris Gorley, 1160 Burke Ave.
New York, N.Y.

That's only the beginning, Chris! Wouldn't you be surprised to see L.B.J. standing in front of a Marvel pin-up at his next press conference? Well, just between us, tiger—so would *we!*

Dear Stan,

Spidey used to be number one on my list, but now I'll take the F.F. any day over Mr. Web-spinner. I have enough worries of my own without seeing Spidey get so psyched-out each month. First, it's Betty, then Aunt May—next, it'll be mid-term exams. Why don't you just turn Juggernaut loose on Spidey and get it over with? That'll calm him down. Your SPIDER-MAN mag is degenerating to the point where it is no longer fraught with the splendor and the charged essence of a super-hero thriller. Recently, poor Peter has been more of a tragic hero. Please restore Spidey to the level of greatness he achieved, for example, in his first battle with the Scorpion. Why can't he get squared-away with Betty, buy Aunt May a nice apartment in a condominium, and settle down to some good old life-and-death struggles?

Bill Dargan, 3502 Vista Drive
Manhattan Beach, Calif.

Great idea, Billy boy! Spidey vs. Juggernaut! Why didn't *we* think of that? And to make you happy, we'll let it take place in that condominium you want Pete to buy! Howzat? But, don't hold your breath waiting—it may take a while for us to work out some small details (like trying to remember who Juggy *is*, and in which mag we've previously used him!). As for you preferring the F.F. to Spidey—you can't make *us* mad! We sort-of have a vested interest in *that* one, too—remember?

Dear Stan,

Congratulations! SPIDER-MAN #33 was indeed "one of the most thoroughly satisfying SPIDER-MAN sagas (we) have ever thrilled to," just like you said! I want to congratulate everyone credited with this marvelous issue. The art, which had dropped below peak excellence, was again at its original best. The story was one of the most dramatic and action-filled ever introduced into the pages of SPIDER-MAN. The lettering was better than usual—I couldn't find one mistake! I have only one request. Let Spidey reveal his secret identity. To whom? Why, to Dr. Connors, of course! He is the only one that I have ever seen in any Spidey adventure trustworthy enough for this responsibility. Also, it wouldn't put him in danger, since no one would have to know (except us!). I missed him as the Lizard-Man, but what I have seen of him in the last two issues convinces me that he is indeed one of Spider-Man's friends. How about it?

Fred Waiss, 876 S. Williams
Denver, Colo.

Poll time! Waddaya say, frantic ones? (A) Do you want to see more of Doc Connors (the Lizard-Man of ish #6, and more recently seen in #33)? And (B) Should Spidey divulge his secret identity to Connors? Let us know as soon as you can, because we hate to keep Freddie waiting!

Dear Stan,

There are no words in the English language to describe SPIDER-MAN #32. The suspense kept me on edge from the first page. Of course, every loyal Spidey fan knows that the transfusion referred to on page 4, panel 7, was from SPIDER-MAN #10, one of your greatest masterpieces. You guys had better start sending some annuals over here for us Canadians. I don't think I can bear missing MARVEL COLLECTORS' ITEM CLASSICS.

Paul McLoughlin
Canadian Forces, Soest, Germany

***We* can't bear anyone missing it either, Paul! Mostly because we're greedy! We've told our distributor to send a whole kaboodle of copies your way on the double, because any guy who can remember the two-year-old ish number of Spidey's transfusion deserves nothing but the very best!**

Dear Stan,

It's after three in the morning and I should have been in bed four hours ago, but with my schedule I may not get another chance to write, and I *have* to comment on the latest issue of Spidey—"The Final Chapter." I'm quite sure that you'll get complaints on the story. Spidey saves himself and Aunt May by efforts which are not only super-human, but also super-Spider-Man. People will say that you've cheated, that you've filched Brand X's old trick of making the super-hero more super when it suits you, no matter how deus-ex-machina it makes the plot. But, here's one loyal fan who knows better. Couple of years ago I met

a girl and fell in love with her instantly. I didn't know why, then. I do now. She had a particularly tough childhood. Hundreds of times she could have given in to pain, fear, self-pity. But when I look into her eyes, I see a strength, an integrity to herself that, quite literally, won't quit. I stand in awe. After seeing a world full of whiners and quitters, you get sort-of used to it—it seems natural—and you feel astonished—actually stunned—to see something so beautiful you want to laugh and cry and go around telling everyone that you found what it is that makes life worthwhile. And then it dawned on me, that to be *able* to see and appreciate that integrity, one had to be capable of it oneself. So I have an idea what Spidey has been going through—and Namor, and Iron-Man, and some of the others. And I know that, while it may be fantasy, at the same time the stories are true, because there *are* people like that! Thanks, Stan. I wish there were a few more people like you guys around—the world's a little short on heroes these days. Phil Castro, 3177 W. 5th St.
Los Angeles, Calif.

Well, Phil, although we haven't personally performed too many super-heroic feats lately, we appreciate your kind sentiments, your good wishes, and your flair for the dramatic. Thanks, fella.

Dear Stan,

We have read all of Spidey's mags, and you have told us about his uncle (already dead) and his aunt (gravely ill), but you have never told us anything about his PARENTS. Did they die? Did Pete have any sisters? How are we supposed to know? Well, it's up to you what you write, but we hope you mention Pete's folks in some ish. At least show us what they looked like—or what they *look* like! Also . . . how many yellow sweaters does Pete have? He always wears a yellow one, and always a DIFFERENT one. Anyway, go finish next ish. The sooner the better, right? Richard Gonzalez and John Mumoz, 2102 Kearney
Laredo, Texas

Right, amigos! We kinda dig your idea of filling Marveldom in with the facts concerning Pete's family—so, don't be too surprised if we find some way to weave 'em into a future tale . . . and thanks for the prod!

Dear Stan,

Being a member of the M.M.M.S., I just got the latest Bullpen Bulletin. I like the bulletin idea and wish you would send them out more often—like every month. I can't wait to hear more information on the "movie deal." I hope the M.M.M.S. soon puts out a few more records, sells extra stickers, and has elections. The idea of Marvel stories being reprinted is a good one. Thanks to MARVEL COLLECTORS' ITEM CLASSICS, I now have a complete Spider-Man file. I wish you would devote some future issues to "golden age" stories. They would sell very, very well. As for my favorite character, Spider-Man . . . it would be reasonable to have Aunt May die soon. After her demise, you could have Peter Parker's real parents return. Well, thanks for letting me bend your eyeballs. Yours till the competition come out with mags like Spider-Boy, the Fantastic Four-and-a-Half, and Dareangel, I remain, Ron Wilshire, 204 Wilson
Clarion, Pa.

Nice hearing from you, Ron, even though you're trying to put the kibosh on poor Aunt May! What if we just lend her to the MILLIE THE MODEL mag for a while? Would that satisfy you, pal?

Dear Stan,

Wow! Did you see what I saw? Soupy Sales with a giant pin-up of Spidey! I've been with you guys for three years, but this really got me! Is Soupy a member of the M.M.M.S.? If so, what's his number? Are his wife and kids members, too? How about the stagehands? Soupy's dog? Do they read the rest of your comics? By the way, I dug ish #33 of SPIDER-MAN. I notice you've been using a lot of full-page pics lately, which is great, 'cause I love 'em. I can't wait until the next issue, with "The Return of Kraven the Hunter." Kraven's a fine villain—I'm glad you're not letting him go to waste.
Philip Palmer, 40 Riverview Ave.
Highland Park, N. J.

We don't let *anyone* go to waste, Phil! We're even trying to find a use for Irving Forbush! As for ol' Soupy, we must have received half a zillion letters telling us how he used our wondrous web-spinner in a recent TV skit! We don't know whether Soupy or Spidey has the most fans, but we love ya all!

Dear Stan,

What have you done!? All these years, we of Cal Tech have assumed that when the greatest hero of all time graduated from high school, he would naturally go to the greatest college in the universe—Cal Tech! But—if you weren't the greatest story writer of all time, we'd say you made a grave mistake. EMPIRE STATE UNIVERSITY!?! NO, NO, A THOUSAND TIMES NO!!! Look—Spidey wants to go to the best engineering and science school in the country, right? He can win a thousand-dollar scholarship to any school in the country, right? If he leaves town and goes far, far away, maybe absence will make Betty's heart grow fonder, right? Well, we won't be vulgar and mention Cal Tech's eleven Nobel Prize winners, or the fact that Spidey could have all sorts of swingin' adventures in the Los Angeles area (swimming pools, movie stars, escaped movie monsters, the Great Smog Creature, etc.), or the fact that this is the cream of all schools, just as Marvel is the cream of all comics groups, or the fact that the *only* comics we have in the house library are Marvels. We won't mention those facts because, wonderful, intelligent, discerning people like you can see without being snowed by all this data that C.I.T. is the *only* place for Spidey. So please, *please, PLEASE* reconsider! Transfer him, flunk him, kidnap him, transplant all of New York City, do *anything*, but *please* get him out here. WE WANT SPIDEY! Naturally, we won't stop reading his stories, even if you don't, because Spidey is too good to pass up, even if he is going to E.S.U.! But really, Cal Tech is the only place for him. By the way, if and when the greatest super-hero of all time comes to the greatest school of all time, be sure he moves into the greatest student house on campus—Page.
The Page House Mob
California Institute of Technology
Pasadena, Calif.

Boy! What a sneaky way to get a free plug for your dorm in our letters page, mob! Anyway, don't despair, men—there's still hope! Even if SPIDEY doesn't make it, the day may come when we send the HULK to college—and, if you've still got a vacancy—!

Dear Stan,

I decided to write you after finishing SPIDER-MAN #33 and tell you what I think of my favorite comics character. I have read every one of your mags (and even *bought* every one) since the conception of the Fantastic Four, which means I have never missed a Web-head adventure. I have watched him grow from a slightly inept, guilt-ridden, eleven-page nothing to a full comic-book-sized hero whose only fault was in his underdeveloped Peter Parker identity, to, in ishes #32 and #33, a well-rounded, versatile personality. In ish #33, that infamous snake-in-the-grass, J. Jonah Jameson, says it in the fourth panel of page 18: "What's gotten into Parker? He used to be such a milquetoast! Who wised him up?" Well, J.J., it was *life* that did it! And life will improve Spider-Man in the future—with an assist from Stan, of course. With hat on heart I salute you, Stan, for adding maturity to a character. Thou canst do no wrong.
Ken Kellerman, 17-32 166th St.
Whitestone, N.Y.

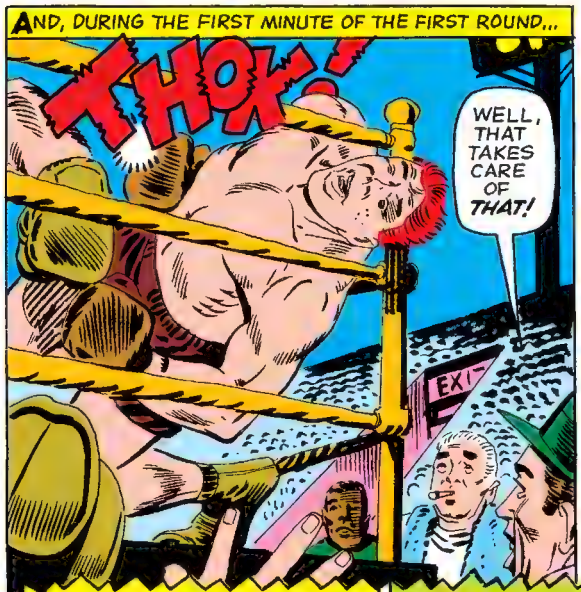
Thanks, Kenny! *Thou* knowest Stan can do no wrong! *Stan* knowests it! *We* knowest it! Now, if we can only convince his *boss!* (No, we don't mean merry Marty Goodman this time! We mean Mrs. Lee!)

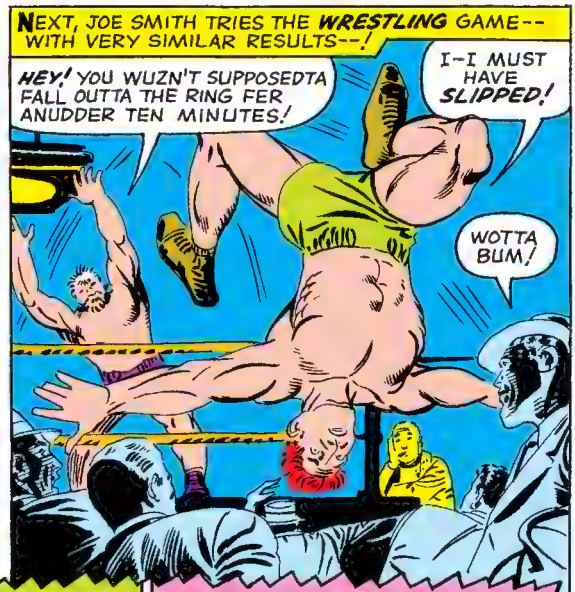
NEXT ISH: Warning! It's gonna be a real kookie one! Our extra-powerful super-villain is a grand-new, brand-new pussycat! Also, you'll see the mysteriously sinister Mr. Osborn again, as our strange little plot grows ever more absorbing! To sum it up, SPIDER-MAN #38 is gonna be another Marvel Milestone issue, and we'll cry ourselves to sleep if you miss it! So, keep your webs untangled and face front — we'll be looking for you next ish! 'Nuff said!

the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
38 JULY
IND.
MARVEL COMICS GROUP
HERE'S SPIDEY AT HIS FIGHTING BEST!
"JUST A GUY NAMED JOE!"
JUST WAIT'LL YOU SEE THE OFF-BEAT SUPER-VILLAIN STARRING IN THIS ISH! HE'S THE PRIZE PUSSYCAT OF THE YEAR!
THRILLS!
THOOM!
SPILLS!
CHILLS!
NUFF SAID!

THE AMAZING SPIDER-MAN!

"JUST A GUY NAMED JOE!"

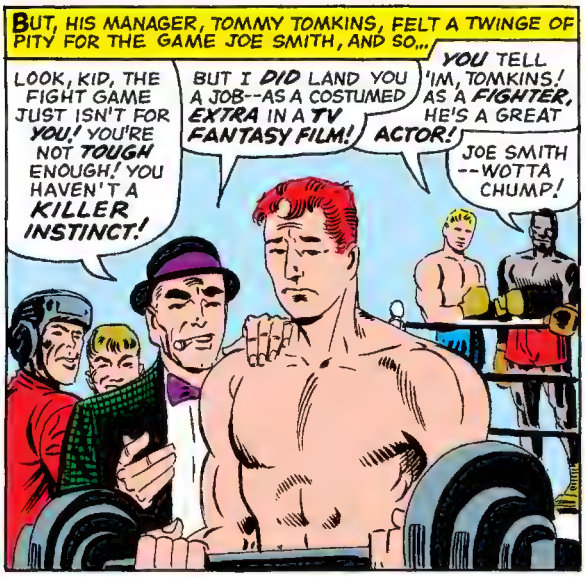




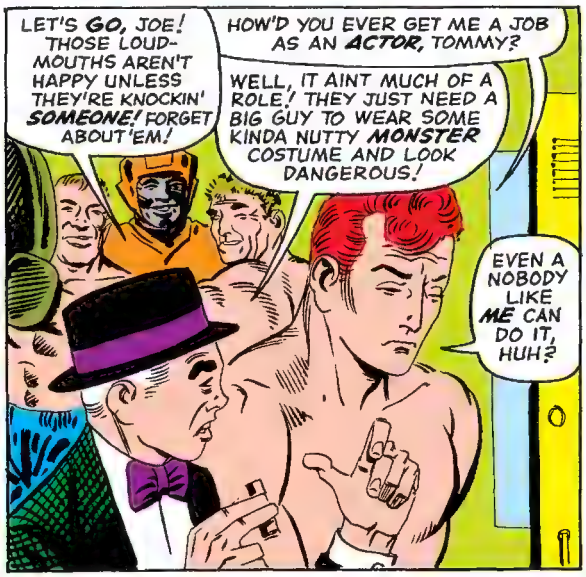
WRITTEN AND EDITED BY STAN LEE

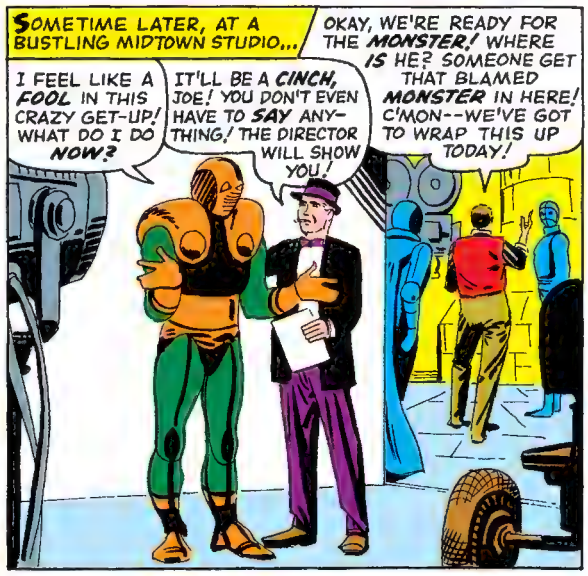
PLOTTED AND DRAWN BY STEVE DITKO

LETTERED, UNFETTERED BY ARTIE SIMEK

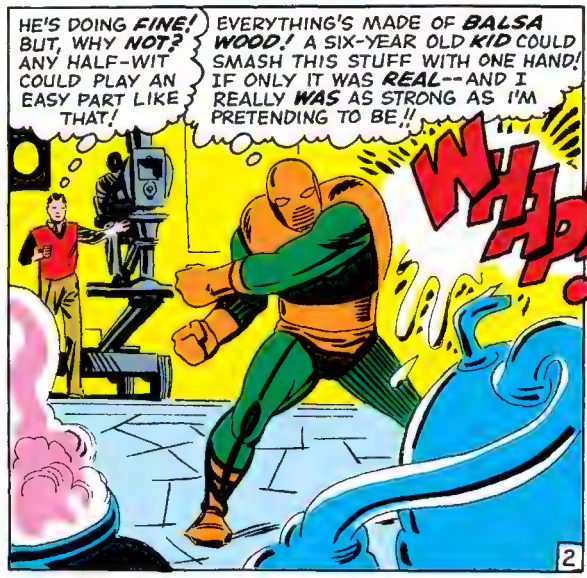

BUT, HIS MANAGER, TOMMY TOMKINS, FELT A TWINGE OF PITY FOR THE GAME JOE SMITH, AND SO...
LOOK, KID, THE FIGHT GAME JUST ISN'T FOR YOU! YOU'RE NOT TOUGH ENOUGH! YOU HAVEN'T A KILLER INSTINCT!
BUT I DID LAND YOU A JOB--AS A COSTUMED EXTRA IN A TV FANTASY FILM!
YOU TELL 'IM, TOMKINS! AS A FIGHTER, HE'S A GREAT ACTOR!
JOE SMITH --WOTTA CHUMP!

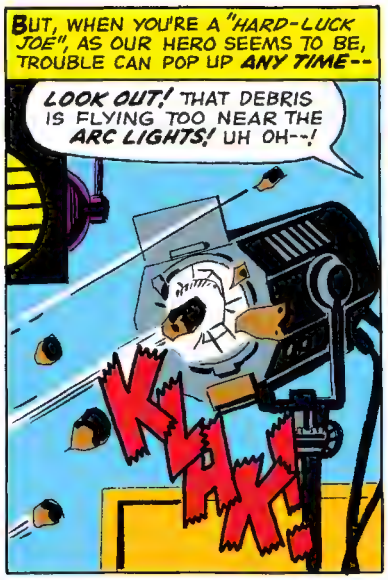
HEY, SLUGGER! WHEN ROCK HUDSON HEARS ABOUT YOU BECOMIN' AN ACTOR, HE'LL PROBABLY GIVE UP!
SMITH MAY BECOME A STAR! THEY'RE ALWAYS LOOKIN' FOR ANOTHER BELA LUGOSI!
DON'T LET 'EM RIDE YOU, KID! ANYTHING'S BETTER THAN WINDING UP PUNCHY!
AT LEAST, AS AN ACTOR, THAT WON'T HAPPEN TO YOU!
IF YA ASK ME-- HE'S PUNCHY ALREADY!


LET'S GO, JOE! THOSE LOUD-MOUTHS AREN'T HAPPY UNLESS THEY'RE KNOCKIN' SOMEONE! FORGET ABOUT 'EM!
HOW'D YOU EVER GET ME A JOB AS AN ACTOR, TOMMY?
WELL, IT AINT MUCH OF A ROLE! THEY JUST NEED A BIG GUY TO WEAR SOME KINDA NUTTY MONSTER COSTUME AND LOOK DANGEROUS!
EVEN A NOBODY LIKE ME CAN DO IT, HUH?


SOMETIME LATER, AT A BUSTLING MIDTOWN STUDIO...
I FEEL LIKE A FOOL IN THIS CRAZY GET-UP! WHAT DO I DO NOW?
IT'LL BE A CINCH, JOE! YOU DON'T EVEN HAVE TO SAY ANY-THING! THE DIRECTOR WILL SHOW YOU!
OKAY, WE'RE READY FOR THE MONSTER! WHERE IS HE? SOMEONE GET THAT BLAMED MONSTER IN HERE! C'MON--WE'VE GOT TO WRAP THIS UP TODAY!

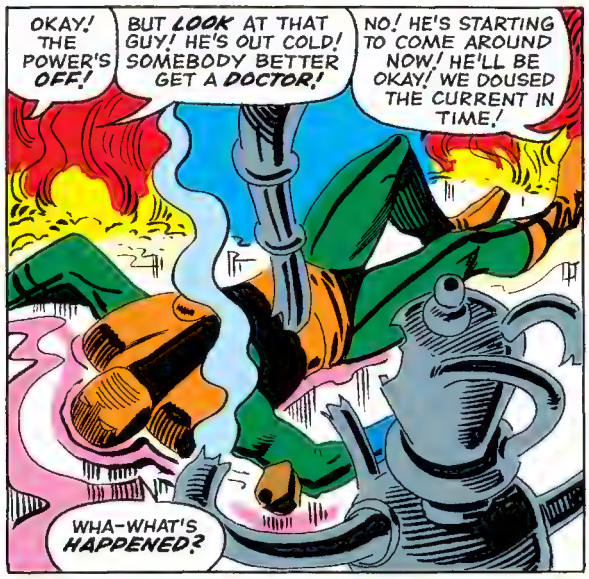
OH, THERE YOU ARE! LOOK, HERE'S ALL YOU HAVE TO DO! JUST WALK UP TO THAT EQUIPMENT AND SMASH IT! AND GET IT RIGHT THE FIRST TIME!
REMEMBER, YOU'RE SUPPOSED TO BE SOME KIND OF ALIEN MONSTER, OUT ON A RAMPAGE! SO TRY TO LOOK EVIL--AND DEADLY--AND ALL THAT KINDA JAZZ!
OKAY, SCENE ELEVEN-- TAKE ONE!! ROLL 'EM!
QUIET ON THE SET!


HE'S DOING FINE! BUT, WHY NOT? ANY HALF-WIT COULD PLAY AN EASY PART LIKE THAT!
EVERYTHING'S MADE OF BALSA WOOD! A SIX-YEAR OLD KID COULD SMASH THIS STUFF WITH ONE HAND! IF ONLY IT WAS REAL--AND I REALLY WAS AS STRONG AS I'M PRETENDING TO BE!!
WHAP!


BUT, WHEN YOU'RE A "HARD-LUCK JOE", AS OUR HERO SEEMS TO BE, TROUBLE CAN POP UP ANY TIME--
LOOK OUT! THAT DEBRIS IS FLYING TOO NEAR THE ARC LIGHTS! UH OH--!
KLAK!

HEADS UP! IT'S FALLING IN A PUDDLE OF SPILLED CHEMICALS, FROM THE PREVIOUS SCENE!
WATCH IT! THOSE WIRES ARE STILL LIVE!
THUP!

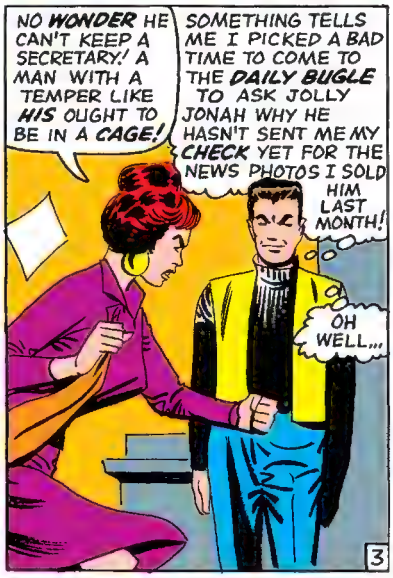
SWITCH OFF THE CURRENT!! HURRY, MAN! THAT EXTRA IS GETTING THE FULL IMPACT OF THE SHOCK!!
UHHHHH--!
ZZZZZZZZZZZZ


OKAY! THE POWER'S OFF!
BUT LOOK AT THAT GUY! HE'S OUT COLD! SOMEBODY BETTER GET A DOCTOR!
NO! HE'S STARTING TO COME AROUND NOW! HE'LL BE OKAY! WE DOUSED THE CURRENT IN TIME!
WHA-WHAT'S HAPPENED?

TAKE IT EASY, JOE! YOU'LL BE OKAY! I GUESS YOU JUST WEREN'T CUT OUT TO BE AN ACTOR EITHER, KID!
I FEEL LIKE I BEEN KICKED BY A MULE! MY HEAD-- IT'S ACHING TO BEAT THE BAND!---I WAS BETTER OFF IN THE RING!
WE'LL USE THAT SCENE! IT'LL BE SENSATIONAL! GOOD WORK, WHATEVER YOUR NAME IS!

THEN, A FEW MINUTES LATER...
I STILL FEEL KINDA STRANGE! NOTHING HURTS ME, BUT I FEEL SORT OF--- DIFFERENT!
WELL, ANY CHANGE'LL BE AN IMPROVEMENT! JUST REST UP FOR A WHILE!

AND NOW, WHILE JOE SMITH IS RESTING, WE JUST REMEMBERED THAT YOU MIGHT ALSO BE INTERESTED IN THE ACTIVITIES OF PETER PARKER--
HOLY SMOKE! HAS OLD JAMESON GOT ANOTHER NEW SECRETARY? SHE MUST BE THE THIRD THIS WEEK!
I QUIT! I WON'T WORK FOR THAT OLD SKINFLINT ANOTHER SECOND!
--AND TODAY'S ONLY TUESDAY!


NO WONDER HE CAN'T KEEP A SECRETARY! A MAN WITH A TEMPER LIKE HIS OUGHT TO BE IN A CAGE!
SOMETHING TELLS ME I PICKED A BAD TIME TO COME TO THE DAILY BUGLE TO ASK JOLLY JONAH WHY HE HASN'T SENT ME MY CHECK YET FOR THE NEWS PHOTOS I SOLD HIM LAST MONTH!
OH WELL...

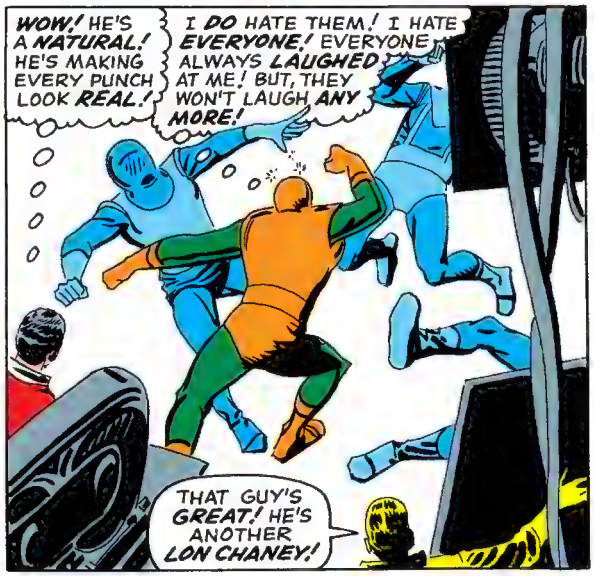
HOLD IT, THERE, PARKER! HOLLLLD IT!
IT'S YOUR FAULT THAT BETTY BRANT QUIT HER JOB HERE--THE BEST SECRETARY I EVER HAD!
IT WAS BECAUSE YOU HAD SOME KIND OF ARGUMENT WITH HER!
DARN IT! I SHOULD HAVE LEFT A FEW SECONDS SOONER!
I HAVEN'T BEEN ABLE TO FIND ONE GOOD SECRETARY SINCE SHE WALKED OUT OF HERE! THEY ALL WANT COFFEE BREAKS--PENSION FUNDS--PROFIT SHARING--!
SORRY, MR. JAMESON--I CAN'T STOP TO TALK NOW! BUT, I'LL COME BY AGAIN SOME TIME--HONEST!
YOU FINKY KID! IF BETTY BRANT DOESN'T COME BACK, I'LL--I'LL--AWW--GET OUT OF HERE!
WHEW! HE'S ABOUT AS CHEERFUL AS--SAY! THAT'S NED LEEDS!
HELLO THERE, PARKER! HOW ARE YOU?
I THOUGHT BETTY HAD ELOPED WITH HIM TO CALIFORNIA! WHAT'S HE DOING BACK?
I GUESS I'LL LIVE!
TELL ME, HOW'S BETTY GETTING ALONG?
HAVE YOU BEEN SEEING MUCH OF BETTY? HOW IS SHE?
OH! I THOUGHT--!!
NO SENSE KEEPING IT FROM YOU--I ASKED HER TO MARRY ME! SHE WANTED TO SEE YOU BEFORE SHE'D GIVE ME AN ANSWER!
THEN, I HAD TO DASH TO CALIFORNIA ON BUSINESS, BEFORE I COULD SEE HER AGAIN! NOW, I RETURN TO FIND SHE'S GONE!! I WANT TO KNOW WHY?
THEN YOU'D BETTER ASK HER!
DON'T GIVE ME ANY OF YOUR LIP, PARKER! I NEVER DID LIKE YOU, AND I DON'T LIKE YOU NOW!
GET YOUR HAND OFF MY JACKET, ROMEO! I'M NOT INTERESTED IN BETTY BRANT! IF YOU CAN FIND HER AND MARRY HER, BE MY GUEST!
DID YOU MAKE BETTY QUIT HER JOB --AND WHERE IS SHE?
I THINK YOU KNOW MORE THAN YOU'RE TELLING, AND I'M GONNA--
LEEDS! LET GO OF HIM! YOU'RE A REPORTER, NOT THE VILLAGE BOUNCER!
AND YOU, PARKER--USE SOME OF THAT ENERGY TAKING PICTURES FOR THE BUGLE FROM NOW ON!
YOU HAVEN'T HEARD THE LAST OF ME, PARKER! I'LL FIND BETTY, AND LEARN WHAT HAPPENED WHEN I WAS GONE!
OKAY, PUT ON YOUR LITTLE SHERLOCK CAP AND START LOOKING! I'VE GOT THINGS TO DO!
SO BETTY DIDN'T ELOPE WITH HIM! THEN, WHERE DID SHE GO AFTER WE DECIDED TO CALL IT QUITS? THE POOR KID--I HOPE SHE'S ALL RIGHT!
HOW CAN YOU BE SO COLD--SO UNCARING?? DOES BETTY MEAN NOTHING TO YOU?
AWW, SHUDDUP!

PERHAPS I SHOULD HAVE TOLD BETTY THE TRUTH ABOUT MYSELF--FROM THE BEGINNING!
EVERYTHING MIGHT HAVE BEEN DIFFERENT IF SHE KNEW THAT PETER PARKER IS--SPIDER-MAN!
BUT, I CAN'T BE SURE! NO ONE CAN PREDICT A FEMALE'S REACTION!

I ALMOST HOPE THAT LEEDS DOES FIND HER! IT MIGHT BE FOR THE BEST!
WHAT CHANCE WOULD WE HAVE FOR HAPPINESS--WITH THE SECRET I MUST ALWAYS CARRY WITH ME?!!

BUT NOW, LET'S CHANGE OUR SCENE BEFORE THERE'S NOT A DRY EYE LEFT IN THE HOUSE--
OKAY, FELLA--IF YOU'RE FEELING BETTER NOW, WE'LL START SHOOTING THE BIG FIGHT SCENE!
I FEEL ALL RIGHT! LET'S GET IT OVER WITH!

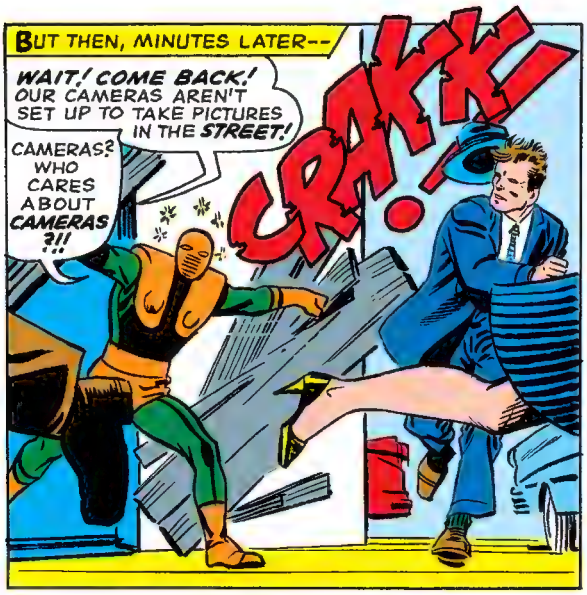
REMEMBER, YOU'RE A MONSTROUS ALIEN BEING--AND YOU WANT TO DESTROY THOSE INNOCENT SPACE EXPLORERS!
SO, TEAR INTO THEM AS THOUGH THEY'RE YOUR WORST ENEMIES--AND DON'T WORRY--THEY'RE ALL WELL-TRAINED STUNT MEN--THEY WON'T HURT YOU!
QUIIIIIET ON THE SET! SCENE SIXTEEN--TAKE ONE!
IT'S FUNNY! I FEEL AS THOUGH THEY ARE MY ENEMIES!

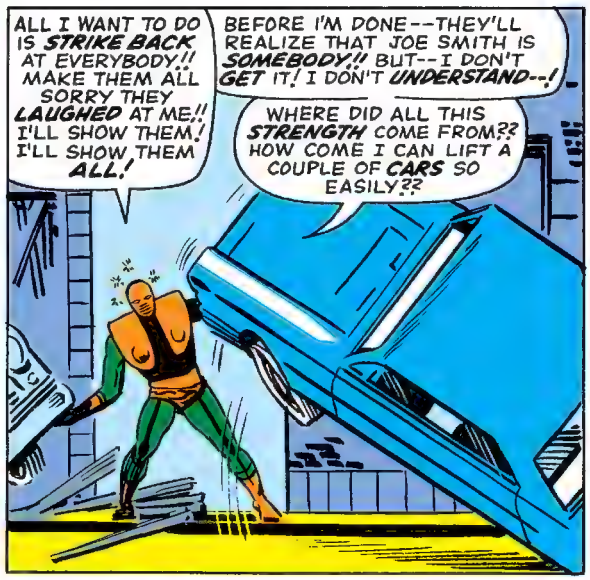

WOW! HE'S A NATURAL! HE'S MAKING EVERY PUNCH LOOK REAL!
I DO HATE THEM! I HATE EVERYONE! EVERYONE ALWAYS LAUGHED AT ME! BUT, THEY WON'T LAUGH ANY MORE!
THAT GUY'S GREAT! HE'S ANOTHER LON CHANEY!

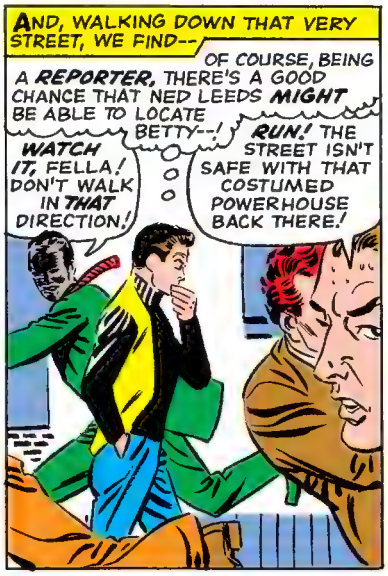
THEY ALWAYS SAID I'D NEVER MAKE A GOOD FIGHTER BECAUSE I DIDN'T HAVE THE KILLER INSTINCT--BECAUSE I DIDN'T HAVE A FIGHTER'S HEART--BECAUSE I DIDN'T GET MAD ENOUGH!

BUT THEY'LL NEVER SAY THAT TO ME AGAIN--NOT EVER!

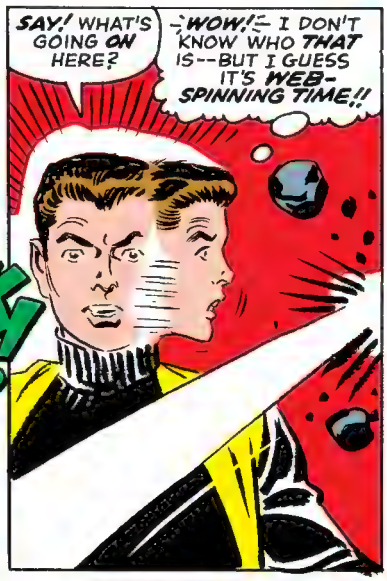
I DON'T EVEN THINK HE'S ACTING! IF YOU ASK ME, HE'S GONE BERSERK!
SHOULD WE BREAK IT UP?
NOT ON YOUR LIFE! THIS'LL BE THE GREATEST FIGHT SCENE I'VE EVER FILMED!!

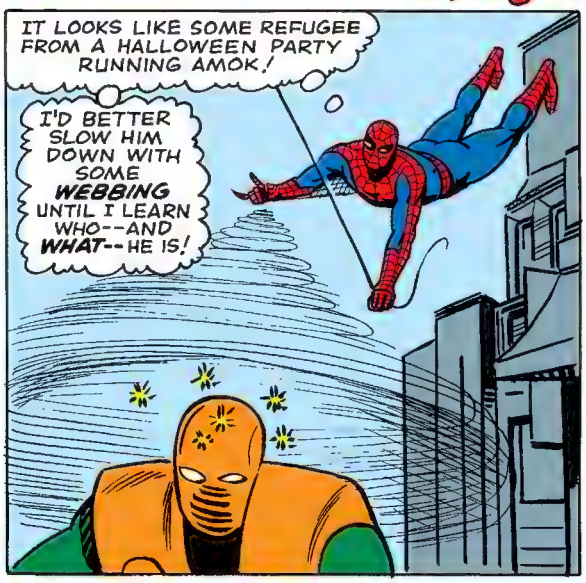

BUT THEN, MINUTES LATER--
WAIT! COME BACK! OUR CAMERAS AREN'T SET UP TO TAKE PICTURES IN THE STREET!
CAMERAS? WHO CARES ABOUT CAMERAS ?!!
CRAKK!

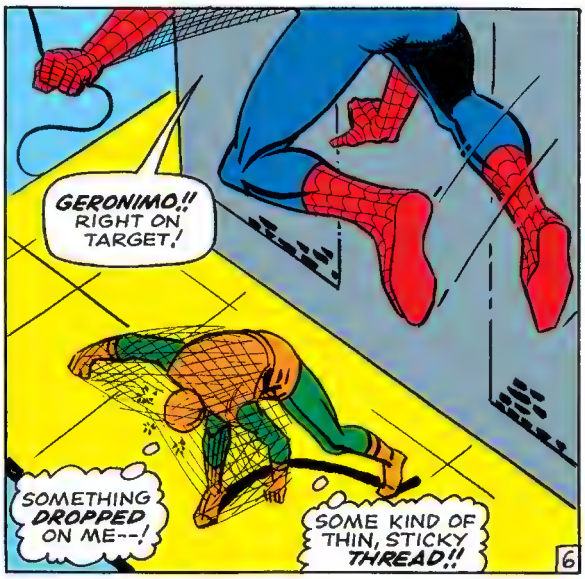

ALL I WANT TO DO IS STRIKE BACK AT EVERYBODY.!! MAKE THEM ALL SORRY THEY LAUGHED AT ME.!! I'LL SHOW THEM! I'LL SHOW THEM ALL!
BEFORE I'M DONE--THEY'LL REALIZE THAT JOE SMITH IS SOMEBODY.!! BUT--I DON'T GET IT! I DON'T UNDERSTAND--!
WHERE DID ALL THIS STRENGTH COME FROM?? HOW COME I CAN LIFT A COUPLE OF CARS SO EASILY??

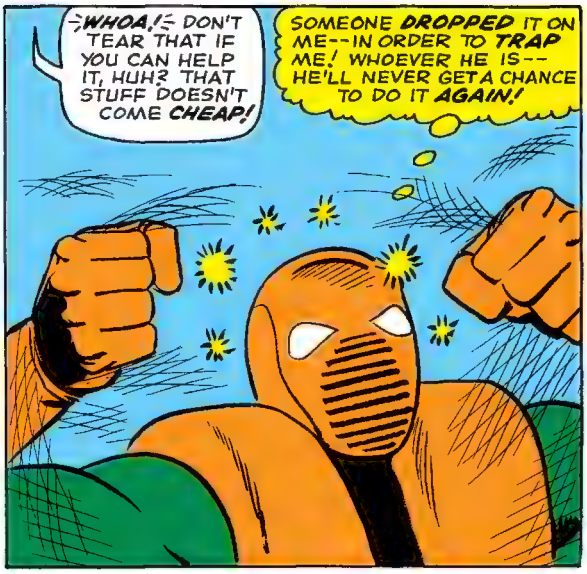

AND, WALKING DOWN THAT VERY STREET, WE FIND--
OF COURSE, BEING A REPORTER, THERE'S A GOOD CHANCE THAT NED LEEDS MIGHT BE ABLE TO LOCATE BETTY--!
WATCH IT, FELLA! DON'T WALK IN THAT DIRECTION!
RUN! THE STREET ISN'T SAFE WITH THAT COSTUMED POWERHOUSE BACK THERE!

SHE'S SO ALONE! NO FAMILY--NO FRIENDS! IF ONLY I KNEW SHE WAS OKAY! WHAT IF SHE NEEDS SOMETHING?
IF--IF ANYTHING'S WRONG--I'LL ALWAYS FEEL IT WAS MY FAULT!
THOK!
BIK!

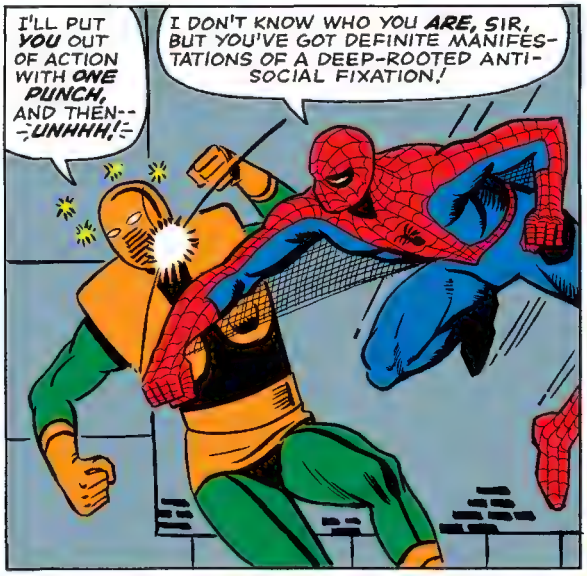

SAY! WHAT'S GOING ON HERE?
WOW! I DON'T KNOW WHO THAT IS--BUT I GUESS IT'S WEB-SPINNING TIME!!

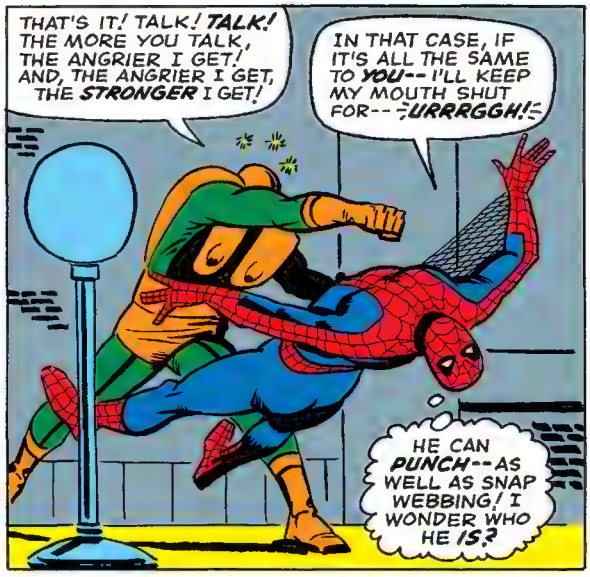

IT LOOKS LIKE SOME REFUGEE FROM A HALLOWEEN PARTY RUNNING AMOK!
I'D BETTER SLOW HIM DOWN WITH SOME WEBBING UNTIL I LEARN WHO--AND WHAT--HE IS!


GERONIMO!! RIGHT ON TARGET!
SOMETHING DROPPED ON ME--!
SOME KIND OF THIN, STICKY THREAD!!

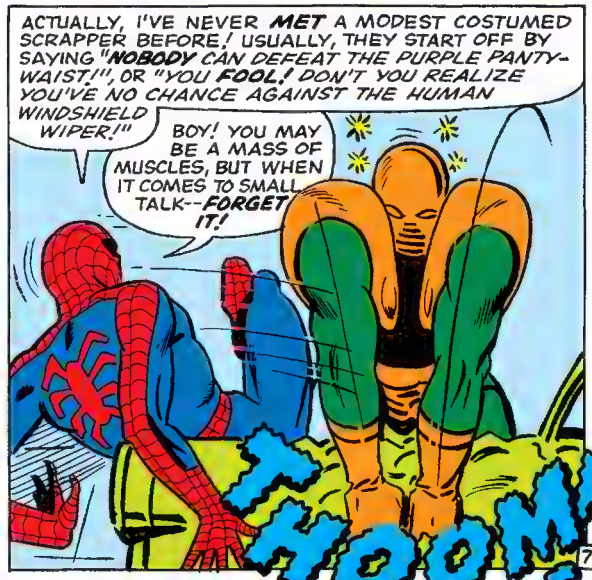

¬WHOA,!¬ DON'T TEAR THAT IF YOU CAN HELP IT, HUH? THAT STUFF DOESN'T COME CHEAP!
SOMEONE DROPPED IT ON ME--IN ORDER TO TRAP ME! WHOEVER HE IS--HE'LL NEVER GET A CHANCE TO DO IT AGAIN!

¬UH OH,!¬ HE'S MORE THAN SOME NUTTY, TROUBLE-MAKING CLOWN! ONLY SOMEONE WITH REAL SUPER-STRENGTH COULD HAVE BROKEN THAT WEBBING!
LOOK, CHUM--WE'RE HAVING A POPULATION EXPLOSION WITH COSTUMED CHARACTERS AROUND HERE!
WHY DON'T YOU FIND YOURSELF SOME OTHER PLAYGROUND?
SPIDER-MAN!! I SHOULD HAVE GUESSED!

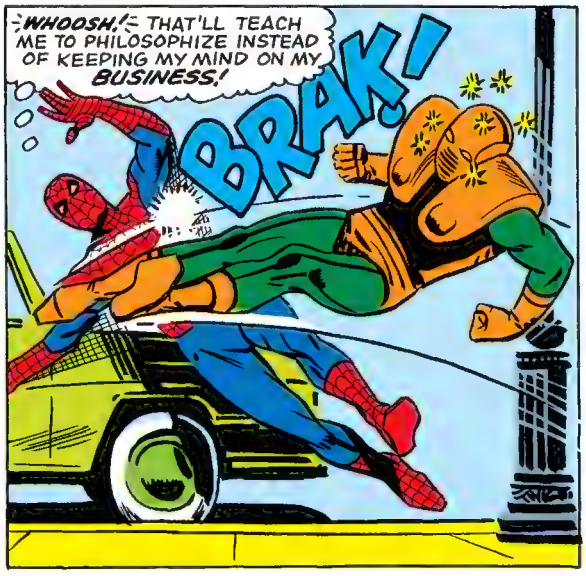

I'LL PUT YOU OUT OF ACTION WITH ONE PUNCH, AND THEN--¬UNHHH,!¬
I DON'T KNOW WHO YOU ARE, SIR, BUT YOU'VE GOT DEFINITE MANIFESTATIONS OF A DEEP-ROOTED ANTI-SOCIAL FIXATION!


THAT'S IT! TALK! TALK! THE MORE YOU TALK, THE ANGRIER I GET! AND, THE ANGRIER I GET, THE STRONGER I GET!
IN THAT CASE, IF IT'S ALL THE SAME TO YOU--I'LL KEEP MY MOUTH SHUT FOR--¬URRRGGH!¬
HE CAN PUNCH--AS WELL AS SNAP WEBBING! I WONDER WHO HE IS?

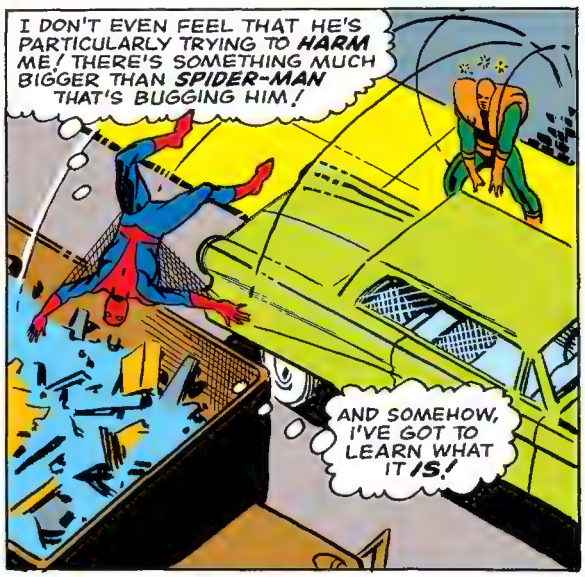
LOOK, WHILE WE'RE STILL ON SPEAKING TERMS--WHAT'S YOUR NAME? I LIKE TO KNOW WHO IT IS THAT'S KNOCKING MY BLOCK OFF!
WON'T TALK, EH?
THEN I'LL JUST HAVE TO KEEP SAYING "HEY YOU!"

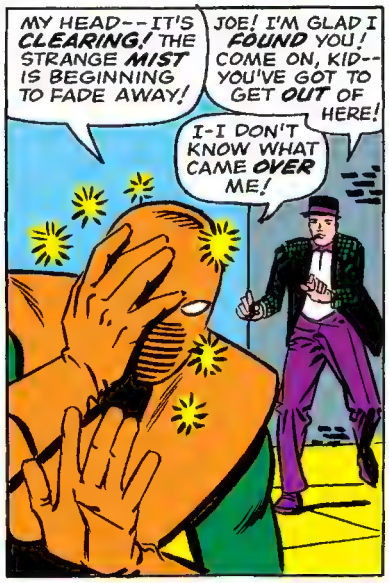

ACTUALLY, I'VE NEVER MET A MODEST COSTUMED SCRAPPER BEFORE! USUALLY, THEY START OFF BY SAYING "NOBODY CAN DEFEAT THE PURPLE PANTY-WAIST!", OR "YOU FOOL! DON'T YOU REALIZE YOU'VE NO CHANCE AGAINST THE HUMAN WINDSHIELD WIPER!"
BOY! YOU MAY BE A MASS OF MUSCLES, BUT WHEN IT COMES TO SMALL TALK--FORGET IT!
THOOM!

YOU MUST FIGURE IF YOU CAN'T BEAT A FELLA BY FIGHTING HIM, YOU'LL BORE HIM TO DEATH WITH YOUR SILENCE!
I'VE NEVER FOUGHT ANYONE LIKE HIM BEFORE! IT'S AS THOUGH HE ISN'T QUITE WITH IT! BUT, HOW DID HE EVER BECOME SO STRONG??!


WHOOSH! THAT'LL TEACH ME TO PHILOSOPHIZE INSTEAD OF KEEPING MY MIND ON MY BUSINESS!
BRAK!

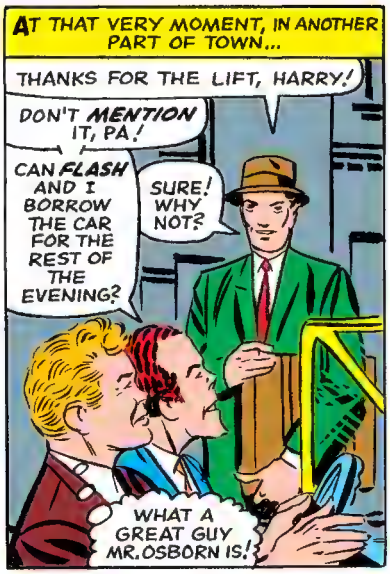
AWW, C'MON-- LET GO! I CAN BEAR BEING BEATEN --BUT, THIS IS TOO UNDIGNIFIED!
THE WACKIEST PART ABOUT THIS IS I DON'T KNOW WHO I'M FIGHTING-- NOR WHAT WE'RE FIGHTING ABOUT!

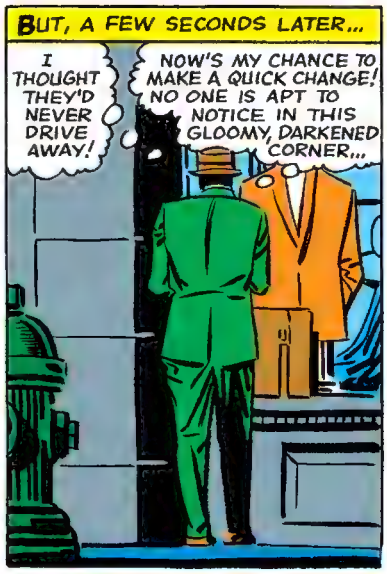

I DON'T EVEN FEEL THAT HE'S PARTICULARLY TRYING TO HARM ME! THERE'S SOMETHING MUCH BIGGER THAN SPIDER-MAN THAT'S BUGGING HIM!
AND SOMEHOW, I'VE GOT TO LEARN WHAT IT IS!


MY HEAD--IT'S CLEARING! THE STRANGE MIST IS BEGINNING TO FADE AWAY!
JOE! I'M GLAD I FOUND YOU! COME ON, KID-- YOU'VE GOT TO GET OUT OF HERE!
I-I DON'T KNOW WHAT CAME OVER ME!

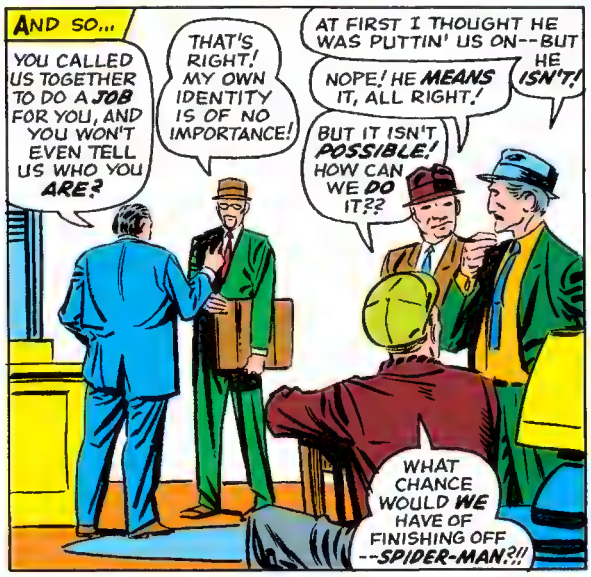
NO TIME FOR GUESSING GAMES NOW, JOE! YOU'RE IN A JAM--BUT I'LL STAND BY YOU!--EVEN THOUGH I OUGHTTA HAVE MY HEAD EXAMINED FOR IT! COME ON--!
I WON'T FORGET YOU FOR THIS, TOMMY!
I KINDA WISH YOU WOULD! YOU'RE A BORN LOSER, KID!

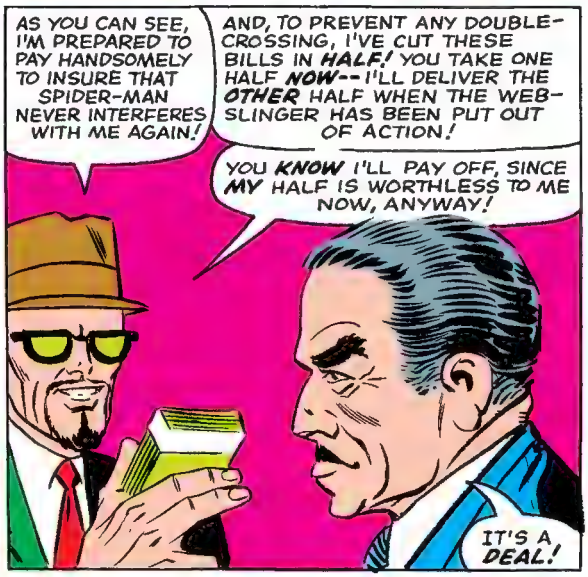
AND, BY THE TIME SPIDEY RETURNS TO THE SCENE OF BATTLE, HE FINDS--
HE'S GONE!
FIRST TIME I'VE EVER OWED A FELLA SOME WHACKS, WITHOUT EVEN KNOWING WHAT HE CALLS HIMSELF!


AT THAT VERY MOMENT, IN ANOTHER PART OF TOWN...
THANKS FOR THE LIFT, HARRY!
DON'T MENTION IT, PA!
CAN FLASH AND I BORROW THE CAR FOR THE REST OF THE EVENING?
SURE! WHY NOT?
WHAT A GREAT GUY MR. OSBORN IS!


BUT, A FEW SECONDS LATER...
I THOUGHT THEY'D NEVER DRIVE AWAY!
NOW'S MY CHANCE TO MAKE A QUICK CHANGE! NO ONE IS APT TO NOTICE IN THIS GLOOMY, DARKENED CORNER...

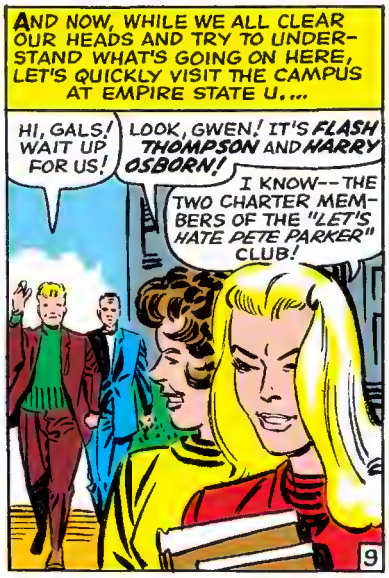
THERE! NOW, WITH MY IDENTITY SAFELY DISGUISED, IT'S TIME FOR ME TO KEEP MY LITTLE APPOINTMENT!

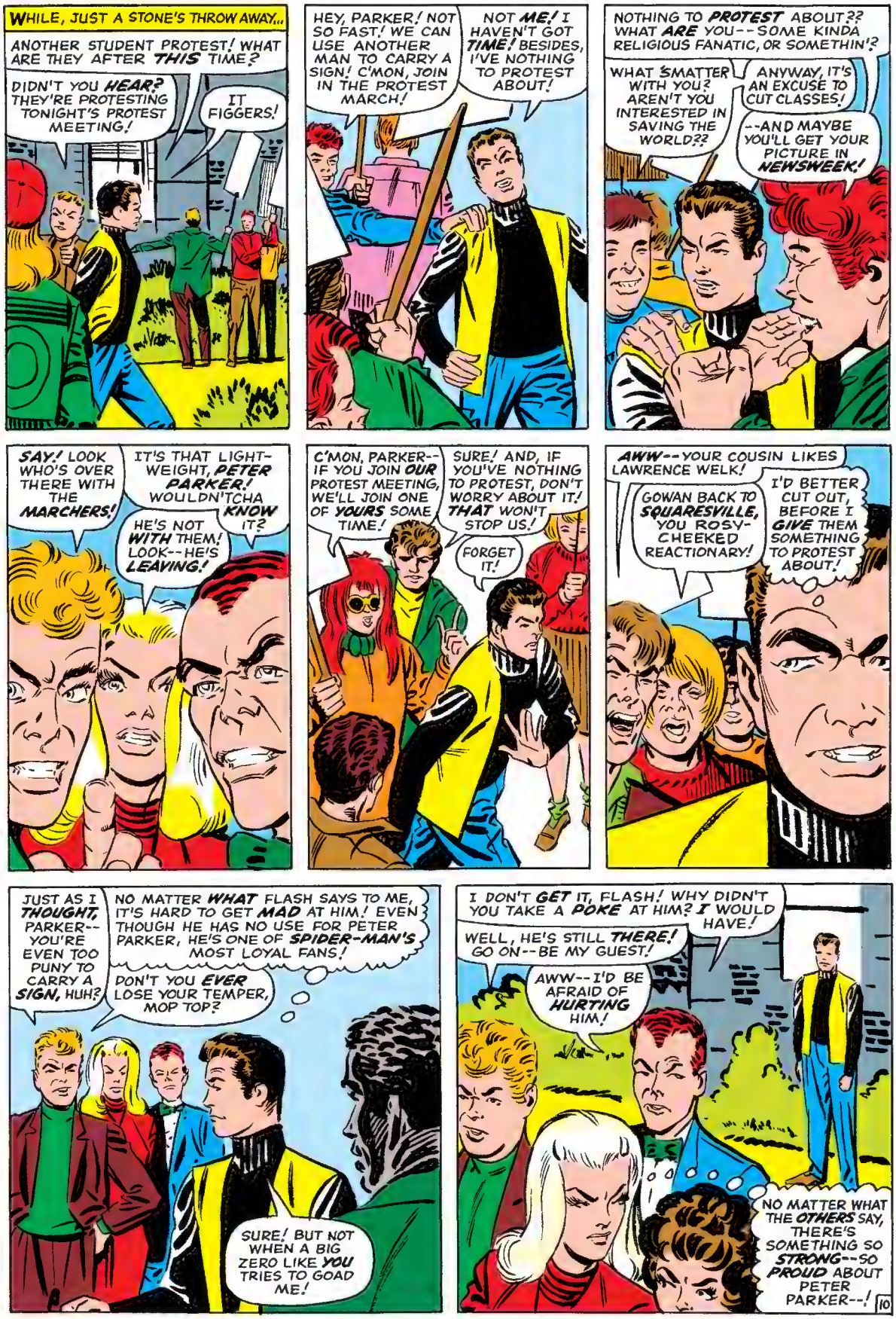

AND SO...
YOU CALLED US TOGETHER TO DO A JOB FOR YOU, AND YOU WON'T EVEN TELL US WHO YOU ARE?
THAT'S RIGHT! MY OWN IDENTITY IS OF NO IMPORTANCE!
AT FIRST I THOUGHT HE WAS PUTTIN' US ON--BUT HE ISN'T!
NOPE! HE MEANS IT, ALL RIGHT!
BUT IT ISN'T POSSIBLE! HOW CAN WE DO IT??
WHAT CHANCE WOULD WE HAVE OF FINISHING OFF --SPIDER-MAN?!!


AS YOU CAN SEE, I'M PREPARED TO PAY HANDSOMELY TO INSURE THAT SPIDER-MAN NEVER INTERFERES WITH ME AGAIN!
AND, TO PREVENT ANY DOUBLE-CROSSING, I'VE CUT THESE BILLS IN HALF! YOU TAKE ONE HALF NOW--I'LL DELIVER THE OTHER HALF WHEN THE WEB-SLINGER HAS BEEN PUT OUT OF ACTION!
YOU KNOW I'LL PAY OFF, SINCE MY HALF IS WORTHLESS TO ME NOW, ANYWAY!
IT'S A DEAL!

HANDLE IT ANY WAY YOU WANT TO! ALERT THE ENTIRE UNDER-WORLD TO THE REWARD I'M OFFERING! SPIDER-MAN CAN'T ELUDE ALL OF YOU!
WITH ALL THAT BREAD WAITIN' FOR US, HE AINT GOT A CHANCE!

WHAT'S HE DONE TO YOU THAT MAKES YOU SO ANXIOUS TO GET 'IM?
THAT'S MY BUSINESS! JUST YOU HANDLE YOUR END OF THE DEAL--AND DON'T ASK TOO MANY QUESTIONS!
RELAX, MY FRIEND! SPIDER-MAN IS AS GOOD AS KAPUT!


AND NOW, WHILE WE ALL CLEAR OUR HEADS AND TRY TO UNDER-STAND WHAT'S GOING ON HERE, LET'S QUICKLY VISIT THE CAMPUS AT EMPIRE STATE U....
HI, GALS! WAIT UP FOR US!
LOOK, GWEN! IT'S FLASH THOMPSON AND HARRY OSBORN!
I KNOW--THE TWO CHARTER MEMBERS OF THE "LET'S HATE PETE PARKER" CLUB!


WHILE, JUST A STONE'S THROW AWAY...
ANOTHER STUDENT PROTEST! WHAT ARE THEY AFTER THIS TIME?
DIDN'T YOU HEAR? THEY'RE PROTESTING TONIGHT'S PROTEST MEETING!
IT FIGGERS!
HEY, PARKER! NOT SO FAST! WE CAN USE ANOTHER MAN TO CARRY A SIGN! C'MON, JOIN IN THE PROTEST MARCH!
NOT ME! I HAVEN'T GOT TIME! BESIDES, I'VE NOTHING TO PROTEST ABOUT!
NOTHING TO PROTEST ABOUT?? WHAT ARE YOU--SOME KINDA RELIGIOUS FANATIC, OR SOMETHIN'?
WHAT'SMATTER WITH YOU? AREN'T YOU INTERESTED IN SAVING THE WORLD??
ANYWAY, IT'S AN EXCUSE TO CUT CLASSES!
--AND MAYBE YOU'LL GET YOUR PICTURE IN NEWSWEEK!
SAY! LOOK WHO'S OVER THERE WITH THE MARCHERS!
IT'S THAT LIGHT-WEIGHT, PETER PARKER! WOULDN'TCHA KNOW IT?
HE'S NOT WITH THEM! LOOK--HE'S LEAVING!
C'MON, PARKER--IF YOU JOIN OUR PROTEST MEETING, WE'LL JOIN ONE OF YOURS SOME TIME!
SURE! AND, IF YOU'VE NOTHING TO PROTEST, DON'T WORRY ABOUT IT! THAT WON'T STOP US!
FORGET IT!
AWW--YOUR COUSIN LIKES LAWRENCE WELK!
GOWAN BACK TO SQUARESVILLE, YOU ROSY-CHEEKED REACTIONARY!
I'D BETTER CUT OUT, BEFORE I GIVE THEM SOMETHING TO PROTEST ABOUT!
JUST AS I THOUGHT, PARKER--YOU'RE EVEN TOO PUNY TO CARRY A SIGN, HUH?
NO MATTER WHAT FLASH SAYS TO ME, IT'S HARD TO GET MAD AT HIM! EVEN THOUGH HE HAS NO USE FOR PETER PARKER, HE'S ONE OF SPIDER-MAN'S MOST LOYAL FANS!
DON'T YOU EVER LOSE YOUR TEMPER, MOP TOP?
SURE! BUT NOT WHEN A BIG ZERO LIKE YOU TRIES TO GOAD ME!
I DON'T GET IT, FLASH! WHY DIDN'T YOU TAKE A POKE AT HIM? I WOULD HAVE!
WELL, HE'S STILL THERE! GO ON--BE MY GUEST!
AWW--I'D BE AFRAID OF HURTING HIM!
NO MATTER WHAT THE OTHERS SAY, THERE'S SOMETHING SO STRONG--SO PROUD ABOUT PETER PARKER--!
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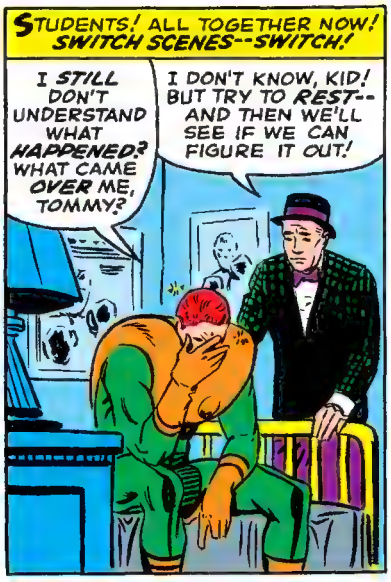

STUDENTS! ALL TOGETHER NOW! SWITCH SCENES--SWITCH!
I STILL DON'T UNDERSTAND WHAT HAPPENED? WHAT CAME OVER ME, TOMMY?
I DON'T KNOW, KID! BUT TRY TO REST--AND THEN WE'LL SEE IF WE CAN FIGURE IT OUT!

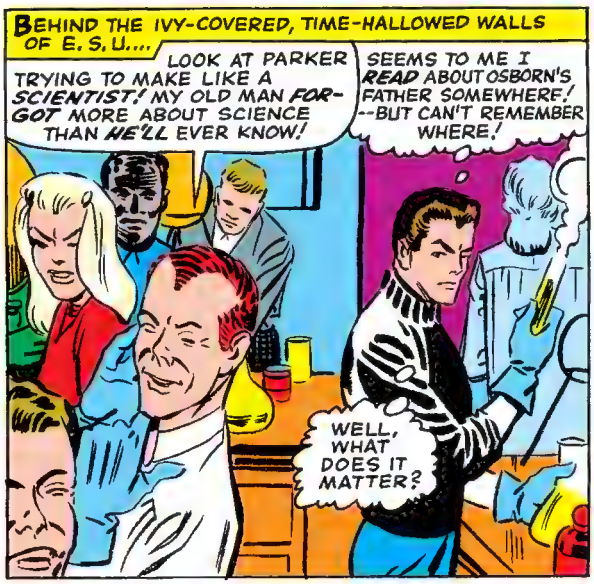
I THINK IT HAD SOMETHING TO DO WITH THAT ARC LIGHT HITTING THE PUDDLE OF CHEMICALS!
IT SET OFF SOME KIND OF ELECTRIC SHOCK THAT WENT RIGHT THRU YOU! AT FIRST, I WAS SURE YOU WERE KAPUT!

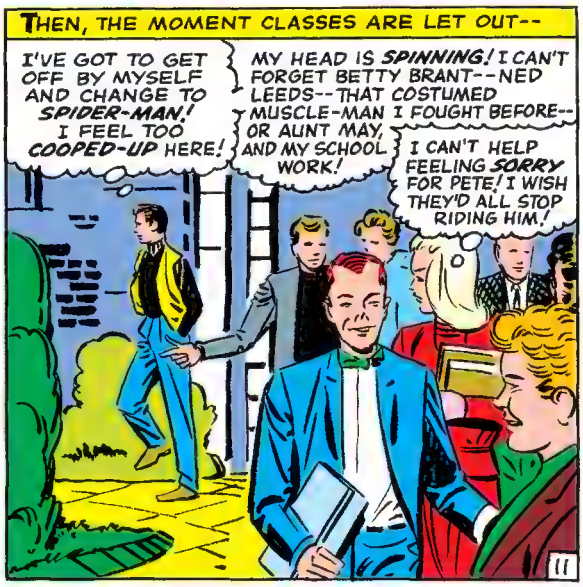
HE FELL ASLEEP WHILE I WAS YAKKIN' AT HIM!
HE'S REALLY A GOOD EGG! I'D LIKE TO HELP HIM--BUT I DON'T EVEN KNOW WHERE TO START--WHAT TO DO--?

MEANWHILE, AT THE HEADQUARTERS OF WHAT MIGHT BE CALLED: HOODS, INCORPORATED!
AWRIGHT, YOU GUYS--PIPE DOWN! I WANNA TELL YA WHY I ASKED YOU ALL TO COME TO THIS MEETING!
YEAH! WE SORTA BEEN WONDERIN'!
SPEAK LOUDER! CAN'T HEAR YOU IN THE BACK!
OKAY! OKAY! NOW CLAM UP--ALL OF YOU!

A CERTAIN PARTY HAS OFFERED A REWARD TO THE MAN WHO FINALLY BEATS SPIDER-MAN! A REWARD BIG ENOUGH TO PUT YOU ON EASY STREET--PERMANENTLY! WHAT DO YOU SAY TO THAT?
SPIDEY'S NO PUSH-OVER! HOW BIG IS THE REWARD?

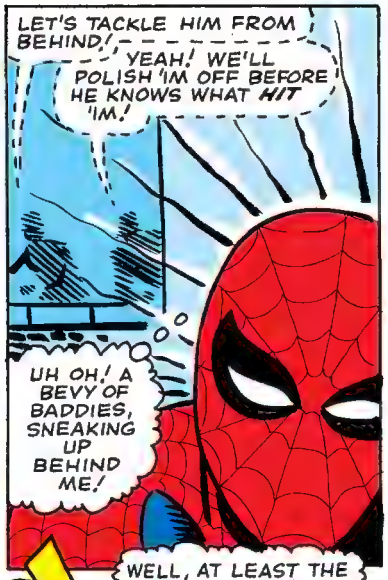
HOW DOES TWENTY THOUSAND GREENIES SOUND TO YOU?
TWENTY GRAND?!!
WHAT ARE WE WAITIN' FOR??
LET'S GO!


BEHIND THE IVY-COVERED, TIME-HALLOWED WALLS OF E.S.U....
LOOK AT PARKER TRYING TO MAKE LIKE A SCIENTIST! MY OLD MAN FORGOT MORE ABOUT SCIENCE THAN HE'LL EVER KNOW!
SEEMS TO ME I READ ABOUT OSBORN'S FATHER SOMEWHERE! --BUT CAN'T REMEMBER WHERE!
WELL, WHAT DOES IT MATTER?

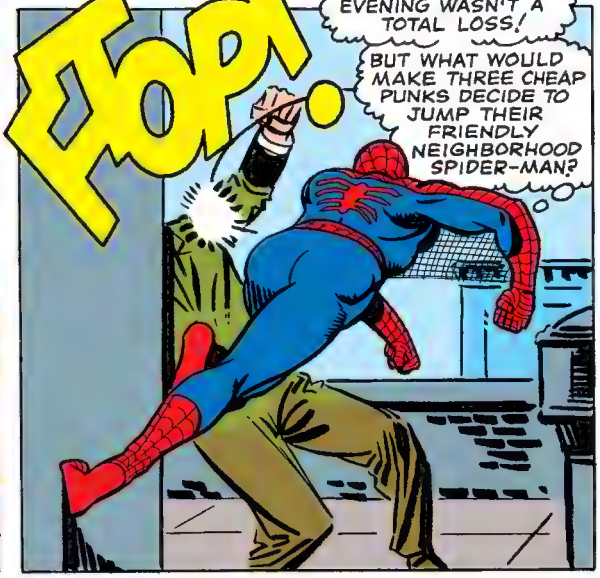

THEN, THE MOMENT CLASSES ARE LET OUT--
I'VE GOT TO GET OFF BY MYSELF AND CHANGE TO SPIDER-MAN! I FEEL TOO COOPED-UP HERE!
MY HEAD IS SPINNING! I CAN'T FORGET BETTY BRANT--NED LEEDS--THAT COSTUMED MUSCLE-MAN I FOUGHT BEFORE--OR AUNT MAY, AND MY SCHOOL WORK!
I CAN'T HELP FEELING SORRY FOR PETE! I WISH THEY'D ALL STOP RIDING HIM!

AND SO--
I'LL SWING THRU THE CITY AND SEE WHAT'S DOING!
THIS IS THE ONE THING THAT ALWAYS CLEARS MY HEAD--CHASES THE COBWEBS AWAY!

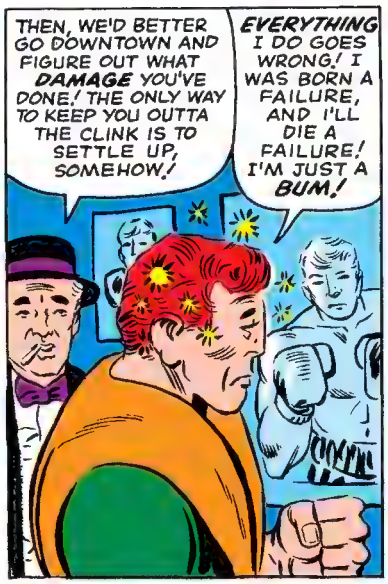
BUT, IT LOOKS AS THOUGH IT'S GONNA BE A DULL NIGHT! I HAVEN'T EVEN HEARD A POLICE SIREN YET!
LOOK! IT'S HIM!
WE'VE STRUCK PAY DIRT!

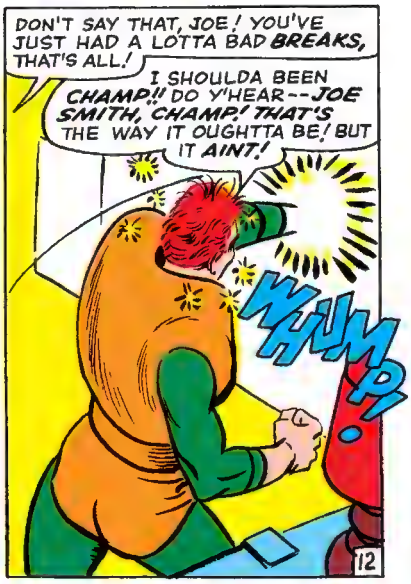

LET'S TACKLE HIM FROM BEHIND!
YEAH! WE'LL POLISH 'IM OFF BEFORE HE KNOWS WHAT HIT 'IM!
UH OH! A BEVY OF BADDIES, SNEAKING UP BEHIND ME!

DON'T YOU GENTS KNOW BETTER THAN TO TRY A SURPRISE ATTACK ON A FELLA WITH BUILT-IN SPIDER SENSE!?
YOU NEEDN'T BOTHER ANSWERING, OF COURSE! IT WAS PURELY A RHETORICAL QUESTION!
LOOK OUT--URPPP!
HOW'D HE KNOW WE--YUULP!


FLOP!
WELL, AT LEAST THE EVENING WASN'T A TOTAL LOSS!
BUT WHAT WOULD MAKE THREE CHEAP PUNKS DECIDE TO JUMP THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN?

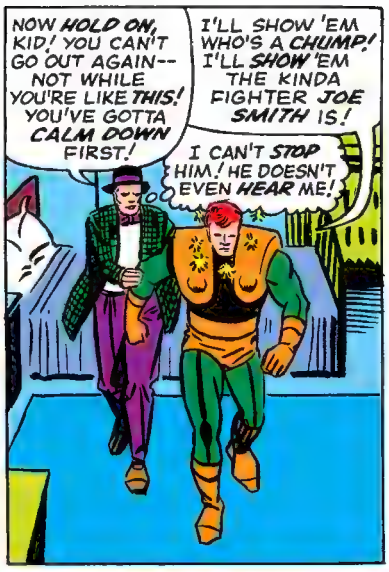
AND, AS SPIDEY SPECULATES OVER HIS FALLEN FOES--
IT'S NO USE, TOMMY! I CAN'T SLEEP! MY HEAD'S GOIN' AROUND LIKE A TOP!
WELL, GET DRESSED AND TAKE A SHOWER, KID! MEBBE IT'LL MAKE YOU FEEL BETTER!

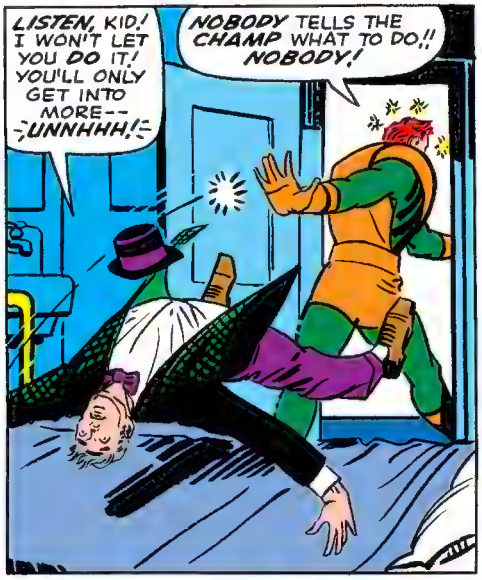

THEN, WE'D BETTER GO DOWNTOWN AND FIGURE OUT WHAT DAMAGE YOU'VE DONE! THE ONLY WAY TO KEEP YOU OUTTA THE CLINK IS TO SETTLE UP, SOMEHOW!
EVERYTHING I DO GOES WRONG! I WAS BORN A FAILURE, AND I'LL DIE A FAILURE! I'M JUST A BUM!


DON'T SAY THAT, JOE! YOU'VE JUST HAD A LOTTA BAD BREAKS, THAT'S ALL!
I SHOULDA BEEN CHAMP!! DO Y'HEAR--JOE SMITH, CHAMP! THAT'S THE WAY IT OUGHTTA BE! BUT IT AINT!
KLUMP!

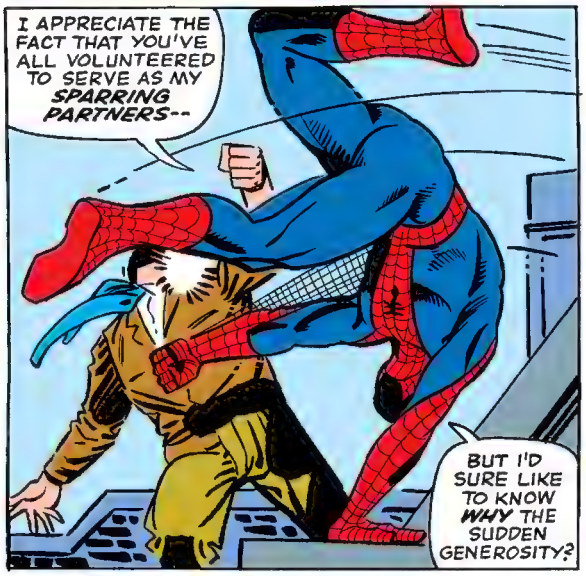
FOR THE LUVVA MIKE! YOU'RE JUST AS STRONG AS YOU WERE IN THE STREET BEFORE!
UH OH! SOMETHING'S HAPPENING TO HIM AGAIN! HE DON'T EVEN KNOW THAT I'M HERE!
I CAN STILL BE THE CHAMP! I'M BIG ENOUGH-- AND STRONG ENOUGH--AND TOUGH ENOUGH!!

AND I HATE 'EM ALL! I STILL REMEMBER HOW EVERYONE LAUGHED AT ME! THEY SAID I DIDN'T HAVE A FIGHTER'S HEART!
WELL, I GOT IT NOW! AND I'LL PROVE IT--TO ALL OF 'EM!


NOW HOLD ON, KID! YOU CAN'T GO OUT AGAIN-- NOT WHILE YOU'RE LIKE THIS! YOU'VE GOTTA CALM DOWN FIRST!
I'LL SHOW 'EM WHO'S A CHUMP! I'LL SHOW 'EM THE KINDA FIGHTER JOE SMITH IS!
I CAN'T STOP HIM! HE DOESN'T EVEN HEAR ME!


LISTEN, KID! I WON'T LET YOU DO IT! YOU'LL ONLY GET INTO MORE-- -UNNHHH!-
NOBODY TELLS THE CHAMP WHAT TO DO!! NOBODY!

WHILE, IN A NEIGHBORING AREA, MORE FUN AND GAMES ARE NOW IN PROGRESS--
WHAT'S MADE ME THE TARGET FOR EVERY CHEAP HOOD AND GUNNIE IN TOWN LATELY?
IT'S LIKE SOMEBODY SUDDENLY DECLARED OPEN SEASON ON SPIDER-MEN!


I APPRECIATE THE FACT THAT YOU'VE ALL VOLUNTEERED TO SERVE AS MY SPARRING PARTNERS--
BUT I'D SURE LIKE TO KNOW WHY THE SUDDEN GENEROSITY?

WELL, I SUPPOSE YOU'LL TELL ME IN YOUR OWN GOOD TIME--AFTER YOU WAKE UP, THAT IS!
ALL DONE? HMMM--THEY DON'T SEEM TO BUILD TOUGH CROOKS LIKE THEY USED TO!

AND, AT THAT EXACT, PRECISE, SELF-SAME SPLIT-SECOND (NOT THAT IT WOULD REALLY MAKE ANY DIFFERENCE IF IT WAS A BIT EARLIER OR LATER), A STRANGELY-GARBED FIGURE ENTERS A CROWDED GYM--

REMEMBER ME, YOU CREEPS? I'M JOE SMITH--AND I'M GONNA WALLOP THE LIVIN' DAY-LIGHTS OUT OF THE WHOLE MANGY PACK OF YA!

OKAY, CANVASBACK, WE ALL GOT A LAUGH OUTTA YOUR CRAZY COSTUME--NOW GET LOST!

NAH, LET 'IM HANG AROUND, MARVIN! HE KINDA DRESSES UP THE JOINT!

YEAH! HE'S PURTY AS A PICTURE IN HIS NEW SUNDAY-GO-TO-MEETIN' DUDS!

I HOPE HE REALLY IS LOOKIN' FOR A FIGHT! I AINT KNOCKED NOBODY'S BLOCK OFF IN WEEKS!

YOU BET I'M LOOKIN' FOR A FIGHT! C'MON NOW--WHO'S GONNA BE FIRST? OR DO I HAVETA PICK MY OWN VICTIMS?

OKAY, SONNY BOY--YOU'RE ASKIN' FOR IT! STEP ASIDE, YOU GUYS--HE'S MINE!

UH UH! I WANT FIRST CRACK AT 'IM! TAKE YOUR TURN!

JUST STAY WHERE YOU ARE, SMITH! THIS WON'T TAKE LONG!

YOU BET IT WON'T!

I'VE BEEN WAITIN' FOR THIS EVER SINCE I CAN REMEMBER! I HATE ALL OF YOU PUNKS!

HEY!--ULLP!

WHUUUP!

AND NOW, WE'RE SURE IT WILL COME AS NO SURPRISE TO ANY LOYAL SPIDEROPHILE TO SEE SPIDEY SWINGING PAST THE GYM DURING THE AFOREMENTIONED DONNY-BROOK... (OR: HOW WORDY CAN YOU GET?!!)

HEY! WHAT GIVES IN THERE?

WHOOM!

THOP!

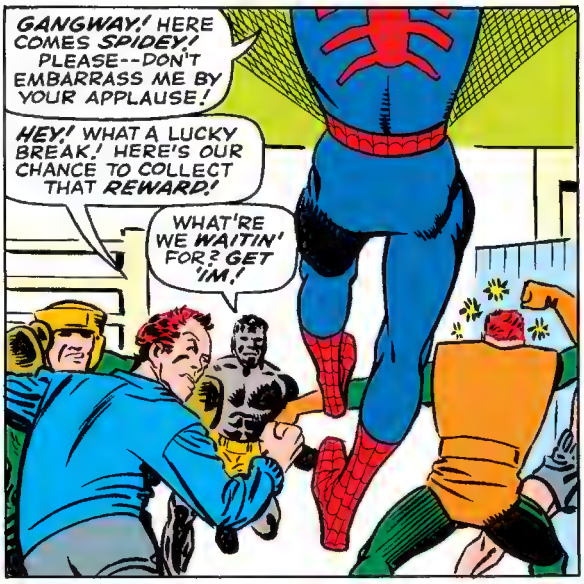
BONKK!

SOUNDS LIKE A TYPICAL DAY AT THE GENEVA PEACE CONVEN-TION!

WELL, HOW ABOUT THAT ?!!

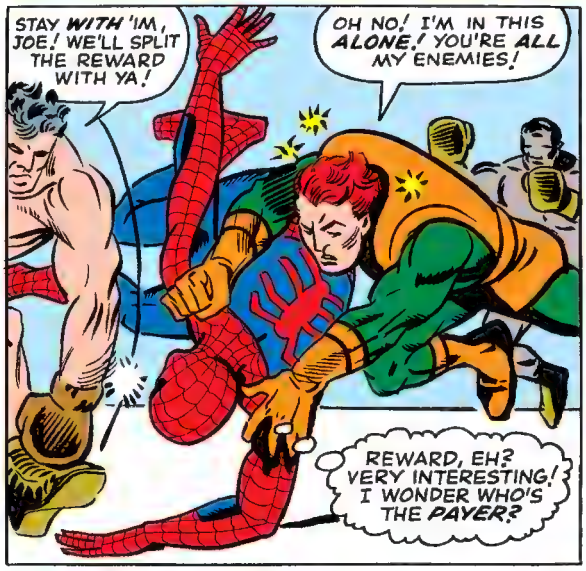
JUST THE ONE I'M LOOKING FOR!

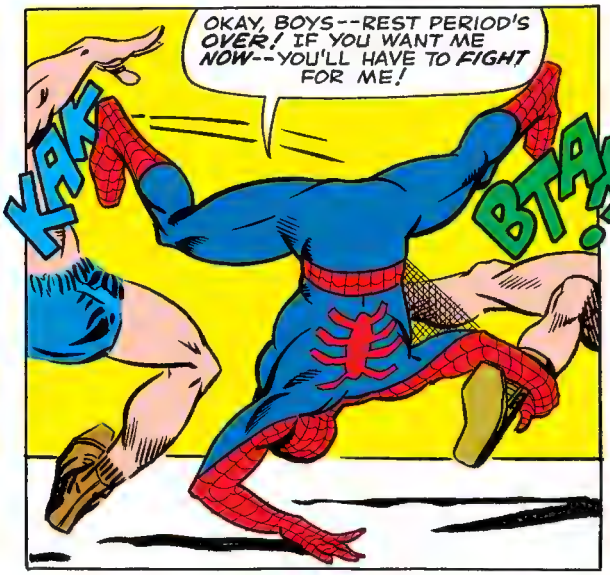
DOESN'T HE EVER STOP FIGHTING?

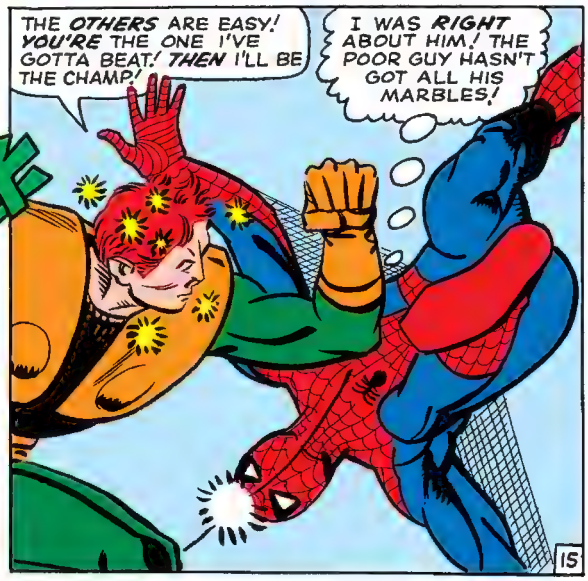

GANGWAY! HERE COMES SPIDEY! PLEASE--DON'T EMBARRASS ME BY YOUR APPLAUSE!
HEY! WHAT A LUCKY BREAK! HERE'S OUR CHANCE TO COLLECT THAT REWARD!
WHAT'RE WE WAITIN' FOR? GET 'IM!

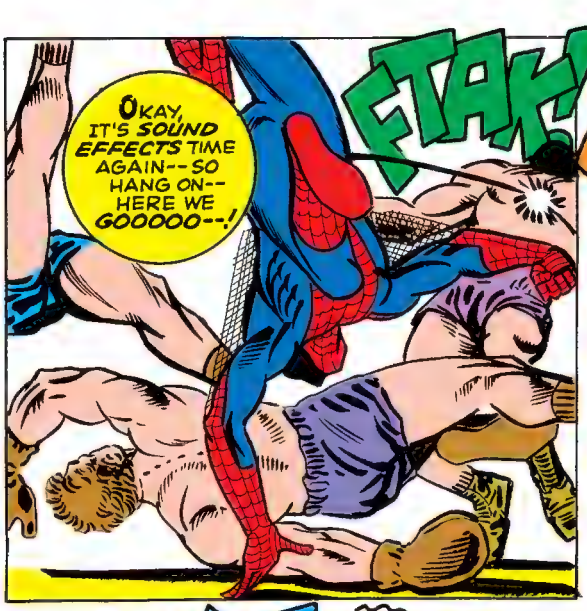
WHAT'S WITH YOU GUYS?? I COME HERE TO HELP YOU--AND YOU JUMP ON ME!
KEEP AFTER 'IM! HE CAN'T FIGHT US ALL OFF!
DON'T BET ON THAT TIGER!

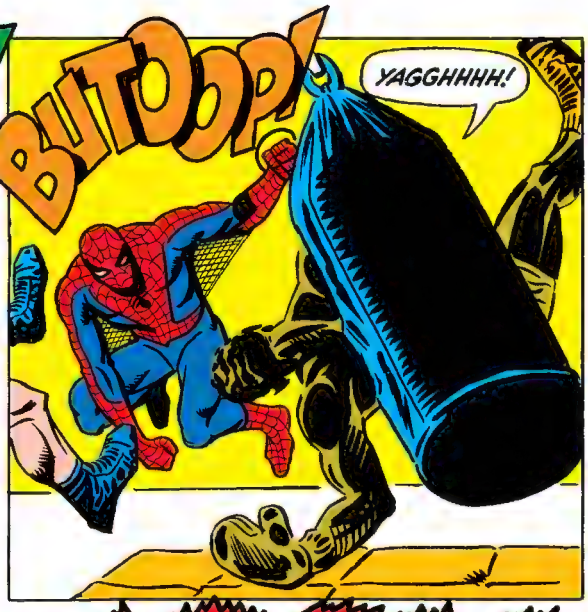
YOU! YOU'RE TRYING TO INTERFERE WITH ME AGAIN! BUT I WON'T LET YOU!
NOW'S OUR CHANCE! RUSH 'IM! C'MON--MOVE!
BOK!


STAY WITH 'IM, JOE! WE'LL SPLIT THE REWARD WITH YA!
OH NO! I'M IN THIS ALONE! YOU'RE ALL MY ENEMIES!
REWARD, EH? VERY INTERESTING! I WONDER WHO'S THE PAYER?

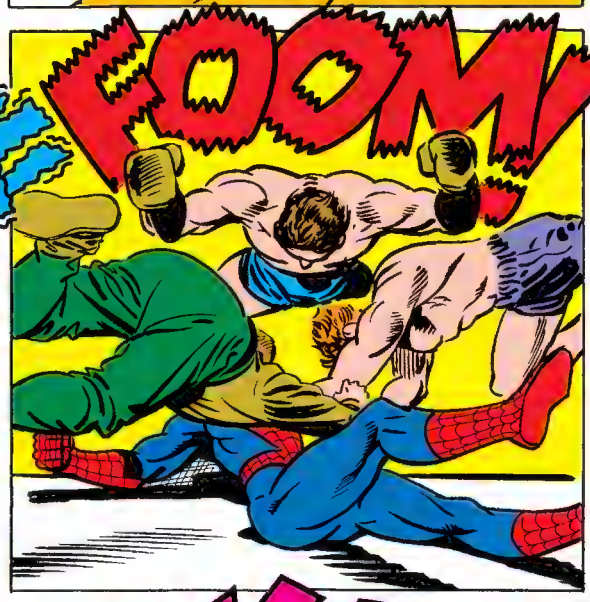

OKAY, BOYS--REST PERIOD'S OVER! IF YOU WANT ME NOW--YOU'LL HAVE TO FIGHT FOR ME!
KAK
BTAK

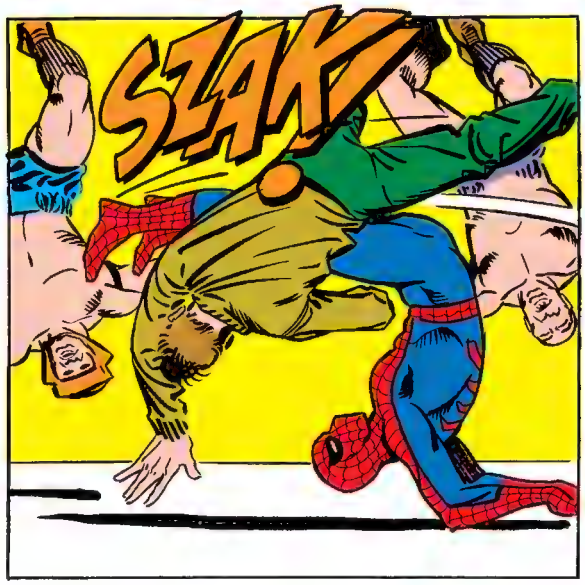

THE OTHERS ARE EASY! YOU'RE THE ONE I'VE GOTTA BEAT! THEN I'LL BE THE CHAMP!
I WAS RIGHT ABOUT HIM! THE POOR GUY HASN'T GOT ALL HIS MARBLES!


OKAY, IT'S SOUND EFFECTS TIME AGAIN--SO HANG ON--HERE WE GOOOOO--!
FTAK!

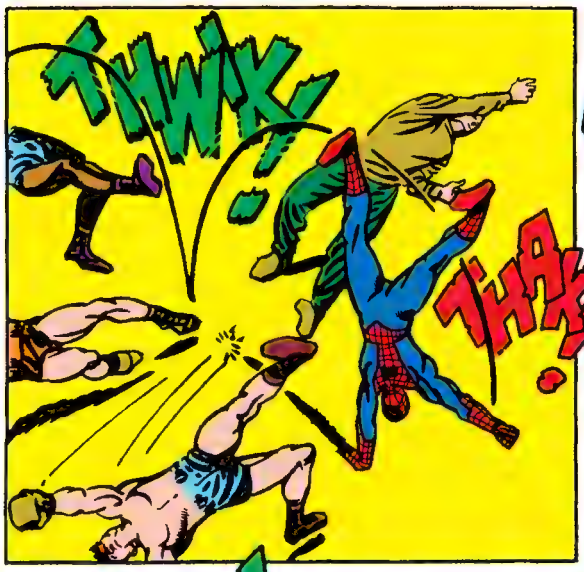

BUTOOP!
YAGGHHHH!

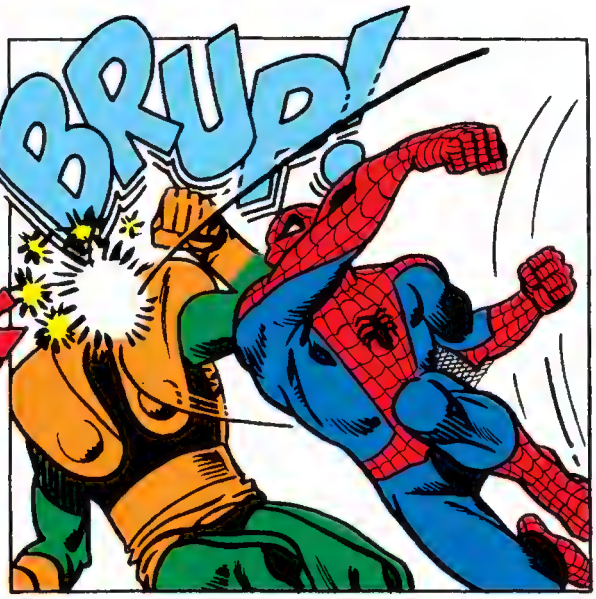
KAPOW!

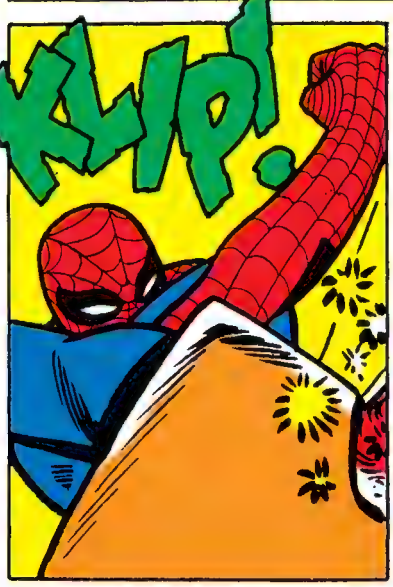

BOOM!

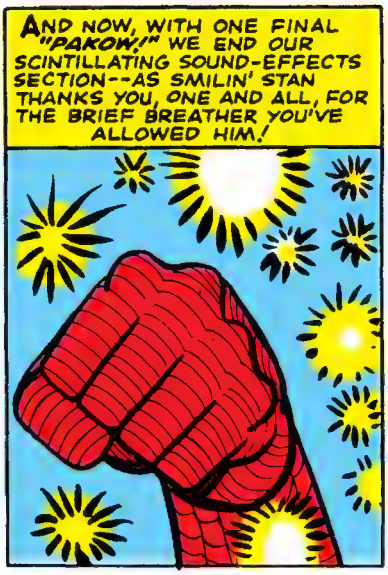

SZAK!

BOK!


THWIK!
THAK!


BRUP!


KLUP!


AND NOW, WITH ONE FINAL "PAKOW!" WE END OUR SCINTILLATING SOUND-EFFECTS SECTION--AS SMILIN' STAN THANKS YOU, ONE AND ALL, FOR THE BRIEF BREATHER YOU'VE ALLOWED HIM!

WELL? HAD ENOUGH, BIG FELLA?
THE SPOTS! I DON'T SEE 'EM ANYMORE! AND--I FEEL JUST LIKE I ALWAYS USED TO--!

WHAT'S GOIN' ON IN HERE? WE HAD A REPORT OF A FIGHT!
WADDAYA EXPECT IN A GYM--MAYPOLE DANCIN'??
VERRRRRY FUNNY! LET'S HOPE IT'LL TICKLE THE JUDGE, TOO!

HEY! WE'VE BEEN LOOKING FOR YOU! YOU'RE THE CHARACTER WHO THINKS HE'S A ONE-MAN BULLDOZER!
I-I DIDN'T MEAN TO CAUSE ANY TROUBLE!
NO--NEITHER DID KING KONG!

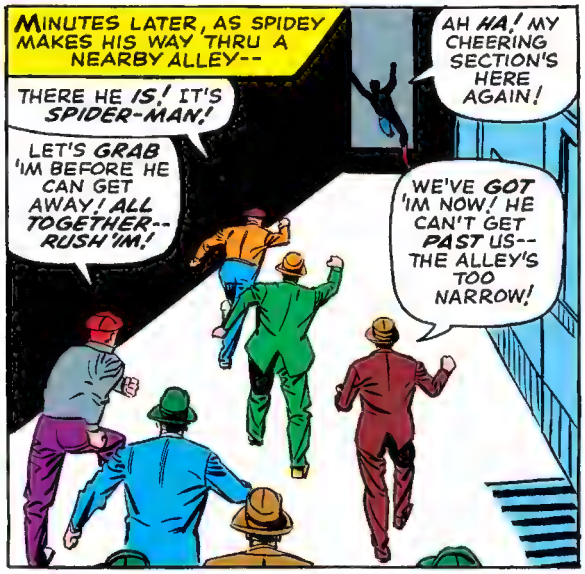
HOLD IT, BOYS! I'LL TAKE CARE OF EVERYTHING! I'M HIS MANAGER!
MANAGER? WHAT HE NEEDS IS A GOOD LAWYER!
TOMMY! BOY, AM I GLAD TO SEE YOU!

I HAD A LONG TALK WITH THE TV PEOPLE! THEY'RE WILLING TO DROP ALL THE CHARGES AGAINST YOU!
THEIR TECHNICAL EXPERTS SAID THE ELECTRIFIED CHEMICALS WHICH SPLASHED YOU CAUSED YOU TO RUN AMOK! BUT THE EFFECTS SHOULD BE WEARING OFF SOON!
I THINK THEY'VE WORN OFF ALREADY! I FEEL LIKE MYSELF AGAIN!
BUT YOU HAVEN'T HEARD THE BEST--

THEY SAW THE FIRST RUSHES OF YOUR FILM! YOU WERE SENSATIONAL! THEY WANNA ENLARGE YOUR ROLE--SIGN YOU UP TO A LONG-TERM ACTING CONTRACT! THE WORKS!
AND THEY'RE TAKIN' ME ALONG AS YOUR MANAGER!
I-I'M GONNA BE SOMEBODY--AT LAST! ME, JOE SMITH--AN ACTOR!

HEY, THAT'S TERRIFIC, JOE! WE ALWAYS KNEW YA HAD IT IN YA!
I AINT A STUMBLEBUM ANY MORE! IT'S LIKE A REAL MIRACLE!
SINCE THE TV STUDIO IS DROPPING CHARGES, AND HE'S WILLING TO PAY FOR ALL OTHER DAMAGES, WE WON'T BE TAKING HIM INTO CUSTODY!
HOW'S ABOUT GETTIN' US IN THE MOVIES WITCHA, CHAMP? ME, I ALWAYS T'OUGHT I WUZ KINDA THE CARY GRANT TYPE!

I'M SURE GLAD IT WORKED OUT THIS WAY! I ALWAYS FELT HE WASN'T REALLY A BAD GUY!
AT LEAST I LEARNED HIS NAME, ANYWAY! MAYBE SOME DAY I'LL BE ABLE TO GET A FREE PASS TO SEE HIM IN A MOVIE!
ALTHOUGH, WITH MY LUCK, THEY'LL GIVE HIM A NOSE JOB--CHANGE HIS NAME--AND I'LL NEVER KNOW WHO HE IS!


MINUTES LATER, AS SPIDEY MAKES HIS WAY THRU A NEARBY ALLEY--
THERE HE IS! IT'S SPIDER-MAN!
LET'S GRAB 'IM BEFORE HE CAN GET AWAY! ALL TOGETHER--RUSH 'IM!
AH HA! MY CHEERING SECTION'S HERE AGAIN!
WE'VE GOT 'IM NOW! HE CAN'T GET PAST US--THE ALLEY'S TOO NARROW!

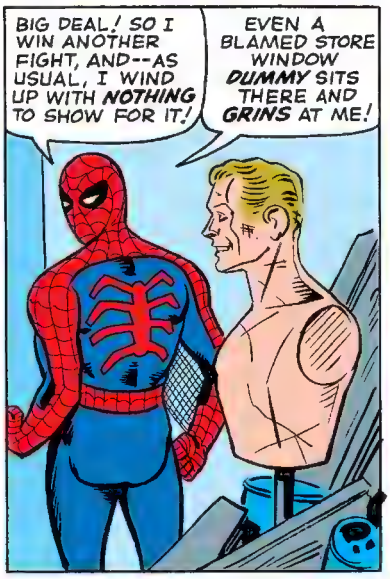
I'VE GOT NEWS FOR YOU EAGER BEAVERS! IT'S YOU WHO CAN'T GET PAST ME!
DON'T RUSH, BOYS--WE'VE GOT ALL THE TIME IN THE WORLD! JUST STEP RIGHT UP--!
THAT TWENTY GRAND IS AS GOOD AS OURS RIGHT NOW!
TWENTY THOUSAND!! IS THAT THE REWARD OFFERED FOR ME?
I WISH I COULD CLAIM IT MYSELF!

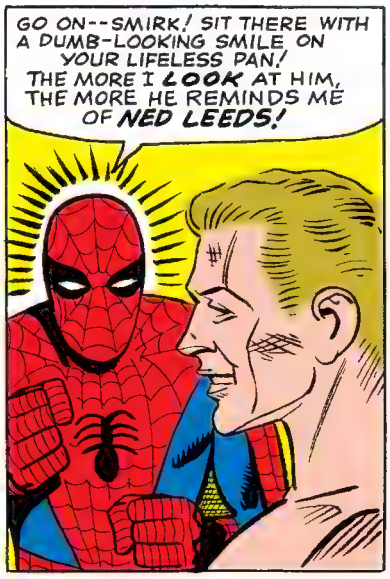
LIFE IS REALLY A RIOT! JOE SMITH CAUSES ALL THAT TROUBLE, AND WINDS UP A BIG HERO!
I SAID DON'T RUSH!!

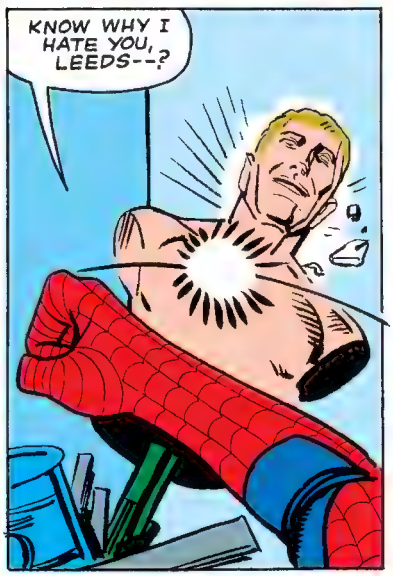
--WHILE SPIDEY, THE POOR MAN'S SIR LANCELOT, ALWAYS MANAGES TO WIND UP IN NOWHERESVILLE!

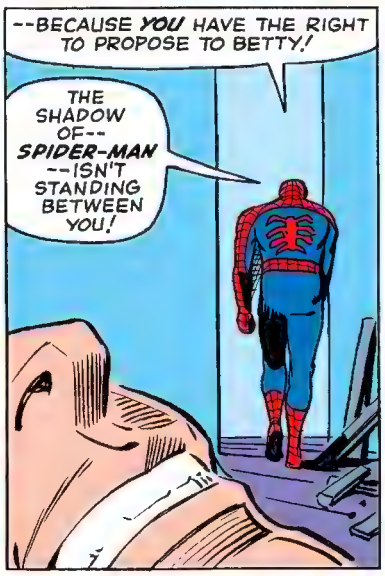
IT'S A GOOD THING I'M NOT THE HYPER-EMOTIONAL TYPE! I'D PROBABLY HAVE HAD A BREAKDOWN LONG BEFORE THIS!

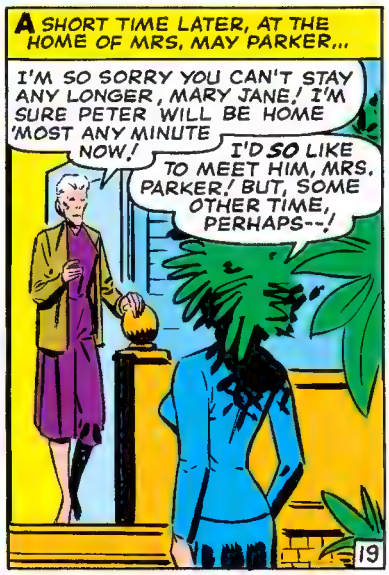
SORRY I'M DEPRIVING YOU OF YOUR REWARD BUNDLE, FELLAS--
BUT THINK OF THE MONEY I'M SAVING YOU IN TAXES!


BIG DEAL! SO I WIN ANOTHER FIGHT, AND--AS USUAL, I WIND UP WITH NOTHING TO SHOW FOR IT!
EVEN A BLAMED STORE WINDOW DUMMY SITS THERE AND GRINS AT ME!

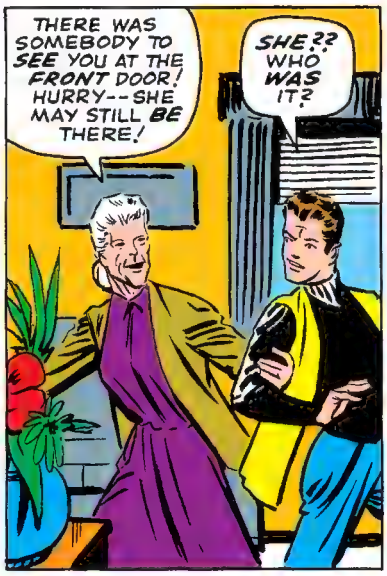

GO ON--SMIRK! SIT THERE WITH A DUMB-LOOKING SMILE ON YOUR LIFELESS PAN! THE MORE I LOOK AT HIM, THE MORE HE REMINDS ME OF NED LEEDS!

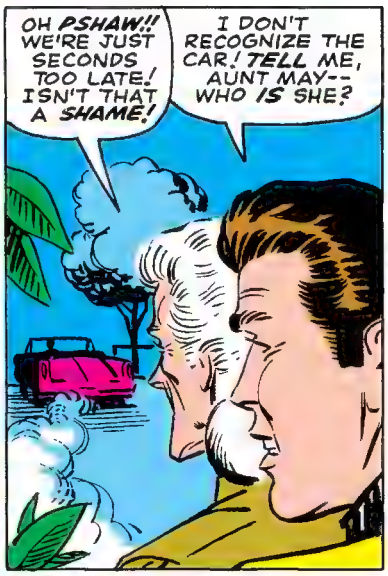

KNOW WHY I HATE YOU, LEEDS--?

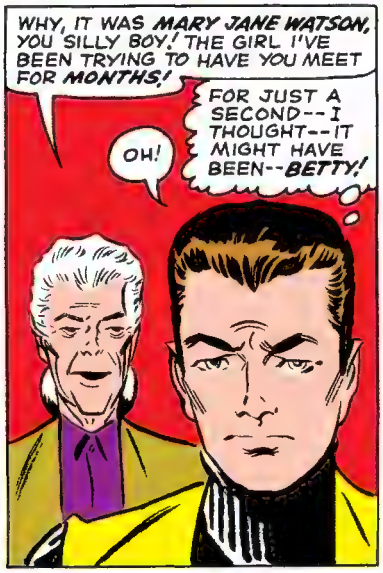

--BECAUSE YOU HAVE THE RIGHT TO PROPOSE TO BETTY!
THE SHADOW OF-- SPIDER-MAN --ISN'T STANDING BETWEEN YOU!

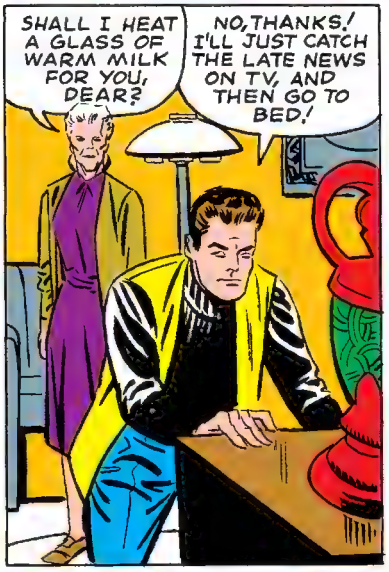

A SHORT TIME LATER, AT THE HOME OF MRS. MAY PARKER...
I'M SO SORRY YOU CAN'T STAY ANY LONGER, MARY JANE! I'M SURE PETER WILL BE HOME 'MOST ANY MINUTE NOW!
I'D SO LIKE TO MEET HIM, MRS. PARKER! BUT, SOME OTHER TIME, PERHAPS--!

NO SOONER HAS THE FRONT DOOR CLOSED BEHIND THE VISITOR, THAN MAY PARKER HEARS A WEARY VOICE BEHIND HER...
SORRY I'M LATE, AUNT MAY--BUT I'VE ALREADY HAD DINNER!
PETER PARKER! YOU MUST HAVE COME IN THE BACK DOOR!
SURE! WHAT'S THE DIFFERENCE?


THERE WAS SOMEBODY TO SEE YOU AT THE FRONT DOOR! HURRY--SHE MAY STILL BE THERE!
SHE?? WHO WAS IT?


OH PSHAW!! WE'RE JUST SECONDS TOO LATE! ISN'T THAT A SHAME!
I DON'T RECOGNIZE THE CAR! TELL ME, AUNT MAY--WHO IS SHE?


WHY, IT WAS MARY JANE WATSON, YOU SILLY BOY! THE GIRL I'VE BEEN TRYING TO HAVE YOU MEET FOR MONTHS!
OH!
FOR JUST A SECOND--I THOUGHT--IT MIGHT HAVE BEEN--BETTY!


SHALL I HEAT A GLASS OF WARM MILK FOR YOU, DEAR?
NO, THANKS! I'LL JUST CATCH THE LATE NEWS ON TV, AND THEN GO TO BED!

IT HAS JUST BEEN ANNOUNCED THAT JOE SMITH HAS SIGNED A FIVE-YEAR CONTRACT WITH THE INTERNATIONAL BROADCASTING NETWORK TO STAR IN A NEW SUPER-HERO SERIES! MR. SMITH, A VIRTUAL UNKNOWN UNTIL RECENTLY, WAS--
OH NO!!

--REPORTED TO HAVE FOUGHT SPIDER-MAN HIMSELF TO A STANDSTILL!
THAT TAKES THE CAKE! NOT ONLY WILL HE BECOME A BIG STAR NOW--BUT I'LL SEEM WORSE THAN EVER!
CLICK!

I'M TOO TIRED TO WATCH THE REST OF THE NEWS, AUNT MAY! I'LL SAY GOOD NIGHT TO YOU NOW!
SLEEP WELL, PETER DEAR! I'M GLAD YOU TURNED OFF THE TV! SOME OF THOSE NEWS ITEMS CAN GIVE A BODY NIGHTMARES!

NOT MUCH CHANCE OF THAT IN MY CASE!
--I ONLY HAVE THEM WHEN I'M AWAKE!
NEXT ISH!
THE BIGGEST SURPRISE OF THE SEASON AWAITS YOU!
'NUFF SAID!

THE SPIDER'S WEB

Dear Stan,

SPIDEY #34 was fantabulous (as usual), having 50 panels of fight scenes and 53 panels of Spidey (which is more than in most issues). I hope Peter can prove to Gwen that he's not so bad, because she's really some doll. Harry is a fink! Kraven was in peak form, so have him come back again some issue, stronger than ever. By the way, in your bullpen bulletins under "Strictly Personal," you called Johnny Hayes' Mustang a "2x2." A Mustang fastback is a 2+2, you dopes! Back to Spidey: Let's see more of Betty Brant's dreams, and let's have Peter solve his problems with her or else leave her alone with no hard feelings. He could go with Gwen instead, since she seems to like him and would probably understand him. Keep up the good work, but try to cut down on your famous mistakes. Remember, until Harry knocks Spider-Man out, I will remain thoroughly a Marvel maniac.

Randy Barron, 124 West Linwood
Kansas City, Mo.

You mean if Harry wins one single fight we'll lose you? Aw, how fickle is thy faithfulness, frantic one! As for our description of jovial Johnny's chariot, please forgive our extraordinarily inexcusable error! (Although we did spell "Mustang" correctly — and for us, that's a truly towering triumph!)

Dear Stan,

Boy! Did you ever flub up in issue #34 of SPIDER-MAN! All that happens is that Spidey and Kraven hit each other a couple of times, and Spidey gets in the last blow, so he wins. Echh! You surely can do better than that. Why didn't Kraven dream up some diabolical trap for our hero, such as those magnetic handcuffs in ish #15! Kraven is easily your best villain, but if you don't quit giving us stories with just a few hay-makers instead of a plot, you'll probably lose a few fans. (Not me, of course, because I couldn't breathe, eat, or sleep without Spidey.) So let's get out of this rut, huh? Spidey's sales marks may have reached their peak, but as far as I'm concerned, Spidey's in the worst slump of his whole career. Hurry up and settle this big deal with Betty Brant, too. I'm tired of it, and I'm sure I'm not alone.

Cary Burkett, 1120 E. Pecan
Angleton, Texas

Be of good cheer, brother Burkett! Just wait'll you see our brand-new, pulsatin' plot line which will start unfolding before your delightfully dazzled eyes next ish! You think our sales have hit their peak, Cary? Fie upon thee! This is only the beginning, mister! We've got gimmicks, gadgets, and guest stars coming up that'll make comic book history! (And, if we weren't reluctant to boast — hoo boy!)

Dear Stan,

In SPIDER-MAN #34, the cover wasn't so spectacular. But, from experience, I have learned that great stories often hide behind bad covers. And I was right again! The only fault with "The Thrill of the Hunt" was when Betty dreamed Peter was Spidey. No dreams! Only real stuff, please! I got the impression you just wanted to fill the page. The rest was history for us Marvel readers. Give Peter one more power; let him be able to talk with spiders so he won't get so lonely after he has one of his many fights with Betty. And let's watch those nowhere old 1920's clothes on all the characters! Get cashmere sweaters on them — all except J.J.J., of course. On *him* you should put a straitjacket!

(No, we didn't forget the writer's name and address! Here's what happened —)

Another mighty Marvel first! Our panicky printer actually lost the signature section of the letter above, so now we don't know who wrote it! But, if the agonized author will drop us another line, identifying himself, we'll give him (or her) (— or it) full credit and a public apology a few ishes hence! However, the idea of Spidey talking to real, live spiders just doesn't send us! We're not even convinced that *spiders* talk to spiders!

Dear Stan,

I was looking through the *San Francisco Chronicle* the other day and you'll never guess what I saw! No, Russia isn't going to drop an atomic bomb on the U.S. No, Jolly Jack Kirby didn't defect to Brand Echh, and nobody else has burned up the capital since the British did! Actually, the kids at the University of California took time out from their protesting to do something worthwhile. This: "New on campus is the Royal Order of Spider-Men, whose bible is the SPIDER-MAN comic book and whose leader, the Imperial Black Widow, is Ron Gordon, a 20-year-old pre-med." [Wait'll Hawkeye hears about *this!* Anyway, it goes on:] "Their slogan? Friend of all, regardless of race, creed, color, or number of legs." Since this group is in California, they just couldn't live without a demonstration, so a plan was made to organize 12,000 black widow spiders for a crawl down Telegraph Avenue, followed by a web-in at Sproul Hall. The Spider-Men hope to get enough money together (by selling pickled webs) to send venom to anti-Communist Asian spiders. Maybe Spidey can help in that department? In the immortal words of the *Chronicle's* Herb Caen, "Let's all get behind these fine young people!"

Irene Yono, 1692 Post St.
San Francisco, Calif. 94115

A number of sharp-eyed fans also sent us a copy of that clipping from the *Chronicle*, Irene honey — and we got a real kick out of it. In fact, what with the popularity of expressions like "sit-in," "stand-in," "sleep-in," etc., the newie which those cavortin' college kids have coined — "web-in" — may just take hold and become a part of our fast-growing, flip-type 'in" lingo! After all, "Nuff said" has become almost as famous these days as J. Jonah Jameson's sunshine smile!

Dear Stan,

Just thought I'd drop a line to let you guys know we're reading you loud and clear over here in Munich, Germany — home of the University of Maryland, European Division. The gal at the newsstand gets a big charge from seeing college sophs pickin' up comics, so keep up the

good work, and we'll keep the little old lady happy. If you ever get an urge to hold a popularity contest, the guys over here vote hands down for Spidey. Keep up the business he's giving to his gal; we lady-killers eat that stuff up. We're all psychology majors and we enjoy trying to figure out old Web-head. He's one character you guys have that really strikes home: everyone else is pushing their old-age benefits while Spidey carries the load for today's generation. His problems are, more or less, what we get today, and seeing how he overcomes them not only gives us an incentive, but allows the older generation as well to realize that the teenager of today has got a lot on his back, and needs to be given an opportunity to show what he's really made of. Don't ever let Spidey go, for, as our martyred President once said, "When the going gets tough, the tough get going."

Richard K. von Fossen, Box 345B
University of Maryland, Munich, Germany, Campus
APO New York 09407

We'll buy that, Dick! And don't worry, lad — we never intend to let ol' Spidey go! It would be like losing a member of the family! Of course, we'll admit that very few families have wall-climbers in 'em, but what the hey — we're not snobs!

Dear Stan,

Boy, do I have you guys over a barrel! As I eagerly studied through every word and panel of your marvel-ous SPIDER-MAN #34, I came across an interesting word: "Kraven." I thought and I pondered over it. Is this the guy's first or last name? Or is it the name of some savage beast or bird? Favoring the latter, I took my trusty Webster's in hand and turned to the letter "k." I looked under words beginning with "kra." Kraal, kraft, kraken, krater, K-ration, and kraut. No "kraven." So, I decided to look under "c," figuring you guys had changed the spelling of a real word. Lo and behold there it was: "craven — adj. (1) defeated; vanquished. (2) lacking courage; cowardly." This is the name you picked for a man who wrestles gorillas and lions with his bare hands? Sheesh! Besides that slight discrepancy, I thought that SPIDEY #34 was stupendous. I think you have a great character in Spider-Man. Would you believe it if I told you that this is only the second time I've ever written to a comic mag?

Eric Beringer, 3709 Brierwood Dr.
Erie, Pa.

We believe it, Eric, we believe it! But, you've posed a far greater problem for us now! Don't keep us in suspense for another minute, fells — tell us, before we have nervous prostration — which mag did you write to with your *first* letter?

Dear Stan,

SPIDER-MAN #34 was great! The cover was fab! That white on it was certainly a switch. The story was excellent, and I was glad to see more of Kraven. Also, I'd like to compliment everyone at the bullpen for the fine work on FANTASY MASTERPIECES. "I Became a Human Robot" was the best one, in my opinion, and "Those Who Change" was very clever. The artwork on all of them was, as usual, magnificent. I just don't know how you do it, Stan. You're absolutely fantastic! Love ya!

Marilyn Morgan, 826 Central Ave.
Johnstown, Pa.

It's mutual, pussycat! But if you liked FANTASY MASTERPIECES before , wait'll you see it now — starring the original tales of Captain America! (Have you noticed how we never resort to sneaky plugs in our liltin' letters pages?)

Dear Stan,

I'd like to congratulate you on the job you're doing with Spider-Man. I must admit this guy is a pretty tough nut to crack. I used to be a great lover of the Brand X war comics, but lately I've found myself buying nothing but SPIDER-MAN. I've read a few earlier issues, but your issue #30, "Man on a Rampage," has our whole company in an uproar. All of us here in Korea, from privates like myself to our C.O., dig it. I know other people besides us army Joes feel the same way. Other than that, you guys are great and you have the I Corps of the 8th Army backing you. Keep up the good work, troop!

Pvt. R. Stewart RA 15735215
Co. D, 51st Sig. Bn. (C)
APO San Francisco, Calif. 96358

We never disobey a direct command, soldier! So rest assured that we'll not only keep up the good work, but we'll do our web-slingin' best to *top* it! And, if you think that *we're* great — there aren't enough words available to tell you just how great we think that you and all your buddies in all the services really are! If our feeble artistic efforts can help brighten just a few minutes of your day, we consider ouselves the luckiest guys around!

Dear Stan,

Being neither a left-wing liberal, a right-wing reactionary, or even a maudlin middle-of-the-road moderate (though I have sympathies with all three), I feel as qualified as anyone to reply to Art Raveson. Mr. Raveson wants Spidey to become allied with the forces of the left. This idea would not be wholly without merit for Mr. Raveson, but not for Peter Parker. It is not the purpose of a superhero to attempt to indoctrinate readers with any specific political credo. If you succeed in presenting democracy as superior to tyranny, courage to cowardice, and brotherhood to bigotry, then you will have accomplished all that can be expected in the political and social realms. Any other literary merit to be found in Marvel mags (and there's an abundance of it) must be psychological and anthropological. I could offer many examples of the latter two points (such as Captain America's search for identity, the unreasoning fear exhibited toward the Hulk, etc.), but I think this letter is long enough already. So, till next time, may the will of Asgard ever be like with thine.

H. Doyle Abernathy, 1035 Merriwether St.
Cape Girardeau, Mo. 63701

Thanks, H.!We kinda agree with you. We try to keep the moral tone and the entertainment value of our mags as high as possible. But, when it come to political philosophies, we figure that's best left to those who specialize in that area. (Like honest Irving Forbush!)

Dear Stan,

Last night I was looking through some of my old Marvel masterpieces, including SPIDER-MAN ANNUAL #2. I turned on my radio and got settled to re-read it for the 33rd time. Suddenly, just as Spidey ducked under the blast from Dr. Doom's finger gun, I heard a dedication being made to all the Merry Marvel Marchers of the U.S.A. This dedication was made by a fellow Marcher over station WDRC in Hartford. So I say, 3½ cheers for WDRC, the MMMS, and Spidey! I would also like to compliment you on your last few issues of SPIDER-MAN; they were just *grrreat*, as usual. I liked the way Peter Parker became a little rougher toward J.J.J. In closing, I'd just like to say, "Keep your web dry!" Bob Peltz, 301 Barbara Rd.
Middletown, Conn.

Not us, Bobby! We have the latest model — it's a pleatless, no-press, wash-and-wear web-suit. And, as soon as we can get away from those determined-looking guys in the white jackets who've been chasing us, we'll tell you more about it!

NEXT ISH: The most eagerly-awaited event in a spider's age! The return of the Green Goblin! But, even more than that — the start of a new era in Spiderdom! Don't dare miss this landmark issue which features a new hand at the artistic tiller, as jazzy Johnny Romita takes over the illustrating chores, while our lovable leader, smilin' Stan, prepares to write the greatest yarns of his award-winning career! Be sure to tie a web around your claw so you won't forget — SPIDEY #39 — the start of another magnificent Marvel march to greatness — and we want you with us all the way! — —*Someone's gotta carry the banner!*

...Does Whatever a Spider Can: A Lee/Ditko Amazing Spider-Man Lexicon

It turns out it wasn't just Peter Parker. Over 50 years and countless stories later, now the entire world has the bug the Spider-Man bug. But it all began back in 1962 within the imaginations of Stan Lee and Steve Ditko. Across a mere 43 stories they laid the foundation for a popular icon that not only is one of us, but inspires the very best in us.

Amazing Fantasy #15 (Aug. '62) - *Peter Parker (Spider-Man), Benjamin "Ben" Parker, May Reilly Parker, Eugene "Flash" Thompson, Elizabeth "Liz" Allan, Mr. Warren, Sally Avril, Seymour O'Reilly, Joseph "Crusher" Hogan, Maxie Shiffman, the Burglar, Officer Baxter Bigelow;* Peter Parker becomes Spider-Man, death of Ben Parker

Amazing Spider-Man #1 (Mar. '63) - *J. (John) Jonah Jameson, Lt. Colonel John Jameson,* May Parker, Liz Allan, Maxie Shiffman, *the Chameleon (Dmitri Smerdyakov Kravinoff),* the Fantastic Four (Mr. Fantastic, the Invisible Girl, the Human Torch, the Thing); first use of spider-sense, first web-parachute and web-slingshot

Amazing Spider-Man #2 (May '63) - *The Vulture (Adrian Toomes),* Flash Thompson, Liz Allan, Mr. Warren, J. Jonah Jameson, May Parker, *the Tinkerer (Phineas Mason)*; Spider-Man modifies belt to hold camera and extra web cartridges, first diagram of Spider-Man's web-shooters

Amazing Spider-Man #3 (Jul. '63) - *Doctor Octopus (Otto Octavius),* J. Jonah Jameson, May Parker, Flash Thompson, Liz Allan, the Human Torch; first Spider Signal light

Amazing Spider-Man #4 (Sep. '63) - *The Sandman (William Baker a.k.a. "Flint Marko"),* J. Jonah Jameson, May Parker, *Betty Brant,* Flash Thompson, Liz Allan, Mr. Davis, Seymour O'Reilly

Strange Tales Annual #2 (1963) - *The Fox (Reynard Slinker),* the Human Torch, the Invisible Girl, *Deputy Police Inspector Rudd;* first time Spider-Man and the Human Torch meet at the Statue of Liberty

Fantastic Four Annual #1 (1963) - Fantastic Four (Mr. Fantastic, the Invisible Girl, the Human Torch, the Thing)

Amazing Spider-Man #5 (Oct. '63) - Dr. Doom (Victor Von Doom), J. Jonah Jameson, Flash Thompson, Liz Allan, Betty Brant, Seymour O'Reilly, May Parker, cameo appearance by the Fantastic Four

Amazing Spider-Man #6 (Nov. '63) - *The Lizard (Curtis Connors), Martha Connors, William "Billy" Connors,* J. Jonah Jameson, Betty Brant, Flash Thompson, Liz Allan, May Parker, cameo appearance by the Vulture

Amazing Spider-Man #7 (Dec. '63) - The Vulture, Flash Thompson, May Parker, Liz Allan, Betty Brant, J. Jonah Jameson

Amazing Spider-Man #8 (Jan. '64) - *The Living Brain,* Mr. Warren, Flash Thompson, Seymour O'Reilly, Liz Allan, the Fantastic Four, Doris "Dorrie" Evans, cameo appearances by the Vulture, J. Jonah Jameson and May Parker

Amazing Spider-Man #9 (Feb. '64) - *Electro (Maxwell "Max" Dillon), Doctor Bromwell,* May Parker, Flash Thompson, Liz Allan, Seymour O'Reilly, Betty Brant, J. Jonah Jameson

Amazing Spider-Man #10 (Mar. '64) - *The Big Man (Frederick Foswell), the Enforcers (Montana [Jackson W. Brice], Ox [Raymond Bloch], Fancy Dan [Daniel Brito]),* Liz Allan, Flash Thompson, May Parker, *Mr. and Mrs. Abbott,* J. Jonah Jameson, Betty Brant

Amazing Spider-Man #11 (Apr. '64) - Dr. Octopus, Betty Brant, *Blackie Gaxton, Bennett Brant*; first use of a Spider-Tracer

Amazing Spider-Man #12 (May '64) - Dr. Octopus, J. Jonah Jameson, Betty Brant, May Parker, Flash Thompson, Liz Allan, Dr. Bromwell; Peter Parker unmasked

Amazing Spider-Man #13 (Jun. '64) - *Mysterio (Quentin Beck),* J. Jonah Jameson, Betty Brant, Liz Allan, Flash Thompson, May Parker

Amazing Spider-Man #14 (Jul. '64) - *Green Goblin (Norman Osborn),* the Enforcers, *B. J. "Cosmos" Kozmojian,* Liz Allan, Flash Thompson, Betty Brant, J. Jonah Jameson, May Parker, the Hulk (Robert Bruce Banner)

Amazing Spider-Man #15 (Aug '64) - *Kraven the Hunter (Sergei Kravinoff),* the Chameleon, J. Jonah Jameson, Betty Brant, Liz Allan, Flash Thompson, May Parker

Amazing Spider-Man Annual #1 (1964) - *The Sinister Six* (Dr. Octopus, Electro, Kraven the Hunter, Mysterio, the Vulture, the Sandman), J. Jonah Jameson, Flash Thompson, Liz Allan, Seymour O'Reilly, May Parker, Betty Brant, Thor, Dr. Strange (Stephen Strange), the Fantastic Four, Giant Man (Henry Pym), the Wasp (Janet Van Dyne), Professor X, the X-Men (Cyclops, Marvel Girl, the Beast, Iceman, Angel), cameo appearances by Ben Parker, the Burglar, and Baxter Bigelow

Amazing Spider-Man #16 (Sep. '64) - Daredevil (Matthew Murdock), Karen Page, Franklin "Foggy" Nelson, Ringmaster (Fritz Tiboldt), the Circus of Crime (the Great Gambino [Jack Pulver, a.k.a. the Human Cannonball], the Clown [Eliot "Crafty" Franklin, a.k.a. Funny Man], Bruto the Strongman [Bruto Olafson], the Great Gambonnos [Luigi and Ernesto Gambonno]), May Parker

Amazing Spider-Man #17 (Oct. '64) - The Green Goblin, the Human Torch, Dorrie Evans, J. Jonah Jameson, Betty Brant, Liz Allan, Seymour O'Reilly, Flash Thompson, May Parker, *Wilson Allan (incorrectly called Mr. Brant)*

Amazing Spider-Man #18 (Nov. '64) - Sandman, J. Jonah Jameson, May Parker, *Anna May Watson (named here as "Mrs. Watkins"),* Flash Thompson, Seymour O'Reilly, Liz Allan, Dr. Bromwell, Betty Brant, *Ned Leeds,* Fantastic Four, cameos by the Green Goblin, Dr. Octopus, Kraven the Hunter, the Vulture, the Avengers (Iron Man, Thor, Giant Man, Wasp, Captain America), Daredevil.

Amazing Spider-Man #19 (Dec. '64) - the Human Torch, the Enforcers, Sandman, J. Jonah Jameson, May Parker, Flash Thompson, Liz Allan, Betty Brant, Ned Leeds, *MacDonald "Mac" Gargan*

Amazing Spider-Man #20 (Jan. '65) - *The Scorpion (Mac Gargan), Dr. Farley Stillwell,* May Parker, J. Jonah Jameson, Betty Brant, Ned Leeds; death of Dr. Farley Stillwell

Amazing Spider-Man #21 (Feb. '65) - The Beetle (Abner Jenkins), the Human Torch, Dorrie Evans, Betty Brant, Flash Thompson, J. Jonah Jameson, May Parker

Amazing Spider-Man #22 (Mar. '65) - The Ringmaster, the Circus of Crime/*Masters of Menace with Princess Python (Zelda DuBois),* Seymour O'Reilly, Liz Allan, Flash Thompson, Betty Brant, J. Jonah Jameson, May Parker

Amazing Spider-Man #23 (Apr. '65) - The Green Goblin, *Lucky Lobo,* May Parker, Betty Brant, J. Jonah Jameson, Fredrick Foswell, May Parker

Amazing Spider-Man #24 (May '65) - Mysterio (as Dr. Ludwig Rinehart), Frederick Foswell, J. Jonah Jameson, Betty Brant, Flash Thompson, Liz Allan, May Parker, cameo appearances by Dr. Octopus, the Sandman, and the Vulture (hallucinations)

Amazing Spider-Man #25 (Jun. '65) - *Spencer Smythe, Spider-Slayer Version I,* J. Jonah Jameson, Betty Brant, Liz Allan, Flash Thompson, Seymour O'Reilly, May Parker, *Mary Jane Waston (face concealed)*

Amazing Spider-Man #26 (Jul. '65) - The Green Goblin, *the Crime-Master (Nicholas "Lucky" Lewis),* Frederick Foswell *(also as "Patch"),* May Parker, Betty Brant, J. Jonah Jameson, Flash Thompson, Seymour O'Reilly, Liz Allan, Mr. Davis

Amazing Spider-Man #27 (Aug '65) - The Crime-Master, the Green Goblin, J. Jonah Jameson, Frederick Foswell, *Barney Bushkin,* May Parker; death of the Crime-Master

Amazing Spider-Man #28 (Sep. '65) - *The Molten Man (Mark Raxton),* Mr. Davis, Liz Allan (incorrectly called "Liz Hilton"), Flash Thompson, Spencer Smythe, Spider-Slayer Mach I, May Parker, Anna Watson (incorrectly refers to Mary Jane as her daughter), J. Jonah Jameson, Flash Thompson, Wilson Allan, Doris Raxton Allan (face unrevealed); Peter Parker graduates from Midtown High School

Amazing Spider-Man Annual #2 (1965) - Dr. Strange, *Xandu, the "Happiness Boys"; first appearance of the Wand of Watoomb*

Amazing Spider-Man #29 (Oct. '65) - The Scorpion, J. Jonah Jameson, Frederick Foswell, Betty Brant, Ned Leeds, May Parker

Amazing Spider-Man #30 (Nov. '65) - *the Cat Burglar (a.k.a. the Cat),* Betty Brant, Ned Leeds, Anna Watson, May Parker, J. Jonah Jameson, *the Master Planner's Gang,* Frederick Foswell, Liz Allan, Flash Thompson; Ned Leeds proposes to Betty Brant

Amazing Spider-Man #31 (Dec. '65) - The Master Planner's Gang, May Parker, *Dean Corliss, Harold "Harry" Osborn, Gwendolyne "Gwen" Stacy, Professor Miles Warren,* Flash Thompson, J. Jonah Jameson, Frederick Foswell, Betty Brant, Ned Leeds, *Foxy Briggs;* Peter Parker enters Empire State University

Amazing Spider-Man #32 (Jan. '66) - Dr. Octopus (a.k.a. the Master Planner), the Master Planner's Gang, Betty Brant, Ned Leeds, J. Jonah Jameson, May Parker, Curtis Connors, Frederick Foswell, cameo appearance by Ben Parker (in photographs)

Amazing Spider-Man #33 (Feb. '66) - May Parker, Curtis Connors, the Master Planner's Gang, Frederick Foswell, J. Jonah Jameson, Betty Brant

Amazing Spider-Man #34 (Mar. '66) - Kraven the Hunter, Betty Brant, Anna Watson, May Parker, Gwen Stacy, Harry Osborn, *"Nails" Hogan and his gang,* J. Jonah Jameson, Frederick Foswell, cameo appearance by the Molten Man

Amazing Spider-Man #35 (Apr. '66) - The Molten Man, cameo appearance by the Looter

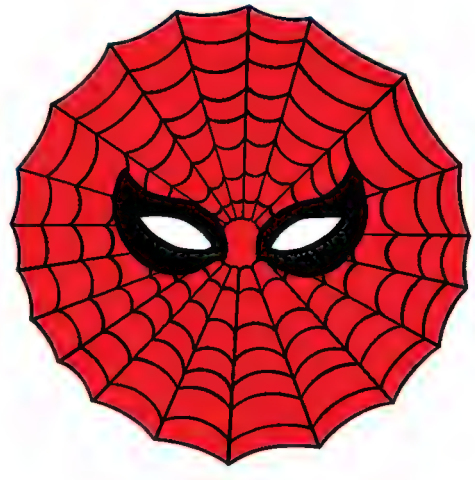
Amazing Spider-Man #36 (May '66) - *The Looter (Norton G. Fester), Sally Green,* Gwen Stacy, Flash Thompson, cameo appearance by Mendel Stromm's two robots

Amazing Spider-Man #37 (Jun. '66) - *Professor Mendel Stromm, Stromm's amoeboid and mechanoid robots, Max Young,* Frederick Foswell, J. Jonah Jameson, Gwen Stacy, Flash Thompson, Harry Osborn, *Norman Osborn (first appearance as Norman);* first time Spider-Man tracks his Spider Tracer with only his spider-sense

Amazing Spider-Man #38 (Jul. '66) - *Joseph "Joe" Smith, Thomas "Tommy" Tompkins,* J. Jonah Jameson, Ned Leeds, Flash Thompson, Harry Osborn, Norman Osborn (in disguise), *Hoods Incorporated,* Sally Green, Gwen Stacy, May Parker, Mary Jane Watson (face concealed)

• *Blue type denotes first appearance*

Research by Mike Fichera



THE WORLD'S BEST-SELLING SWINGER

BY STAN LEE

My daughter is into numerology. She'd probably be the first to predict what happened next. After all, the first two Marvel "new-wave" productions were admitted blockbusters; that means the next one we came up with, being number three, would have to be far bigger than both of them—or else a total dud. Well, having read the first two spellbinding parts of this literary landmark, you know how I hate to boast. Suffice it to say that *número tres*, the Amazing Spider-Man, wasn't a dud.

In order to tell you how Spidey was born, we've got to go back to the book that preceded him, because it's basically a story within a story.

Up till now I've frequently mentioned Jolly Jack Kirby as our most ubiquitous artist-in-residence. He wasn't christened Jolly Jack—sometimes he wasn't even all that jolly—but I got a kick out of giving alliterative nicknames to our genial little galaxy of superstars, mostly for the purpose of enabling the readers to remember who they were. You see, prior to the emergence of Marvel Comics, the artists and writers who produced the strips, as well as the editors, art directors and letterers, were mostly unknown to the reader, who rarely if ever saw their names in print. In order to change that image and attempt to give a bit more glamour to our hitherto unpublicized creative caliphs, I resorted to every device I could think of—and the nutty nicknames seemed to work.

However, Jolly Jack wasn't the only shining star in the ever-growing Marvel galaxy. The time is come for me to speak of Sturdy Stevey Ditko. And now that I've spoken of him, it's necessary to digress again for just a few minutes.

During the time that the Fantastic Four and the Incredible Hulk were taking the world of letters by storm and becoming household words—in my household, anyway—we were still experimenting with different types of comic books. And one of them in particular must be clearly understood before you can even hope to pass your year-end exam in Marvel lore. That one is *Amazing Adult Fantasy*.

It wasn't always *Amazing Adult Fantasy*. It started out as *Amazing Adventures*, with all sorts of monster tales and assorted fantasy yarns with O. Henry-type endings. One day, in an effort to learn whether it was possible to increase the size of our readership, I decided to add the word "Adult" to our masthead and to upgrade the stories as much as possible. With this in mind, we return once again to where we had left Mr. Ditko.

Steve Ditko, like Kirby, was a natural when it came to comics. His ability at telling a story in pictures was second to none, and his sense of layout and design, coupled with a highly individualistic style of drawing, seemed to be immensely popular with our readers—as it was certainly with me. Steve had done countless surprise-ending mystery strips for us in the past, and I felt his style was both unique and sophisticated enough to warrant trying an offbeat experiment.

In theory, it seemed perfect. The older readers generally enjoyed stories with unexpected shock endings, and Steve and I had collaborated on so many together that it seemed only natural to present an entire magazine with such features. *Amazing Adventures* would become *Amazing Adult Fantasy*, with five far-out tales per issue, written by yours truly and illustrated by Steve Ditko.

We produced fifteen issues of *AAF* and I loved every one. The artwork was sensational and I must admit I thought the plots held up pretty well also. As a matter of fact, the plots must have been fairly effective because they've since been "adopted" by innumerable TV suspense shows over the years. However, you're probably wondering what all these Rabelasian reminiscences have to do with Spider-Man.

Amazing Adult Fantasy finally ran its course. After issue #10 the sales began to soften and it seemed that we were running out of steam. Apparently, we'd been doing too good a job with super heroes. The sales of the super hero magazines were soaring, which meant that *AAF*, with its five little featurettes per issue, was having an uphill battle bucking a trend. So it was decided that the fifteenth issue of *Amazing Adult Fantasy* would be the final one. To mark the occasion, we even dropped the world "Adult" from the title. And now—here comes Spider-Man.

Just for kicks, I wanted to try something different. Oh sure, the Fantastic Four was different—and the Hulk was different. But I mean really different. For quite a while I'd been toying with the idea of doing a strip that would violate all the conventions—break all the rules. A strip that would actually feature a teenager as the star, instead of making him an (ugh!) adult hero's sidekick. A strip in which the main character would lose out as often as he'd win—in fact, more often. A strip in which nothing would progress according to formula—the situations, the cast of characters and their relationship to each other would all be unusual and unexpected. Yep, I knew what I wanted all right, but where would I ever get a chance to try it? Where—except in a magazine that we were planning to kill anyway?

You guessed it. I figured there was nothing to lose. *Amazing Fantasy* #15 would be the last issue before its preordained demise. It wouldn't matter what we did to it, what strips were included in it; it was doomed. That meant I'd have a chance to get this latest little gnawing idea out of my system, once and for all. The die was cast. I would try a brand-new, totally different type of strip in *AF* #15. It would be the swan song never to be forgotten.

What about the name? Why Spider-Man? Simple. In the long-dead, practically Paleolithic era when I had been on the verge of approaching teenagerhood, one of my favorite pulp magazine heroes was a stalwart named the Spider. He wore a slouch hat and a finger ring with the image of an arachnid—a ring which, when he punched a foe fearlessly in the face, would leave its mark, an impression of a spider. It was the Spider's calling card, and it sent goose pimples up and down my ten-year-old spine. More than that, I can still remember how the magazine's subtitle grabbed me. It was called *The Spider*—but after his name were the never-to-be-forgotten words: *Master of Men*. Just play with that for a moment—roll it around on your tongue, savor the fateful, fascinating flavor—*The Spider, Master of Men*. My mind was made up, the stage was set, the cards had been dealt. I was no more than a puppet in the shadow of destiny.

Now, as far as I can remember, the Spider had no superhuman powers. It seems to me he was just a good guy who fought the bad guys. It was his name that grabbed me. But that was enough.

I can still remember discussing my sinister little scheme with Martin Goodman. I told him I'd try to do the whole strip in a tongue-in-cheek manner. Everybody knew about Superman—so the time had come for a competitor to make the scene; and what fun it would be to call him Spider-Man.

Martin's reaction was natural enough. In his own gentle way he implied that I had lost my marbles. He patiently informed me that people didn't like spiders, that it was an unlikely name for a hero, and that Spider-Man would merit somewhat less than the reading public's whole-hearted, enthusiastic approval. For my part I told him his logic was incontrovertible, but hear me out. Then I told him about the Spider. Verily, I bared my soul, mentioning how my childish heart would madly pound in breathless anticipation of each new issue. I zealously explained how I hoped that Spider-Man would be a trendsetter, a funky freaky feature in tune with the times. And then, I played my ace. I reminded M.G. that we'd be presenting Spider-Man in *Amazing Fantasy*'s final issue—we were killing the magazine anyway—so what's the harm?

Possibly hypnotized by my unassailable logic and no doubt mesmerized by my youthful charm, plus the fact that he was growing increasingly aware that he was late for a golf date, he made the decision. Spider-Man would live. Had I known then what all of comicdom assembled knows now, I'd have recorded that magic moment for posterity.

And now comes the hard part—for you. This is where you've got to pay strict attention because the scenario gets a bit complicated and I hate to make long explanations. This is the part that deals with Kirby and Ditko, and why the strip turned out the way it did.

Whenever we begin a new feature, one of my most critical tasks was determining who would do the artwork. Every comic strip artist has his own style, just as every actor or every musician does. Matching the right artist to the right strip is the goal of every editor. Matching the best writer to the proper artist is equally important, but since I was both editor and writer at the time, I need not concern you with that little matter. You've got enough to worry about.

As you've certainly gathered by now, Kirby and Ditko were our two artistic big funs at that time. But Jolly Jack had more experience with super heroes. Steve Ditko's forte—or so I thought—was in drawing the

various assorted mystery/monster/fantasy stories. Hence, I gave the first Spider-Man assignment to Jack Kirby.

"Jolly Jack," I said (I didn't really refer to him as Jolly, but I felt it would give a light, friendly tone to this entire exposition), "I'd like you to illustrate a brand-new feature named Spider-Man." Jack with his usual surge of cosmic creativity figuratively oozing from every pore, said it would be a breeze.

At this point, O True Believer, it is vitally important that you understand the art style of the meritorious Mr. Kirby. Jack has a flair for the dramatic that truly surpasseth all understanding. Everything he renders is bigger, and usually better, than life. As for his heroes, he manages to imbue them with a nobility and an almost godlike charisma which helps to give them their great appeal. Okay, armed with that essential bit of knowledge, read on.

Regarding Spider-Man, I told Jack that I wanted to try something different. I didn't want him to be overly heroic-looking. I wanted him to be just a ordinary guy who happens to have a super power. He was to be not too handsome, not too glamourous, not too graceful, not too muscular—in other words, sort of the way I might be if I had a super power, which is not to be construed as an admission that I don't.

But alas and alack, when I saw the first few pages that Jack had drawn, I realized we had a problem. They were too good. Try as he might, he had been apparently unable to deglamorize Spidey enough. All those years of drawing super heroes must have made it a little too difficult to labor so mightily and come forth with a superloser, or if you will, a supershnook. Actually, I was almost relieved. Jack was so busy with his other popular features, and I had so many additional new ones to give him, that I realized it might be better to let someone else try Spider-Man rather than give the jolly one more than he could comfortably handle.

Ah. Now I can almost see your self-satisfied smile as you cleverly think, "Hey, I'll bet this is where Steve Ditko comes in." And how right you are.

Steve's style, especially in those halcyon days of yore, was almost diametrically different from Jack's. Where Jack would exaggerate, Steve would strive zealously for total realism. Where Jack made his featured characters as heroically handsome as possible, Steve's forte seemed to be depicting the average man on the street. I decided to play a hunch. I asked Steve to draw Spider-Man. And he did. And the rest is history.

After Spidey's premiere appearance in *Amazing Fantasy* #15 the book was dropped and we all forgot about it. I'd gotten the Spider-Man character out of my system and could now go back to our other superstars. But then it happened. The sales reports started coming in. Months after *AF* had been kissed off and abandoned we realized we had a best seller on our hands—and it had to be because of Spider-Man. It didn't take long to arrange another conference between Martin Goodman and myself, and when that momentous meeting had ended, we had decided to let *Amazing Fantasy* enjoy the hiatus it so richly deserved while we resurrected ol' Spidey in a book of his own. Henceforth, the reading public would be the lucky recipients of a brand-new monthly publication entitled *The Amazing Spider-Man*. So it was ordained. So it was done. And Spider-Man has consistently been our best-selling title for more than a decade.

The list of innovations which must be credited to the wondrous web-slinger could fill another book this size. But it might be in order to mention just a few for you in an effort to explain some of the possible reasons for Spidey's worldwide popularity. To begin with, he was probably the first super hero to wear his neuroses on his sleeve. The poor guy is far more troubled than most of the characters he has to battle. And how many other super heroes are there who have to worry about their dear old Aunt May dying of a heart attack? Come to think of it, have you ever heard of a super hero with continuing problems with his love life? Certainly not in those days. We constructed the series in the pattern of any daytime radio soap opera, and miraculously we seem to have made it stick. Then there were the real-life touches. How about the time Spidey needed some extra money so he appeared as a guest performer on the Ed Sullivan show? He was paid by check, only to discover he couldn't cash the darn thing because he didn't have an account in the name of Spider-Man—and he couldn't reveal his true identity to a bank teller. Or the time he tore his costume and realized he'd have to learn to sew it himself because he could hardly take it to his local tailor. One sequence I really enjoyed writing, and which drew tons of fan mail, was the time our web-swinging hero visited the Fantastic Four and told them he wanted to join the group, thinking it would pay him more than he was making on his own. He grew indignant when he was told the FF was a nonprofit organization, and he split as soon as he could. See what I mean? Not quite the same situations that comics had been offering their readers in the dark and dismal days of the pre-Spider-Man era.

And leave us not forget the cast of characters. Was ever there such a strangely assorted, improbable group as those who capriciously cavort within the pages of the world's most popular comic book? Starting with the ageless Aunt May, who may still be alive at the time you read this—Aunt May, whose tender devotion to her orphaned nephew still prompts her to worry if he goes out in the rain without his galoshes, or if he should miss a meal or forget to take his cod liver oil. And then there's J. Jonah Jameson, the irascible publisher of the *Daily Bugle*, for whom Peter Parker (Spider-Man's alter ego) works as a freelance photographer. J.J. used to get as much fan mail as Spidey himself, what with his never-ending diatribes against the web-spinner, his violent bursts of temper against anything that seemed to threaten the status quo or his own pocketbook—J.J., whose bark was certainly on par with his bite. But to offset J.J., there's also Robbie Robertson, the *Bugle*'s city editor and Peter's loyal friend and confidant. Robbie was one of the first Black characters to play an important, continuing role in any super hero series, and he's as much a part of the strip as Spidey himself. Then there are the girls. Starting with Betty Brant, J.J.'s secretary and Peter's first love, and continuing right on through to Gwen Stacy, whom Peter wanted to marry right up till the time of her shocking, agonizing, accidental death in issue #121, a death which still brings us letters of protest in each day's mail. Shortly thereafter, Peter seemed to have a thing going with Mary Jane Watson, the hip, happy honey who's never far from the scene of the action. And after that? Well, Marvel's never been accused of being shy with surprises.

However, it's the villains who really knock me out the most. Although they began their appearances after the first issue, what red-blooded Spideyphile can truthfully say his pulse doesn't pound a little faster at the mere mention of Doctor Octopus, the Vulture, the Kingpin, the Green Goblin and the howling host of other heavies who are such an integral and endearing part of Spidey's little repertory company? And as you know, what with Marvel's mixed up policy of cross-polinating our various titles, any one or any combination of vile, vituperative villains are apt to pop up without warning in any other super hero's mag to inflict his deeds of dastardly derring-do when you least expect it.

Of course, there are dozens of characters I've neglected to mention—characters such as Harry Osborn, who had been Peter Parker's best friend and was also, incidentally, the son of the Green Goblin, Spidey's deadliest foe. And let's toast good ol' Flash Thompson, the star athlete of Peter's high school in the early days of the series. Flash's favorite hobby was bullying our hero, little dreaming that "Puny Parker" was, in reality, the Amazing Spider-Man, Flash's all-time idol. Then there was the one-armed scientist named Dr. Curtis Connors, who was a devoted family man as well as a friend of Peter Parker's. It wasn't his fault that he'd sometimes turn into the loathsome Lizard, whose lust for violence and domination over mankind posed many a sticky little problem for our friendly neighborhood Spider-Man. I could go on and on, but I know you're anxious to read the very first Spidey strip itself now that you've been so thoroughly briefed.

Very well then. I've guided you thus far, but now once again we come to a parting of ways. For the next few minutes you're on your own—it'll be just you, and the Spider-Man of old. So I'll take a break while you blithely relive the dizzying thrill of a rare discovery…

1974

"HOW COULD A TEENAGER BE A SUPER HERO?"

BY ARLEN SCHUMER

Within the core of Publisher Martin Goodman's rejection of writer/editor Stan Lee's Spider-Man proposal lies the very heart of the character's everlasting appeal.

Previous to Spider-Man's creation in 1962, the only teenage super heroes in comics were sidekicks, a tradition begun with Batman's Robin in 1940. The accepted notion that teenage heroes'—by definition, sidekicks—only function was to provide young male readers with someone to identify with was soundly rejected by Lee. He believed readers would always choose to identify with the main hero, so he decided to "do the sidekick right," as he said at the New York Comic Convention in 2007. That meant giving a teenage super hero the lead role for the first time in comic book history.

In doing so, Lee might have been influenced by the burgeoning youth culture rising out of the 1950s, as evidenced by the spate of teenage monster, horror and science-fiction films that littered the pop culture landscape. These popular myths were feeding a throng of young Baby Boomers searching themselves and the popular media for something that spoke to them. Lee's prescient creation of Spider-Man as one of them anticipated the coming generation gap of the tumultuous 1960s, and gave the younger generation a four-color figurative leader they could rally around.

When he appeared on the American pop culture stage in 1962, Spider-Man occupied a fairly singular position. While Kennedy's Camelot might've been passing the torch to a new generation, the Beatles were barely out of Hamburg, much less subverting the public main with *Sgt. Pepper's*. Only the iconoclast Bob Dylan's coincidental emergence in music and hero-with-a-license-to-kill James Bond in movies could have legitimately vied for Spider-Man's youth culture spotlight. Perhaps that's why one of the first major media coverages of the Marvel phenomenon, 1965's *Esquire* magazine story, polled college readers and found that Spider-Man ranked alongside Dylan (and Che Guevara) as their favorite revolutionary icon.

But Spider-Man was not just the first teenage super hero in comic book history, he was the first antihero. Though it might be said that Lee's two previous creations that began the Marvel Age of Comics, the Fantastic Four and the Hulk, could be considered antiheroes as well, Spider-Man was different. The Thing played off the Frankenstein monster model of a man trapped tragically inside the body of a monster; the Hulk was, in essence, a super-variation of the Jekyll and Hyde monster motif. Both, however, were spin-offs of the "big monster" comics that were the company's fodder for years before and only evolved over time to become the truly tragic characters they're known as today.

Spider-Man, in contrast, was comics' first antihero who was man not monster (though the spider-like aspects of artist and co-creator Steve Ditko's conception were so fully realized that they make Spider-Man somewhat a vestige of Marvel's pre-hero monster era). And as a man, he was prone to all the sins and failings and foibles that befall all of us—despite (or because of) his super-powers.

This was a radical premise, in evidence from the very beginning of the Spider-Man saga, when Parker first receives his powers. Rather than altruistically fight crime, as every super hero before him unswervingly swore to do, he selfishly decides to use his newfound powers to make money—even going on television to show off his amazing abilities and make a quick buck. Afterward, he refuses to cooperate with a policeman who's trying to run down a criminal (a decision with the direst of consequences), unlike all prior super heroes who, if they weren't already chums with their commissioners, acted as honorary deputies of their respective police departments.

And as the series progresses, Lee and Ditko continually foil our expectations about not only how a super hero is supposed to act, but how super-hero stories are supposed to be told. Parker expresses doubt, guilt, shame and worry about his powers and secret identity, both in and out of costume, in contrast to the smug confidence and air of superiority every other super hero carried himself with. Spider-Man doesn't always win, save the day or capture the bad guy at the end. He is misunderstood, rarely seen by the public as the hero. More often he is mocked, hunted, hated—everything a super hero is not supposed to be. Ergo, the first super-antihero.

The kernel of Stan's vision for the character was brought to crystalline reality by Ditko, who added his own inimitable vision, forming a bond with his creation more idiosyncratic than any other artist/character in super-hero history. The costume design alone is without question the most unique in the history of super heroes; the mask was revolutionary in concept, the first to cover the hero's entire face, thereby allowing the reader to place themselves in the space that that webbed avatar created. As Ditko elaborated in a 1990 article for *The Comics*: "I wasn't sure Stan would like the idea of covering the character's face, but I did it because it hid an obviously boyish face. It would also add mystery to the character and allow the reader/viewer the opportunity to visualize, to 'draw,' his own preferred expression on Parker's face and, perhaps, become the personality behind the mask." By the time of Ditko's 1966 departure from the character, ironically, the mask had become the de facto logo of Marvel Comics, much like Mickey Mouse's face is Disney's.

But it was more the way Ditko made Spider-Man move in that costume, bending, twisting, arching, swinging on his webs and walking on walls, that stamped the character with an offbeat individuality that film director Sam Raimi and his team of special effects artists have realized so perfectly on screen (Raimi reportedly would not agree to direct the first film unless Ditko received an on-screen credit). After all, Batman swung on a rope and Tarzan on a vine, but neither of them moved through the two-dimensional comic book plane with the innate grace and gravity-defying derring-do Ditko endowed Spider-Man with.

Ditko and Lee had been honing their craft on short fantasy stories with surprise twist endings that were more or less comic book versions of *Twilight Zone* episodes. Rod Serling's renowned fantasy TV series had hit the airwaves in 1959, the same year Lee and Ditko first teamed up, and made the twist ending an art form in itself. Spider-Man's origin story, appearing in the last issue of the *Amazing Fantasy* series, and its surprise ending—the murderer Spider-Man captures is revealed to be the same criminal he selfishly refused to apprehend prior—presented a twist as brilliant as the TV series' very best. By courting the reader's expectations of a pat heroic ending, Lee and Ditko truly shocked their reader with its somber conclusion, and in so doing turned the super-hero genre's conventions inside-out.

Spider-Man's origin, born in the tragedy of his Uncle Ben's death, mirrors that of another super hero's—Batman's—but with a crucial difference, and cannot be underestimated for providing Spider-Man with the psychological foundation that supports all timeless creations. Peter Parker's authentic, conscious guilt over his uncle's death—failing to apprehend the killer when he had the chance—was a literalization of Batman's subconscious guilt over his parents' murders when he was a child. As such, it provided the stage for Lee's most classic line, "With great power there must also come great responsibility," the ironic, tragic underpinning that defined the character to his core. It not only reflected Parker's guilt, but it drove his will. It acknowledged his failure, something universally identifiable, but rather than give up, it gave him the indomitable power to strive on and succeed. In short, what every teenager anywhere in the world needs to learn.

And while Parker's will provided an end to strive for, the burden of shame and discomfort he bears in hiding his Spider-Man alter ego from his loved ones draws a direct metaphoric relationship to anxiety over the changes of teenagehood. Though at his best Parker was often a roiling mass of guilt and anxiety, he nevertheless provided young readers a sympathetic shoulder for their own adolescent angst and confusion. Whether subconscious to the reader or not, it nevertheless formed a key piece of the character's identifiability with his audience.

And though Peter struggles as the awkward social outcast when we first meet him, he grows, changes and matures as these issues progress in a near-realtime timeline, unlike the never-aging, never-changing comic characters that preceded him. By issue #28 he's graduated high school and cast off the previously crippling worries over meeting with his peers' approval, and exactly three months/issues later, he's off to college in issue #31. The character grew with his audience, an extremely rare occurrence, not only in the greater super-hero world, but even within the other Marvel titles of the period.

Perhaps Lee and Ditko's ultimate skewing of the standard super-hero creed was their characterization of the Peter Parker/Spider-Man duality. Unlike the Clark Kent/Superman model, Parker's nerdiness was real, not an act. And he wasn't a sideshow, either; *Spider-Man* is about Peter Parker first and foremost. While Parker might dress up and go out on adventures as Spider-Man (often to escape the troubles of teenage life), the stories were centered squarely around Parker and his seemingly endless misery from girls, bullies and dear, old Aunt May. In comparison, Kent and Bruce Wayne—and every prior civilian identity in comic book history—were little more than ciphers, rote stand-ins who took up space during super-hero breaks. By

making the "secret identity" the focus instead of the costumed hero, inverting their traditional roles, Lee and Ditko invited a new generation of readers to identify with a "super hero" as never before.

And yet, as the ol' Parker luck demands, Spider-Man received none of the adulation and respect afforded Superman or any of the other super heroes; worse, he was hated by the media (spearheaded by arch-nemesis J. Jonah Jameson) and even wanted by the police, which only added to Parker's anxieties and confused, love/hate relationship with his alter ego. Parker/Spider-Man was an outsider in both identities—another first.

All the aforementioned was major fuel for the underdog status Spidey rode to his eventual symbolic and sales triumph over all super heroes, becoming, within a generation, the preeminent, most relevant, super hero of our time.

Revenge of the nerd, indeed.

2007

Arlen Schumer is one of the foremost historians of comic book art, named by Comic Book Artist *magazine in 1998 as "one of the more articulate and enthusiastic advocates of comic book art in America." His coffeetable art book,* The Silver Age of Comic Book Art *(Collectors Press), won the Independent Book Publishers award for Best Popular Culture Book of 2003.*

"THE SUPER HERO WHO COULD BE YOU!"
THE STAN LEE METHOD IN *AMAZING SPIDER-MAN*
BY JON B. COOKE

"Just for kicks, I wanted to try something different."
—Stan Lee, *Origins of Marvel Comics* (1974)

No doubt about it: Stan Lee was a busy guy in the early 1960s. As longtime editor-in-chief and art director of what would become the Marvel Comics Group, Lee was also the predominant scripter of the comic book line well into that decade. By this writer's estimation, Lee penned 225 comic-book pages, as well as plotting another 67, published in the single month of December 1962 (the same month *Amazing Spider-Man* #1 is released). With his boss—and cousin by marriage—Martin Goodman's company in a constant state of flux, given the ever-shifting interests of their fickle young audience, Lee seized upon the resurgence of the super-hero genre initiated by rival DC Comics and was determined to, well, try things a little bit differently.

American comic books, once shed of their initial function as magazines reprinting newspaper comic strips, achieved greater success when they hit upon a new formula in the late 1930s: the super-hero genre. Costumed characters flourished over the next decade, and though their relative popularity would fall and rise again in the '50s, a constant ingredient was a dull predictability of the storylines. Any novelty the genre possessed was wearing thin, the conventions seemed increasingly hackneyed, the writing more and more banal. With little variation, the four-colored champions were always infallible, squeaky clean and perfect, consistently prevailing over evil, and (you guessed it) all was returned to the status quo in the end. The effervescent *fun* of reading comics instead became a chore to the ever-declining readership, as an insidious "normality" was choking life out of the form. But then came the '60s, and with big changes in store for American society and the world, so too was the lowly comic-book super hero about to be transformed, courtesy of Stan Lee and his collaborators in the merry Marvel bullpen.

It was within the pages of *Amazing Spider-Man* (with the collaboration of indispensable artist and co-plotter Steve Ditko) where "Smilin' Stan" was determined to shake up the rote conventions of super-dom and, in the process, make comics a bit more relevant and, yes, once again fun to read. From the character's debut appearance in *Amazing Fantasy* #15, readers know that this was a different kind of super hero. First, Spider-Man is decidedly weird, deriving his powers from that creepiest of creepy crawlies, the unglamorous arachnid. Second, the hero is conflicted, full of self-doubt, and bubbling over with the angst of youth (so much so that "The Agonizing Spider-Teen" might be a more apt moniker). Thirdly, this masked adolescent makes mistakes, *big* mistakes, that can have profound effects, as we, for instance, observe in that origin tale Peter Parker suffering the irrevocable consequences of his (in)action: the death of beloved Uncle Ben.

As refreshing as his convention-busting efforts are, the appeal of Lee's work on his run with artist Ditko is ultimately, plain and simple, the expert storytelling. In *Amazing Spider-Man*, things *happen*, situations *change*, and consequences *matter*. While costumed characters over at the Distinguished Competition had neat and tidy adventures all fully resolved in a single issue (regulating anything remotely interesting to that insufferable plot device, the "imaginary story"), Spidey's exploits are interlaced and evolve from issue to issue. As a riveting example, in *ASM* #10, Peter's guardian, frail Aunt May, receives a transfusion of her nephew's radioactive blood, which results in her near death almost two years later (*ASM* #31-33).

(While the title did mature in rapid fashion over a relative short time span, there *were* some... errr... not so stellar moments, shall we say, to be found in *ASM*. But the less said about Spidey saving an astronaut from an errant space capsule [*ASM* #1] and Earth from an alien called (ahem) "The Terrible Tinkerer" [*ASM* #2], the better. After all, Stan, by then already the seasoned author of thousands— maybe *tens* of thousands—of funny book fables, had a few worn-out story devices to shake off himself.)

As a veteran writer of romance comics, Lee was a master of pathos and melodrama, and he expertly infuses *ASM* with elements so typical of daytime dramas: romances blossom and wither, rivals became comrades, friendships grow complex, financial woes interfere with aspirations for the future, job hassles intrude on family obligations, two-faced co-workers hatch nefarious schemes...the title evolves into a delightful soap opera for the super-hero set. Yes, Peter Parker's travails can sometimes be goofy, but more often than not, they possess a refreshing degree of authenticity that impacted upon young readers.

The Amazing Spider-Man of Lee and Ditko could also transcend the clichés of television serial romances and attain an epic grandeur rarely found in comic books, and there is no greater example than their masterpiece, the "Master Planner" trilogy (*ASM* #31-33), perhaps the finest super-hero saga of all. Spider-Man, trapped under tons of wrecked machinery, faces failure—complete and utter defeat—but, against impossible odds, egged on by conscience of mind and love in his heart, our hero summons the courage and strength to persevere over the insurmountable, and win. As much a psychological victory as physical triumph, it is at this moment—on page five of *ASM* #33—where the spider ceases to be a sobbing boy and now becomes a man, one finally willing to live up to Lee's brilliant axiom penned at the conclusion of the character's origin tale: "With great power must also come great responsibility."

Given the legendary "Marvel Method" developed by editor and chief writer Stan Lee (where the scribe would supply a brief outline that would subsequently be fleshed out by the artist on the drawing board, then returned to the writer for dialogue placement), it is difficult to parse the respective literary contributions of Lee and Ditko in *ASM*. And while clearly he was involved in plotting from the start, the artist would receive explicit credit as "plotter" only in the last year or so of his tenure. But, those complications aside, and despite the melodrama and angst at the heart of the run, it is clear that Lee provided an endearing and playful tone—and entertaining banter—which gives the title so much *joie de vivre* that continues to resonate. Plainly said, reading the monthly trials and tribulations of your friendly neighborhood Spider-Man was a heckuva lotta fun.

Despite a crushing workload at the publishing house, the writer-editor gave *Amazing Spider-Man*, as well as the entire super-hero line, extra-special attention by injecting an entirely new character into the fledgling Marvel universe: himself. Stan Lee became more than just a ubiquitous signature adorning a zillion splash pages; he became a persona with a distinctive voice attached to the narrative. In short order, "Stan the Man" emerged as the amused, wry observer, who, by way of irreverent captions, footnotes and bombastic cover blurbs, gleefully busted down the sacred "fourth wall" to become a detached storyteller and confidant of the reader. Ever the showman and wily marketer, soon Lee would lend his cheeky, familiar tone to the letters pages and his own "Stan's Soapbox" column in the monthly house feature, "Marvel Bullpen Bulletins." Face Front! The Marvel Age of Comics had arrived.

Take a moment or two to look at the three-page backup story in *ASM Annual* #1, "How Stan Lee and Steve Ditko Create Spider-Man," and you'll get a glimmering of why Lee's self-deprecating wit was so appealing and downright likeable to fans of the day. Compared to the stuffy and sedate competition who spoke down to

readers, here was a comic book imprint playful enough to give us, the audience, a behind-the-scenes glimpse of how a Marvel Comics story is concocted. Stan gave millions a sense of belonging, making each of us feel appreciated as members of a very exclusive club. Yep, there was no doubt about it: we were all pals of Smilin' Stan and Sturdy Steve.

In the final analysis, Stan Lee's gift was to develop a super-hero title that welcomed its readership into the world of a regular guy caught up in extraordinary circumstances, someone whom we could directly identify. Lee gave the series a voice that was never condescending, always friendly and, well, pretty hip for its time (even if it *was* corny now and again!). The editor/writer's ability to genuinely *connect* with his audience—letting us all in on the joke that this is only comics, after all—was an essential component to the phenomenal success of the webslinger and doubtless helped bring about the advent of the revolutionary Marvel Age of Comics. Y'see, as readers of *The Amazing Spider-Man*, we sensed that not only was Peter Parker one of us, but so was Stan "The Man" Lee, and that, true believers, made us fans for life.

2007

Jon B. Cooke is the editor of Comic Book Creator *magazine; five-time consecutive Eisner Award-winner (for his* Comic Book Artist *magazine); producer and writer of full-length feature film documentary* Will Eisner: Portrait of a Sequential Artist*; and co-editor of the recently released* KIRBY100*, the book devoted to the life and work of Jack Kirby published as a celebration of the centennial of the King's birth.*

STEVE DITKO AND THE AMAZING SPIDER-MAN

BY BLAKE BELL

In early 1962, Stan Lee pored over the first five pages of pencils that Jack Kirby had submitted for a new super-hero strip destined for *Amazing Fantasy* #15. It featured a teenager with a magic ring that transformed him into an adult hero named Spiderman (then without the hyphen).

Lee relayed the concept to Ditko, showing him the Kirby pencils that Ditko had been assigned to ink. "The only connection to the spider theme was the name," Ditko recalled in an essay printed in *Comic Book Artist* (Winter 1999). "I said it sounded like *The Fly*, which Joe Simon had done for Archie Publications."

That conversation changed the course of mainstream super-hero comics forever.

Lee left to call Kirby. Despite their synergy on the Fantastic Four and the Incredible Hulk, Stan felt that Ditko's vision for the character was more in keeping with what he hoped to attain. And their collaboration would give birth to a truly revolutionary character—a teenaged boy, rejected by the in-crowd as the bookworm of the school, who develops spider-like powers after being bitten by a radioactive spider during a science experiment.

Lee's method of scripting meant presenting his artists with a one- or two-page synopsis, allowing the artist to break down and embellish the plot. It gave Lee the necessary time to juggle the twin responsibilities of writing and editing the growing Marvel line, and gave his most talented artists an opportunity to invest themselves in the characters they created. It was left to Ditko to visualize what the world now knows as the Amazing Spider-Man.

Ditko wasted no time in setting the tone for the series. On the first page Peter Parker, the intellectual, stands separated from the "in-crowd." His back is to the wall (literally). Schoolbooks in hand, dressed in a conservative tie and sweater, he is mocked by his peers. The outstretched hand of the Big Man on Campus (Peter's nemesis, Flash Thompson) pushes Parker away from the group. Even the blonde girl has her back to him; all a brilliant piece of staging by Ditko that instantly evokes empathy from the reader for the outcast Parker.

What followed was the first truly groundbreaking super-hero comic book since Superman. The strip ushered in an industry-wide revolution, as proven by the thousands of imitations and inspirations in the 45 years since.

In addition to bringing his idiosyncratic visuals, costume designs and characters to the strip, Ditko took an active hand in keeping the strip grounded in the world of Peter Parker the person, over Spider-Man, the costumed hero; a crucial dynamic that established a vital new paradigm for the comics industry.

To resonate beyond the prepubescent demographic, the artist believed Peter Parker had to have matching "screen time" with the costumed hero. To placate those who wanted more "costume" time, Ditko went so far as to place half of Spider-Man's mask on Parker's face, to imply the presence of the hero when the teenager was dressed in everyday clothing.

The artist also wanted to exclude too many elements of the fantastic. The second Spider-Man story features the character's rescue of a runaway space shuttle piloted by the son of newspaper publisher J. Jonah Jameson. The Space Race may have been topical, but, as Ditko recalls, "I preferred that we have Peter Parker/Spider-Man ideas grounded more in a teenager's credible world. The story idea undercut the teenage context. It's like having a high school football player playing in the Super Bowl." (*The Comics Vol. 12* #11)

A year later, Ditko felt so compelled by this ideal that he rejected the original concept for the Green Goblin. A movie crew was to find an Egyptian-like sarcophagus containing an ancient, mythological demon. That, says Ditko, "made the whole Peter Parker/Spider-Man world a place where nothing is metaphysically impossible." (*The Comics Vol. 12* #7)

The artist's unique drawing style almost stopped the strip before it began. "The crucial point came," relates Ditko in the July 2001's issue of *The Comics*, "after Stan and I went over my penciled pages. Stan wanted me to take Peter Parker/Spider-Man off the wire, ceiling, etc., to change the spider-like poses, action."

Lee was concerned that the reigning censor of the industry, the Comics Code Authority, would reject the strip as too frightening for children. Ditko implored Stan to wait, and the Code never complained.

Ditko's rendering abilities also presented a more realistic representation of comic-book archetypes. His old women looked like a reader's grandmother. His criminals looked like seedy alley-dwellers, instead of the glamorized versions put forth by the competition that looked as dapper and clean-cut as the heroes.

The reaction to Ditko's rendering of Aunt May was so dramatic that Lee suggested letting her die a natural death. Ditko knew the readers' strong reaction validated how effectively he had rendered the characters. He knew that to glamorize every aspect of the strip would create another innocuous clone of the competition.

As Ditko exerted more control over the plotting of the strip, he began to deal with the idea of the teenaged Parker teetering on the edge of psychosis. In *Amazing Spider-Man* #24, the illusionist villain, Mysterio, poses as a psychiatrist to undermine Spider-Man's sanity. In the series' first *Annual*, Spider-Man loses his powers over grief at what he let happen to his Uncle Ben. The term "psychosomatic" appears for what must be the first time in a comic.

Ditko's facility at rendering the body language and facial expressions of the strip's characters created a tangible feeling of unease throughout his time on the strip. Ranging from jubilation to almost-paranoid displays of angst, Ditko created a level of tension with his artwork never before seen in comics. J. Jonah Jameson, the "civic-minded" publisher of the *Daily Bugle*, leaped from the page with Cheshire grins and maniacal hand-wringing that made the threat of his toppling the house of cards that was Parker's life strikingly real.

Ditko also revolutionized the way an artist could draw action. He chose to emphasize the pliability and grace of his hero. Aerial battle scenes became a visual ballet. But he also captured the point of "maximum impact," rendered as a head cracking fully backward after a vicious blow; the body reeling in physical shock from the devastation of a super-powered attack. As gracefully as Spider-Man could swing through the air on his web, Ditko could also freeze the most dramatic moment of the human form under assault.

A super-hero comic meant super villains, a comic book's success with a young audience being steeped in its visual appeal. Ditko's costume designs for the Green Goblin, Dr. Octopus, Sandman, Electro, Kraven the

Hunter, the Vulture, and the Chameleon have locked themselves into the consciousness of readers throughout the world.

Even when an issue's primary focus was on a "super-dust up," the strip still never fell short in delivering depth to the supporting cast. Spider-Man's battle with the Molten Man in *ASM* #28 is Ditko's least imaginative confrontation. However, Ditko's plotting uses Parker's high school graduation to push the series' narrative into new ground. Characters introduced in Ditko's tenure—such as Harry Osborn, Gwen Stacy and Professor Warren—are mainstays to this very day.

One of Ditko's unique contributions to the series, and to comic-book history, was his involvement in mapping a developmental arc for Parker, the supporting characters and the subplots they generated. Parker's journey from sheltered teenager to manhood culminated with a trilogy of issues, *ASM* #31-#33's "Master Planner" story line, wherein Ditko brings back the specter of Parker's guilt over his Uncle Ben's death.

At the height of the story's tension, issue #33 features one of the most famously rendered scenes in super-hero comics' history—the quintessential Spider-Man moment. In trying to escape from under mountains of machinery, the artist renders Spider-Man's straining muscles as if they are about to burst from his body. Visions of his Uncle Ben and Aunt May swirl around his head, driving home the weight of Peter Parker's guilt—so much greater than any physical burden. Ditko the storyteller uses this stage to tie all of Parker's life lessons together, the hero drawing on reserves from remembering just what represents a hero and their value to the world.

When Spider-Man throws off the machinery, the sense of release is palpable. By choosing to draw Spider-Man in a slight upshot, Ditko makes the victory appear even more heroic. The artist's emphasis on Spider-Man's almost-broken body, but unbending will, amplifies the reader's empathy as the hero struggles for one last push to reach his beloved Aunt May with the serum that will save her.

With the climactic trilogy complete, Parker's desire to be part of the in-crowd is over. He is no longer concerned with the opinions of others for whom he holds no respect. He rejects an offer to attend a party when the girl in question hints she's only inviting him to add to the "egghead quotient." Once ridiculed for not even being fit to attend a high school dance, Ditko brought Peter Parker into adulthood as an individual.

Generations have been influenced by the groundwork that Ditko laid since he first drew the Amazing Spider-Man 45 years ago. Even with the passage of time, Steve Ditko's inimitable vision—a vision that opened a unique narrative legacy—remains timeless.

Blake Bell
2007

Blake Bell is a writer, living in Toronto with his son, Luke. His current book is Strange and Stranger: The World of Steve Ditko, *an illustrated biography of the famed artist and co-creator of Spider-Man.*

AN AMAZING FANTASY COME TRUE

BY BLAKE BELL

On April 30th, 2008, the United States Library of Congress (LOC) issued a press release confirming that they had received an artifact of extreme historical value to comic-book collectors, Spider-Man fans, and admirers of original Spider-Man artist and co-creator Steve Ditko. Through an anonymous donor, the LOC were gifted the long-lost original artwork used for the entire issue (sans cover) of *Amazing Fantasy* #15; the comic book dated August 1962 that featured the very first appearance and origin of everyone's favorite wall-crawling super hero, Spider-Man. The first Spider-Man story ran for eleven pages, but the tale of Spider-Man's creation, its creators, the character's cultural significance, and how the artwork originally vanished, could fill a novel.

Back in the early 1960s, Marvel Comics editor and chief scripter, Stan Lee, came up with the idea of devoting an entire comic to the twist-ending stories that spotlighted the artwork of his favorite artist, Steve Ditko. These "5 pagers" had normally appeared in various genre books that dominated the company line before super heroes made their resurgence at the company with the Fantastic Four, Hulk, and Iron Man. Instead, Lee renamed an existing title as *Amazing Adult Fantasy* with issue seven and moved out all the non-Ditko stories. Ditko himself had begun a career in comics in 1953 and developed an utterly unique drawing and storytelling style that compelled the busy Lee to handcraft stories with Ditko. Ditko's cityscapes and the individuality given to the people who inhabited them matched Lee's urban sensibilities, and the two began working in the now-famous "Marvel Method": Lee and Ditko working out a plot, before Ditko would commit pencil and pen to paper, with the addition of Lee's words.

Letter writers responded fervently to the Lee/Ditko combination, but the cult-like status achieved was not matched in sales to the general public. Marvel Comics owner Martin Goodman ordered a change for issue fifteen and, with super heroes becoming more prominent on the comics landscape, Lee took a chance with another super-hero concept, the Amazing Spider-Man, drawn by Ditko.

Lee and Ditko inverted the normal super-hero comic premise, and revolutionized the comic-book industry by emphasizing the tale of the teenager—a bookworm named Peter Parker—and the effect that super-powers had on an everyday adolescent growing up in New York City.

After Ditko turned in the original artwork to the 11-page origin story in *Amazing Fantasy* #15, Spider-Man went onto his own title that has firmly placed the Lee/Ditko creation in the cultural mindset in every pocket of the planet. The vast industry based on just the merchandising and the movies alone highlights just how potent the original concept is in its ability to appeal to generation after generation nearly 50 years later.

Unfortunately, for comic-book fans and historians, the 11 pages of original artwork met the same fate as much of the original artwork containing the legendary first appearances of the other early 1960s Marvel Comics icons. At the time, artists rendered these classics on thick illustration board, measuring 21 x 15 inches (far larger than the standard 7 x 10 printed comic book), but in an era when no one imagined these classic tales to be remembered beyond their monthly shelf-life, even fewer cared about the original artwork. The publishers didn't return the original artwork to the artists, and few artists cared to retrieve it. Back in the early 1960s, there were no comic-book stores, and certainly no market for collecting original artwork (now a multi-million dollar industry.) Publishers would make black-and-white copies of the original artwork, called "stats," for future reproduction, and be forced to use warehouse space to store the originals.

Many publishers simply tossed away the original artwork, some giving it away as gifts to those entering the companies' offices on business. But by the late 1960s artists began making claims on this work—they, after all, paid for the paper, pencils and ink used to create the images—and comics' burgeoning fan base began to fuel a market for the material. As time wore on, artists could supplement their income by selling the work. Value was created, and this led to a black market of the work "disappearing" from publisher's warehouses, the classic Marvel stories from the 1960s being the highest in demand. When the publishers adopted a common policy of returning artwork to the artists, much of the classic material had vanished, and the artwork to Spider-Man's first appearance was amongst the missing, thought long gone to the dustbin of history.

In today's market, the value of just the eleven pages in question would easily reach into the millions. Whoever had the artwork all these years made either a selfless choice or a tactical one by donating it to the Library of Congress. An artist could make a claim that the artwork was theirs and demand it back. Given the significance of the artwork in question, it would be impossible to put the story even on the black market and have its sale go unnoticed. In a public sale, too many questions would be asked about how the donor came upon the work. While the donor's identity is still pure speculation, going public may have put a negative spotlight on them—perhaps they have more artwork of artists who have ended up making little to no money post-fact on their artwork or on the profits of their creation? Whoever the donor may be is certainly not a person who needs the money that a sale would generate. Donating it to the LOC would ensure its availability for viewing and study in perpetuity for the public and historians.

Ditko himself has referred to this underbelly of comics as "the 'original artwork' thieves and their thieves' market." A Chicago journalist phoned Ditko this summer to get a reaction about the pages being found and was told, "I couldn't care less." Lee also stated he won't be visiting the LOC to view the pages.

While Lee and Ditko's interest is nil, comic-book fans and historians have never had their interest more piqued. Perhaps only three other comic books in history would generate the same interest if their original artwork appeared—the first Marvel Comic from 1939, along with Batman and Superman's first appearance; the interest there mainly driven the rarity of original artwork of that age. And what we are left with is a marvel of process; an intriguing look behind how a comic is put together, and how an artist's craft is realized on the page.

The first page of the Spider-Man story is rife with details about the character's creation and Ditko's process in designing one of the most significant pages in comic-book history; all that is revolutionary about the concept of Peter Parker as comic book's first outcast is present. Even before one reaches the image, we are treated to the first "behind the scenes" look at the creation of Spider-Man.

The lettering of the "Spider-Man" logo is a paste-up (i.e. after a portion of a page had been rendered in ink, rather than toss away the whole page, an artist could use another piece of paper with a revised drawing and literally paste it on top of the "offending" portion). Beneath is the original logo featuring the "Spiderman" (note the lack of a hyphen) letters outlined in wavy web-like lines, with more webbing drawn inside. All around the lettering is more webbing that connects to the first image seen of Spider-Man in costume, in the top right corner, but all of this has been whited out.

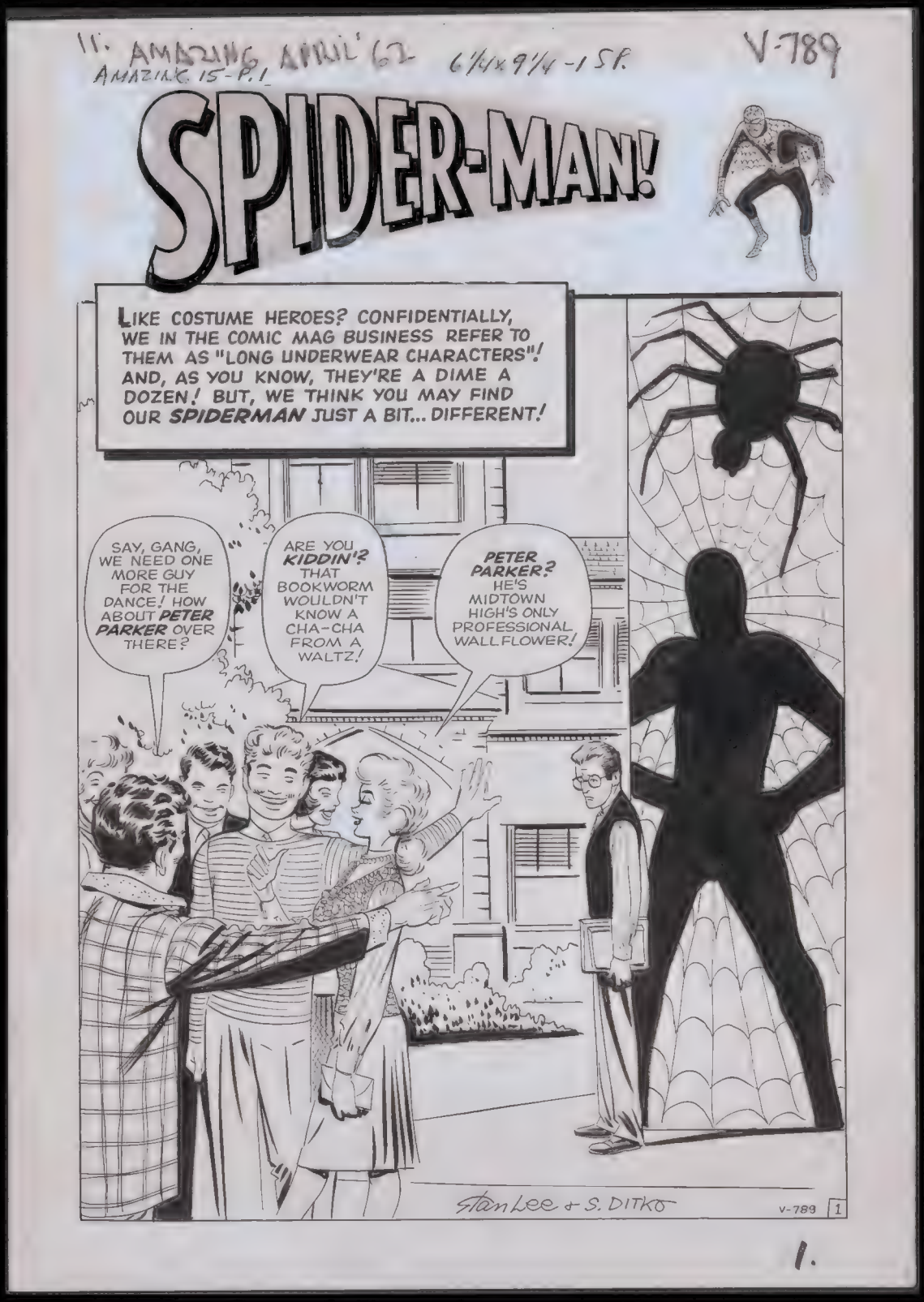
The back story to Spider-Man's origins involve Lee and Kirby presenting five penciled pages of a "Spiderman" concept to Ditko to ink, but Ditko alerted Lee to the similarity between Kirby's Spiderman and "The Fly" character of the late 1950s by Joe Simon, who was a partner with Kirby in the 1940s and 1950s. Upon Lee hearing this, Kirby's Spiderman was scrapped and Lee went to Ditko to create what we now know as "Spider-Man." Lee has said the hyphen was added because it looked too similar to "Superman" but we can now see how close "Spiderman" came to fruition, the decision to remove the hyphen coming just as the book would have headed to print.

On the pages that follow is an examination of each page in its original form. The stats that have been used by Marvel to reprint this story were at best second or third generation (again, who thought there'd be value over four decades later?) Never has this story been published with line art so crisp (likely better than originally published in the comic-book version, owing to better printing methods now, and quality of newsprint paper used back in 1962), nor has the world had a chance to examine the artwork reproduced in its original form... until now.

Blake Bell

2008

Clearly visible on the page are all of Ditko's erased pencil marks, as well as the original penciled lettering. The original lettering in the top three panels exceeds the panel boundaries rendered in the finished inks. In the shadow of Spider-Man, Ditko originally drew a more defined figure—especially the head—before adding the surrounding shadow. Most interesting on the page is the "plastic surgery" on Liz Allan's face via white-out. Consensus exists that Lee had artist Al Hartley (known for drawing attractive women) give a more "conventional" look to the book's female centerpiece.



The note at the bottom of the page, "Bill, shoot this page too!", is likely people at the printer communicating back and forth. In the middle of panel 2, "Steve: change waffles to pancakes" appears to be written and erased with an arrow pointing to the plate Aunt May is holding. Liz Allan's line in the second last panel: "Give our regards to the atomsmashers" was used as the title to Sean Howe's 2004 book about writers on comics.

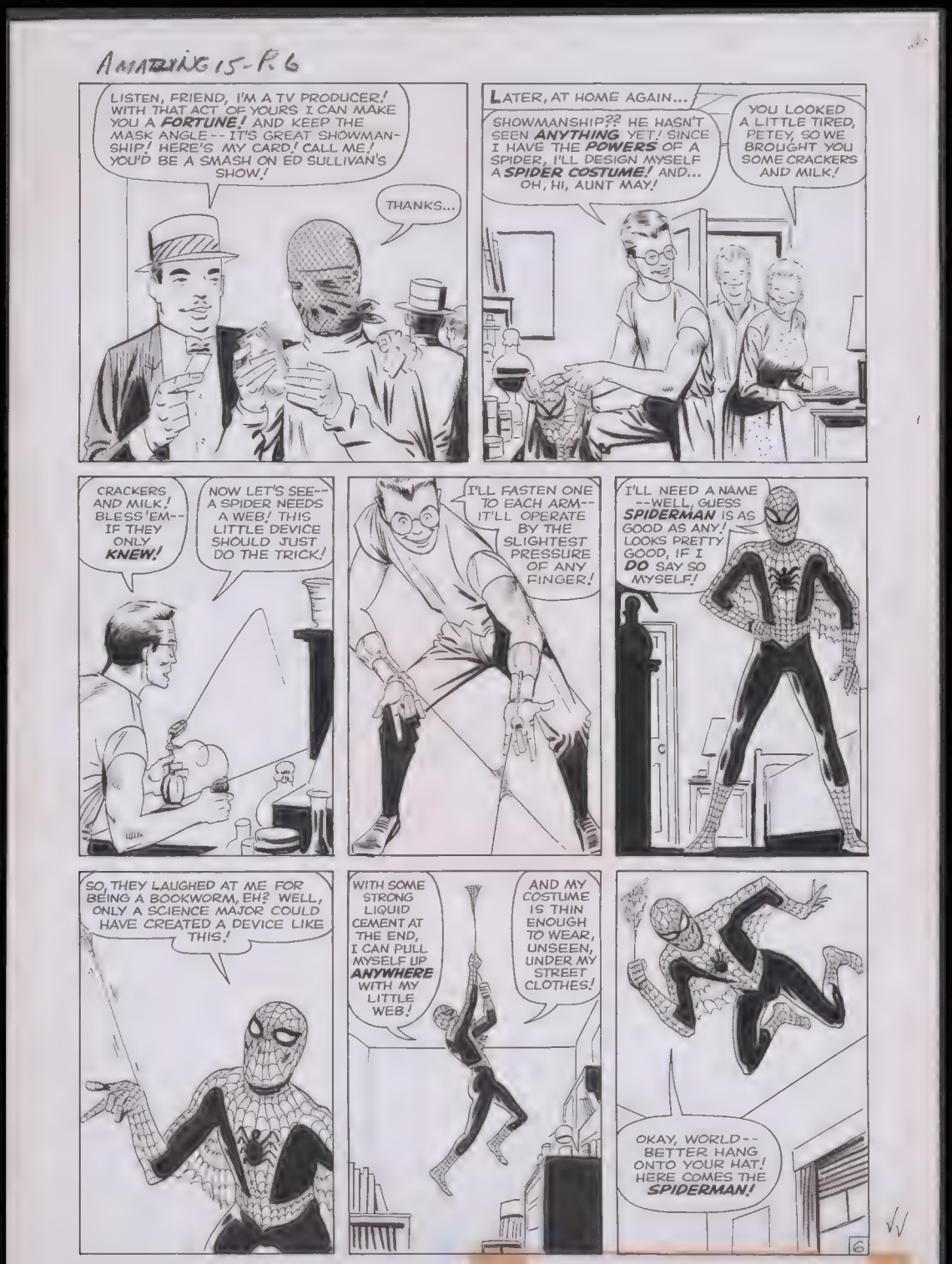
As much as Lee gave his artists freedom to plot their own books, he was very particular about what went out in printed form. In the margin beside panel 6, there's a note to Ditko: "Steve remove spider—change position of hand" with a line pointing to Parker's lower left side. Right below the last panel, another note: "Steve - make this a closed sedan. No arms showing. Don't imply wreckless driving—S." This perhaps illustrates Lee's fear of the industry censor, the Comics Code Authority.

Within panel 5, Lee again leaves an art direction note to Ditko: "Steve make this a gloomy back alley so no one can see him" but it appears (other than making the foreground building cast in a solid black shadow) Ditko only makes this addition in the following panel, with the webbing and a lone spider in the foreground while Parker walks away. In panel 3, there is significant white-out covering lettering that shows the two word balloons were originally one.

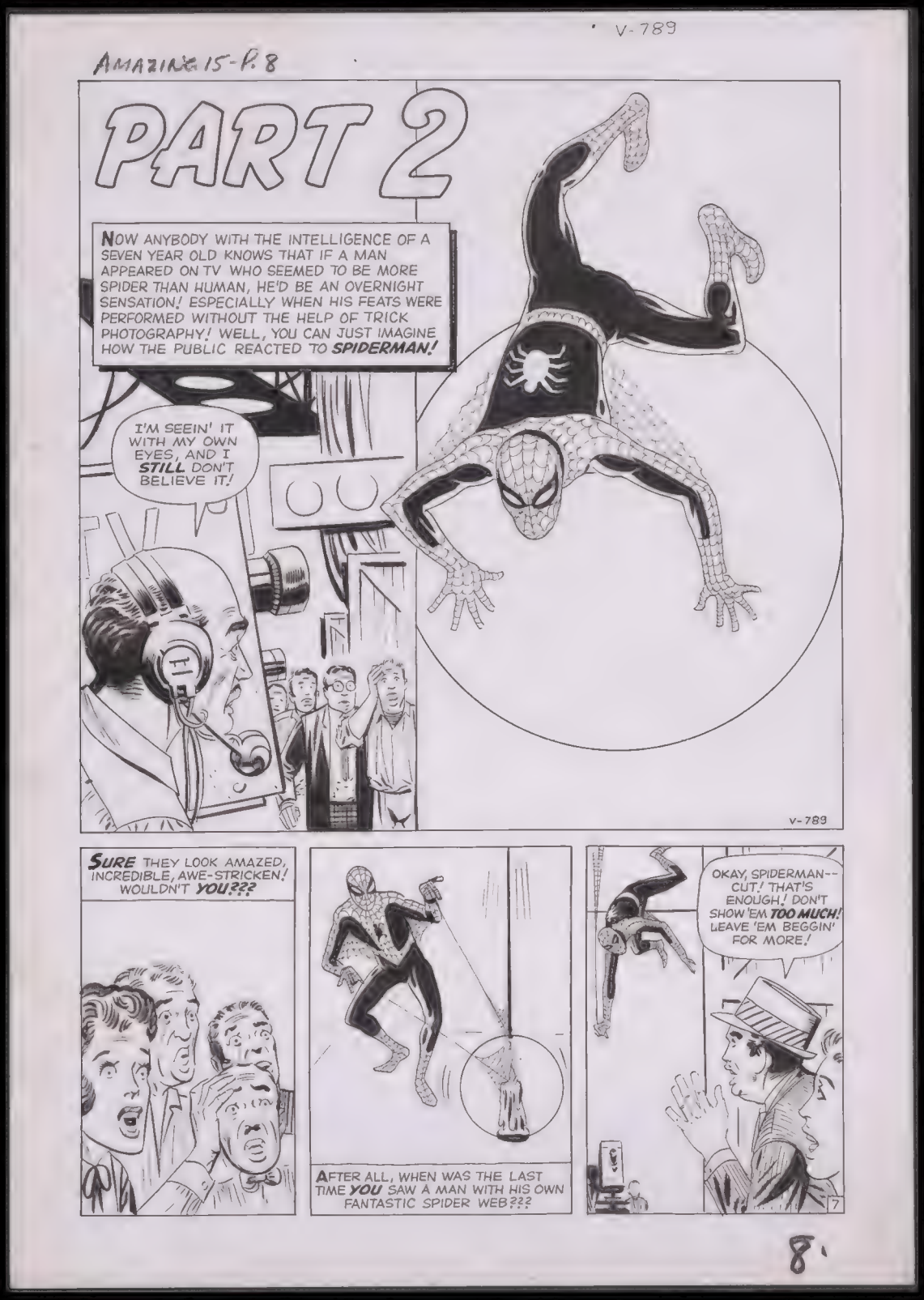
4.

Lee was also not against rewriting dialogue significantly before going to print. In the last panel, the promoter's thought balloon originally read "Sensational! Fantastic! And that mask gimmick gives him just the right touch of mystery! He was terrific!" but that has been transferred to the man in front of the promoter, speaking it aloud. The Parker figure in panel 6 and the wrestler figure in panel 2 shows Ditko erasing numerous pencil lines that he deemed extraneous in the inking stage.

In the lower right corner of every page is a Comics Code Authority stamp marked "Mar 6, 1962" giving one an idea of how far ahead the work was completed and submitted to the CCA, compared to the August 1962 cover date, which would have hit newsstands in June. Most noticeable on this page is that a paste-up has fallen off the bottom right corner of page six. This likely would have read "continued after the next page" (to denote an advertisement between this story page and the story next page).



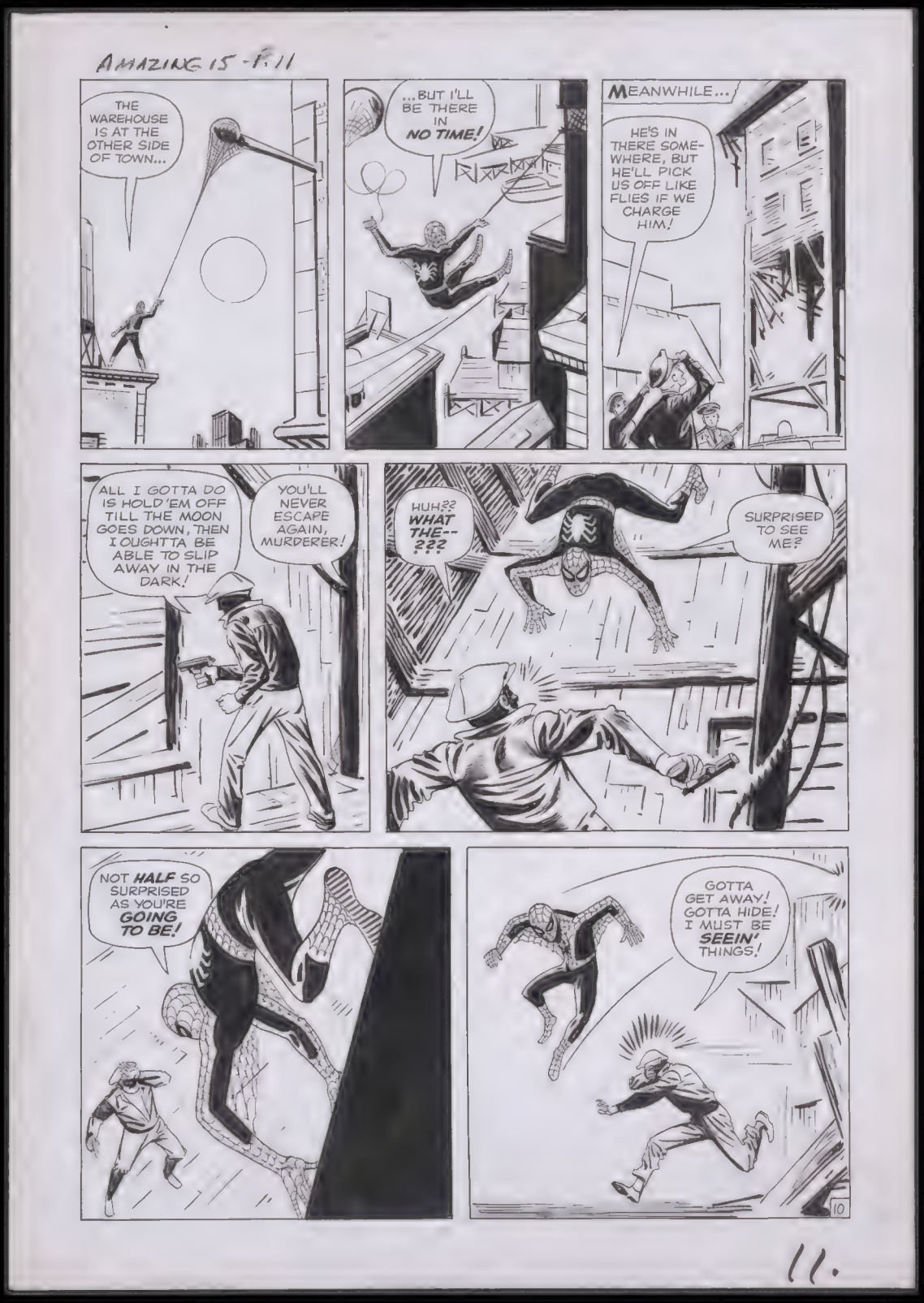
Owing to the anticipated placement of an advertisement, for the remaining pages, the story numbering in the last panel is one page number behind what is written in the top and bottom margin. In the first panel, the legs of the spider symbol have been added in white-out or white ink. On Spider-Man's hands and feet, there can be seen erased pencil marks to denote webbing that would have attached him to the wall. This can also be seen in the last panel on the previous page, standing in direct contrast to what has always been accepted as his ability to stick to walls through his costume.



Beside panel 3, there's a note from Lee to Ditko: "Steve omit crook! Show door slamming!" with an arrow pointing to the closing elevator, but Ditko seems to have ignored it. Panel 4 appears to have been altered from the initial pencils. A police officer can be seen to the reader's right of the crook's face, as if Ditko had originally drawn the panel with the cop looking through the closing door, then changed the vantage point completely. Also, beside panel 2, there's another note to Ditko that is difficult to translate, but the final half appears to read "...show no B.S. humor! (without guy smiling)."

Panel 1 again shows that the spider symbol on the back of his costume was just a circle before white-out or white ink was used to fill in the legs and head. The second last panel has a white-out correction over the "It's been de-" wording and in the last panel, the original pencils show a car being present to the reader's left of the open window.

With many shots of Spider-Man in costume, one marvels at Ditko's attempt to portray the costumed hero with the same body type as his teen-aged alter ego might have. Rather than a bulked-up Captain America, who grew physically when he received his powers, Spider-Man still seems as spindly as Parker (this in sharp contrast to the muscular figure in issue #33, where Ditko has Spider-Man throwing off the machinery in the climactic moment of that famous trilogy).



In panel five, a cop's head (between the two) was erased. In the bottom left margin, a note from Lee; "Sorry about this—have Steve lift it up" with two arrows—one pointing at the cop on the left and one at the head that has been erased. The page number was moved up, from the bottom right corner of the next-issue caption, to the bottom left panel to accommodate the blurb, likely written after Ditko had penciled the artwork. "Fantasy --" is relettered over white-out, and "Adult Fantasy" can be seen underneath, suggesting that the book's previous title was lettered by accident (or that the story was completed before the name change). "Spiderman" (without the hyphen) finishes the story.

Amazing Fantasy #15 unused cover
by Steve Ditko

Steve Ditko illustrated this early 1960s Spider-Man promotional pinup as a giveaway print for Marvel to send out to Spidey's super fans.

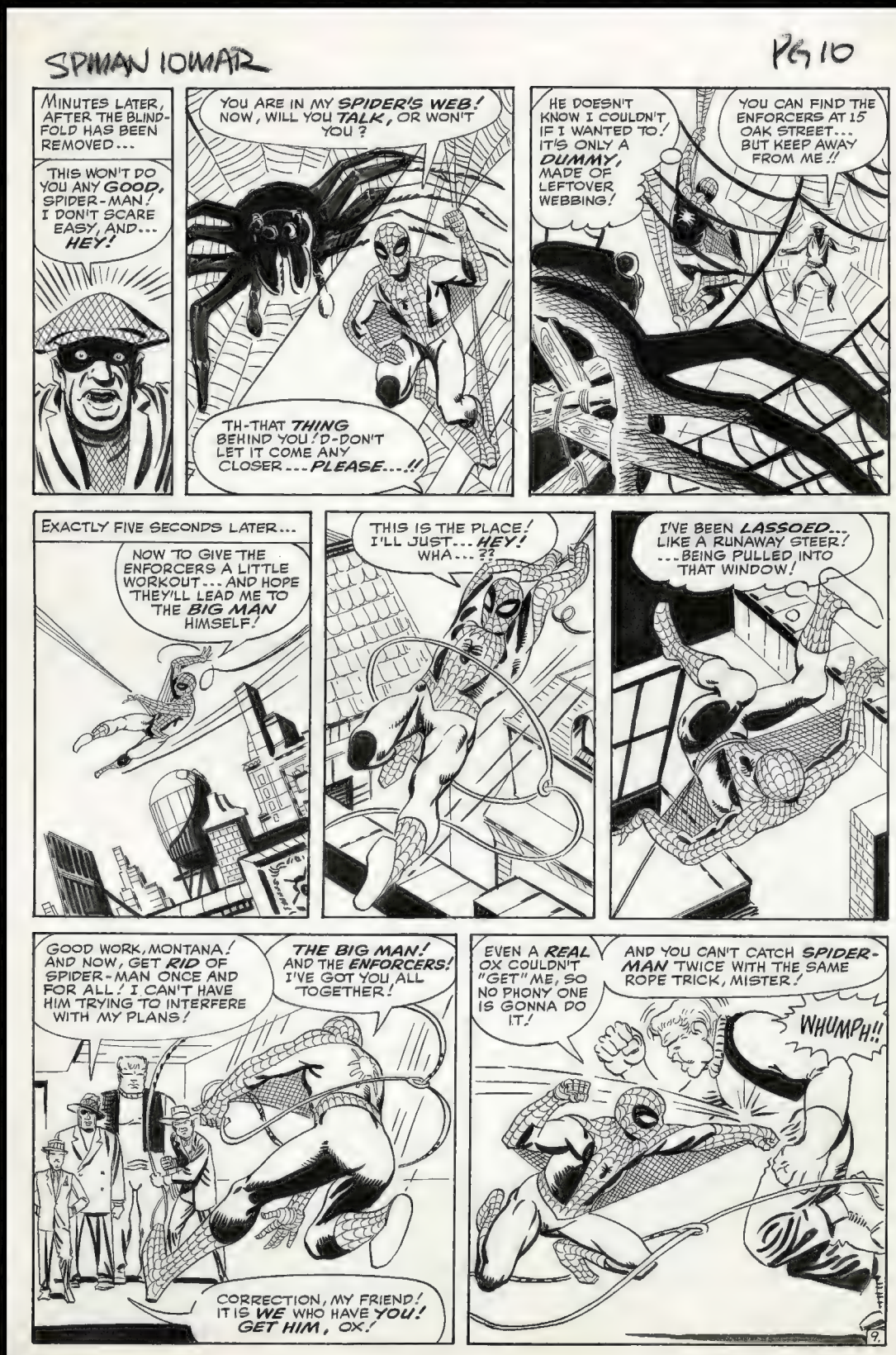
The Amazing Spider-Man #10 unused cover
by Steve Ditko

This production photostat of *The Amazing Spider-Man* #11 cover shows Steve Ditko's original depiction of Doctor Octopus without glasses and with a thinner face.

The Amazing Spider-Man #10 page 3 original art
by Steve Ditko

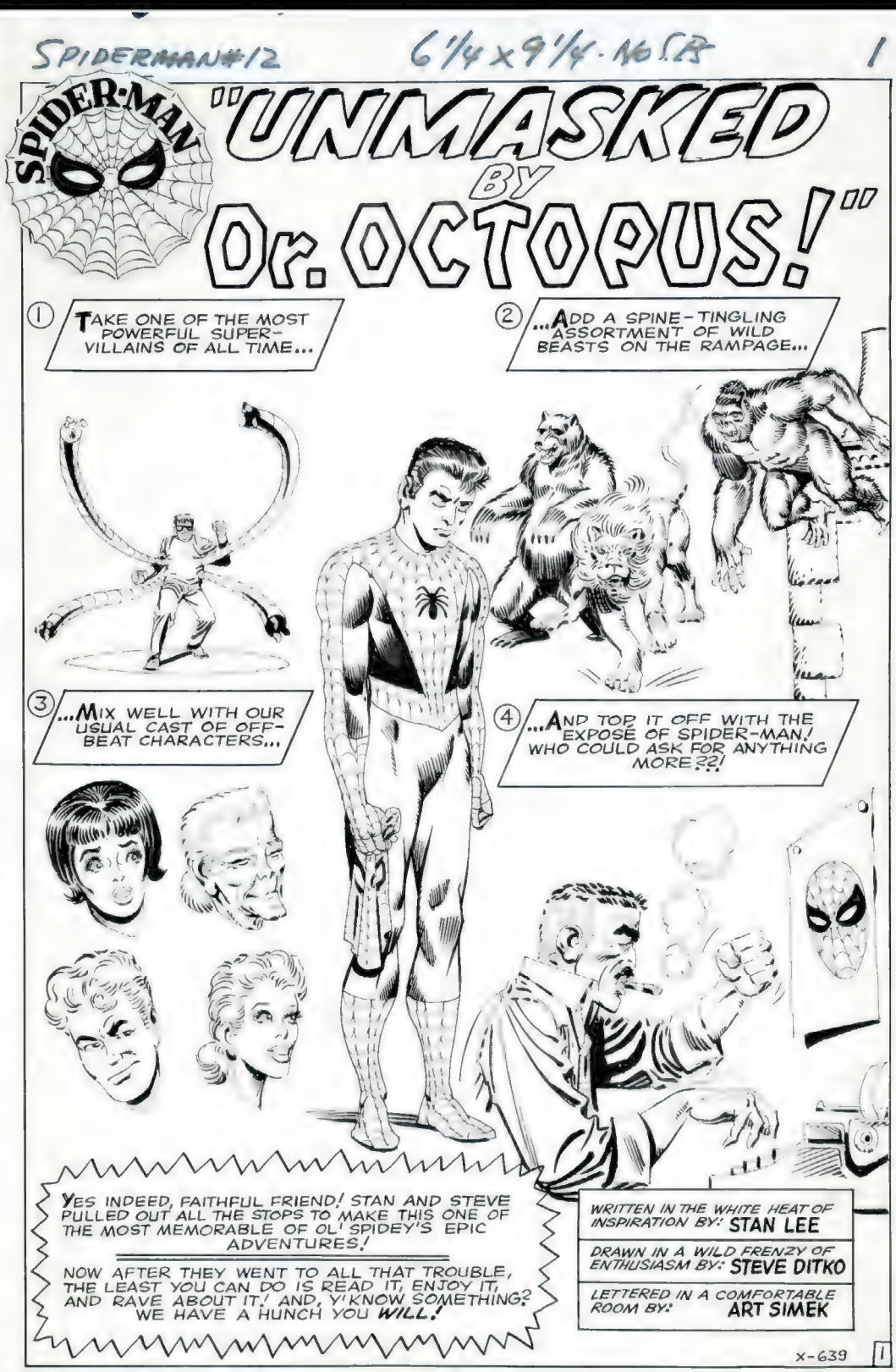
Courtesy HeritageAuctions.com

The Amazing Spider-Man #10 page 9 original art
by Steve Ditko



Courtesy HeritageAuctions.com

The Amazing Spider-Man #12 page 1 original art
by Steve Ditko



Courtesy HeritageAuctions.com

The Amazing Spider-Man #12 page 17 original art
by Steve Ditko

Courtesy HeritageAuctions.com

The Amazing Spider-Man #18 page 22 original art
by Steve Ditko

Courtesy HeritageAuctions.com

The Amazing Spider-Man #27 page 16 original art
by Steve Ditko

Courtesy HeritageAuctions.com

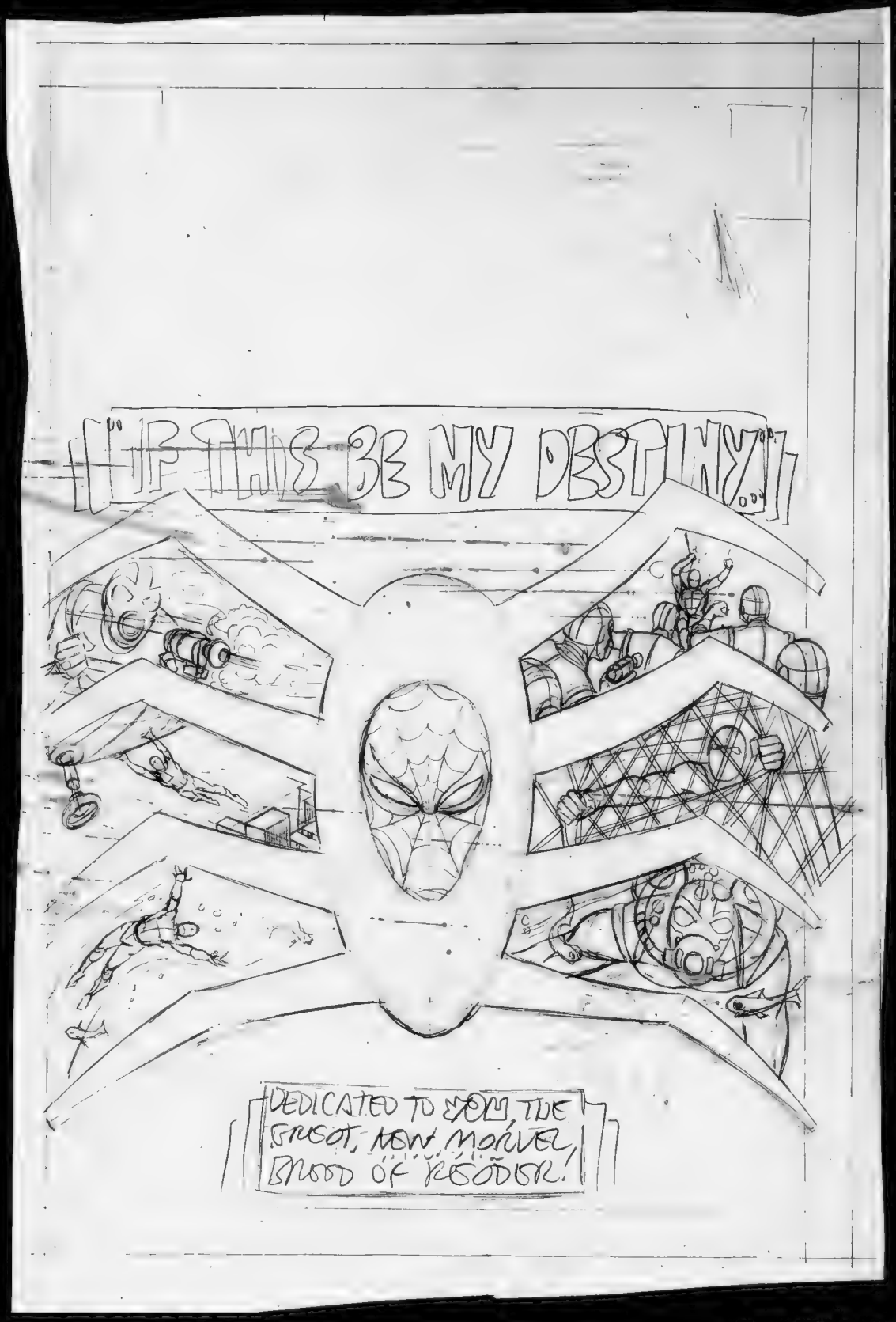
The Amazing Spider-Man #29 page 5 original art
by Steve Ditko

Courtesy HeritageAuctions.com

The Amazing Spider-Man #29 page 9 original art
by Steve Ditko

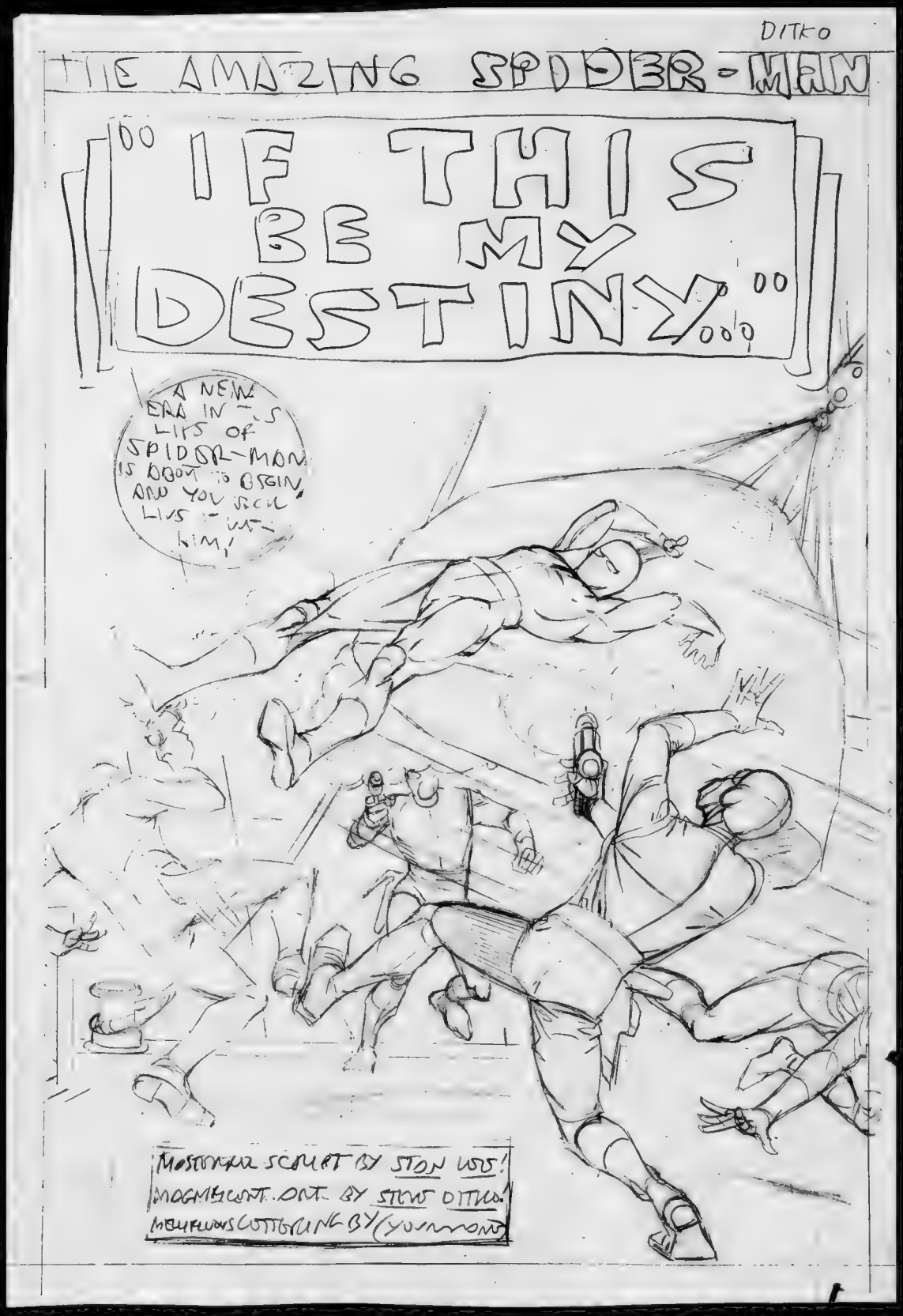
Courtesy HeritageAuctions.com

Marvel artist and Bullpen staffer Marie Severin had the foresight to save photocopies of Steve Ditko's *The Amazing Spider-Man* #31 pencil art. The only surviving copies of Ditko's Spider-Man pencils, they display his crisp linework, expressive characters and dynamic layouts.



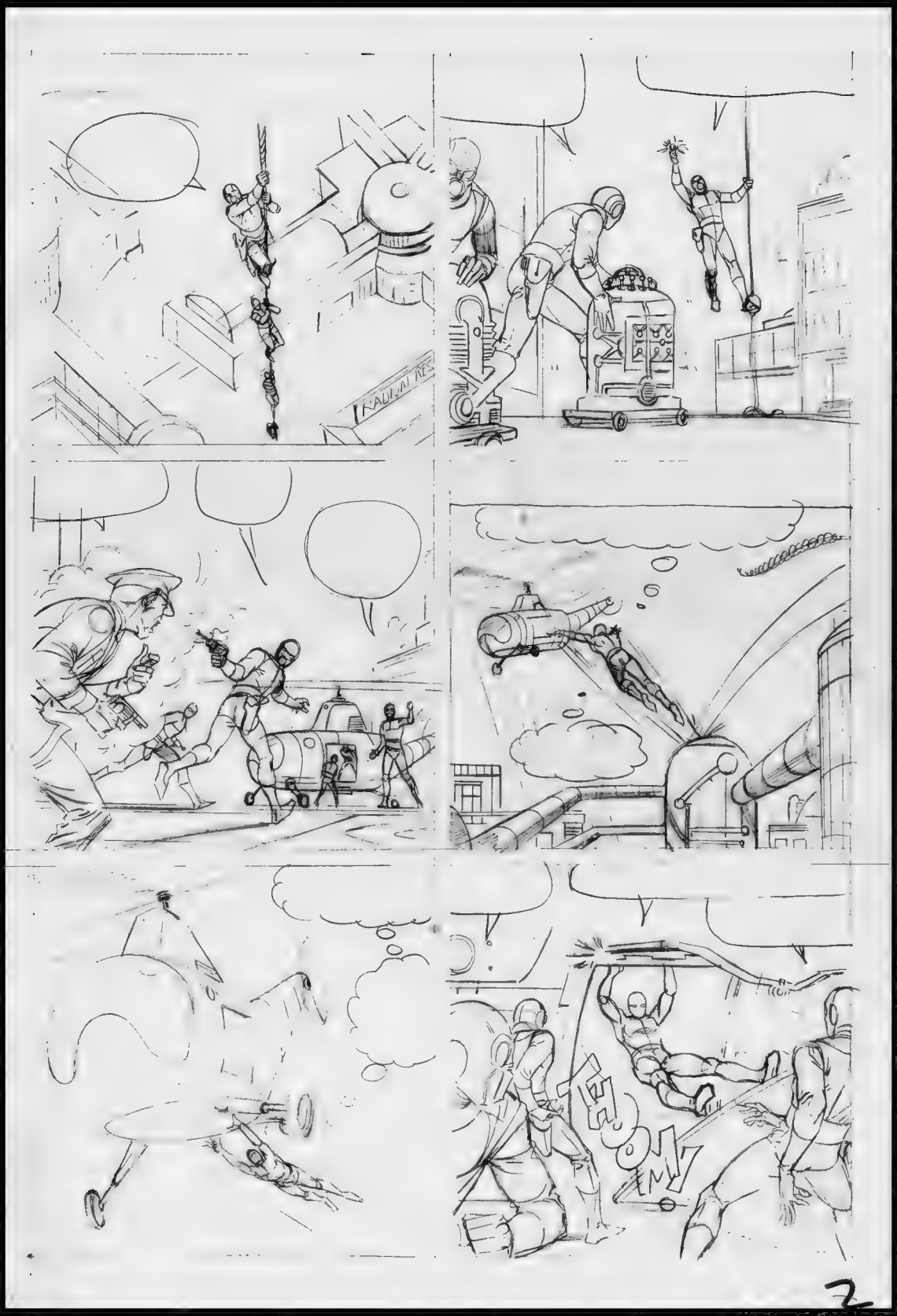
Courtesy Marie Severin

The Amazing Spider-Man #31 page 1 pencil art photocopy
by Steve Ditko



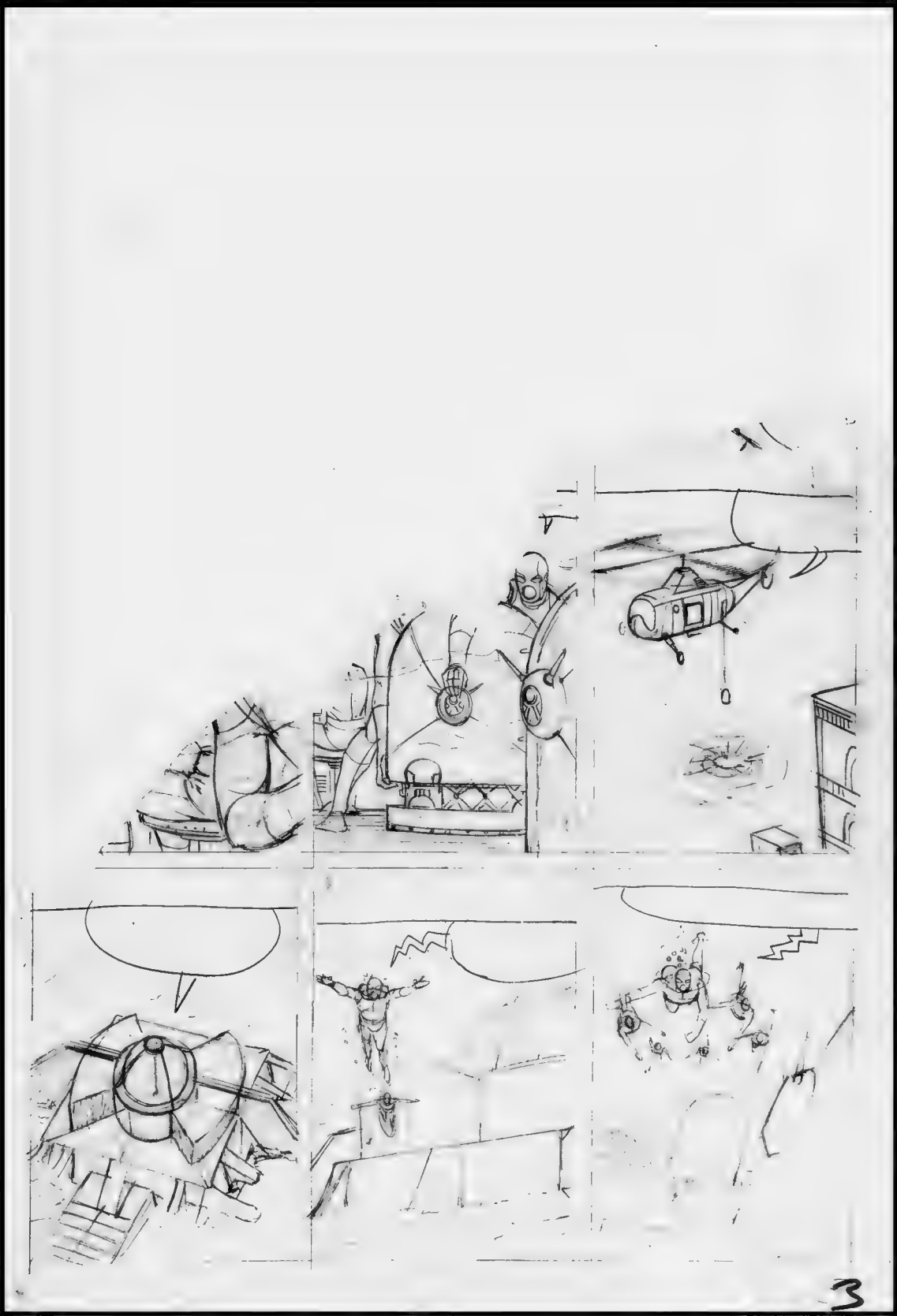
Courtesy Marie Severin

The Amazing Spider-Man #31 page 2 pencil art photocopy
by Steve Ditko



Courtesy Marie Severin

The Amazing Spider-Man #31 page 3 pencil art photocopy
by Steve Ditko

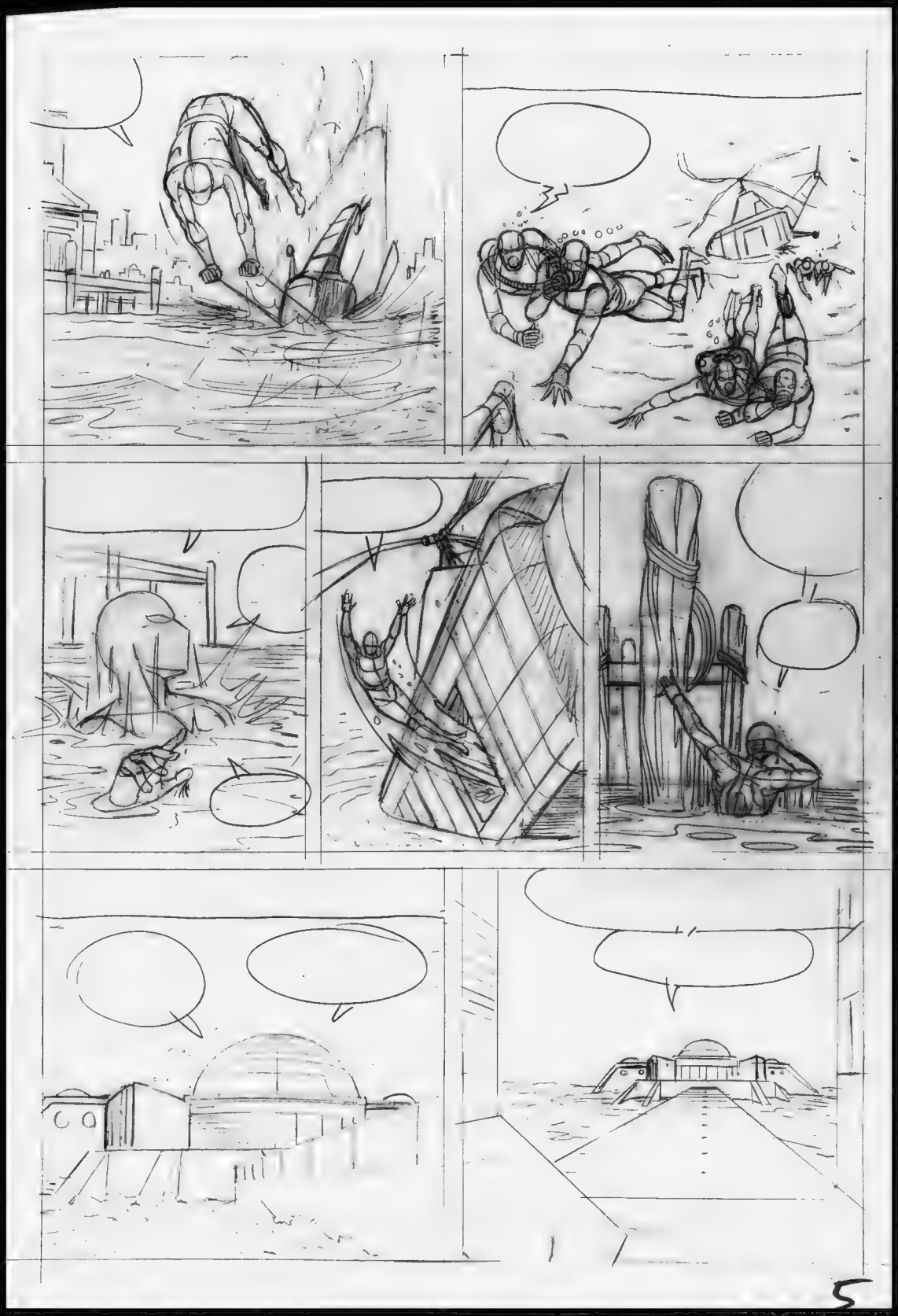


Courtesy Marie Severin

The Amazing Spider-Man #31 page 4 pencil art photocopy
by Steve Ditko

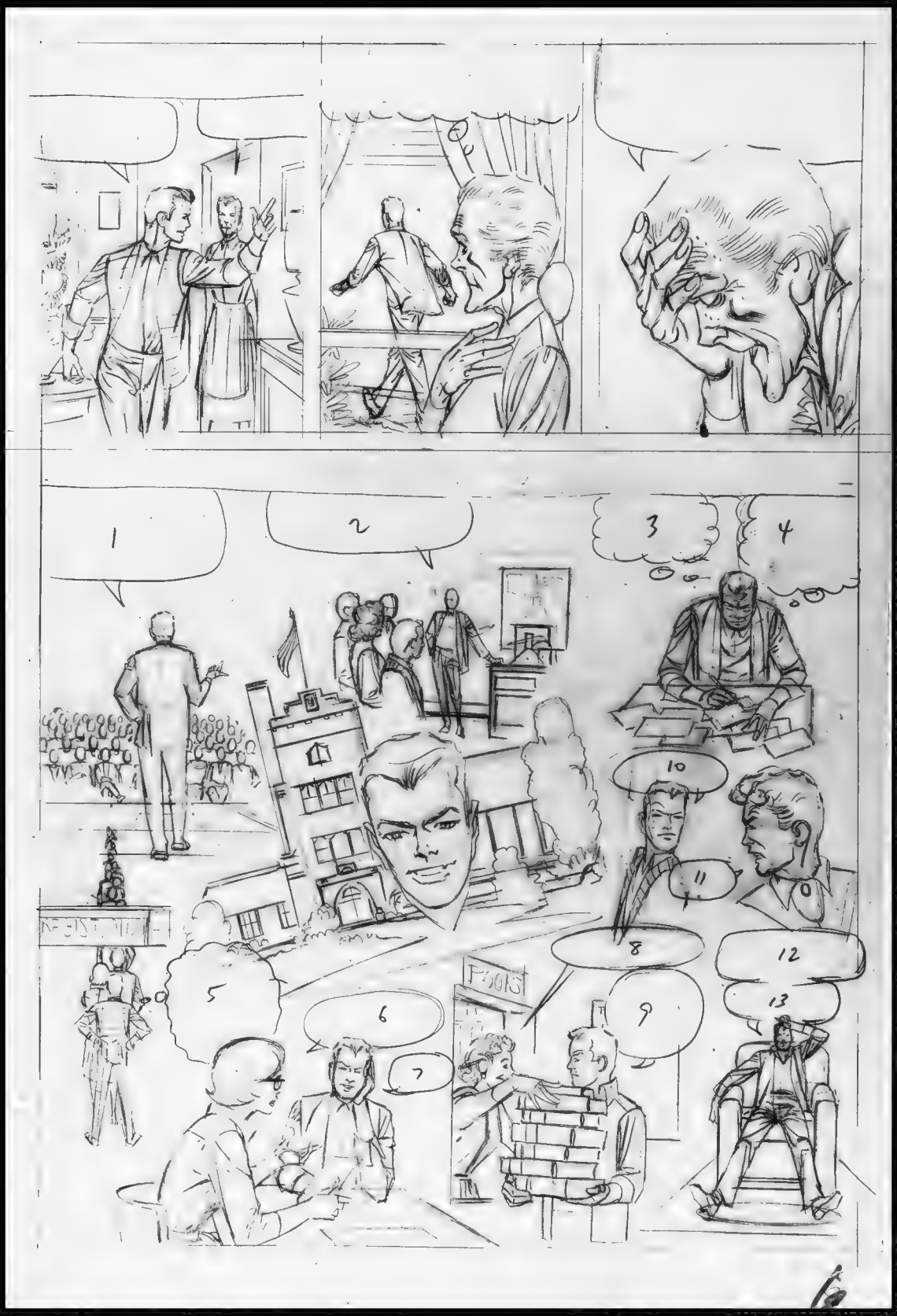
Courtesy Marie Severin

The Amazing Spider-Man #31 page 5 pencil art photocopy
by Steve Ditko



Courtesy Marie Severin

The Amazing Spider-Man #31 page 6 pencil art photocopy
by Steve Ditko



Courtesy Marie Severin

The Amazing Spider-Man #31 page 7 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #31 page 8 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #31 page 9 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #31 page 10 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

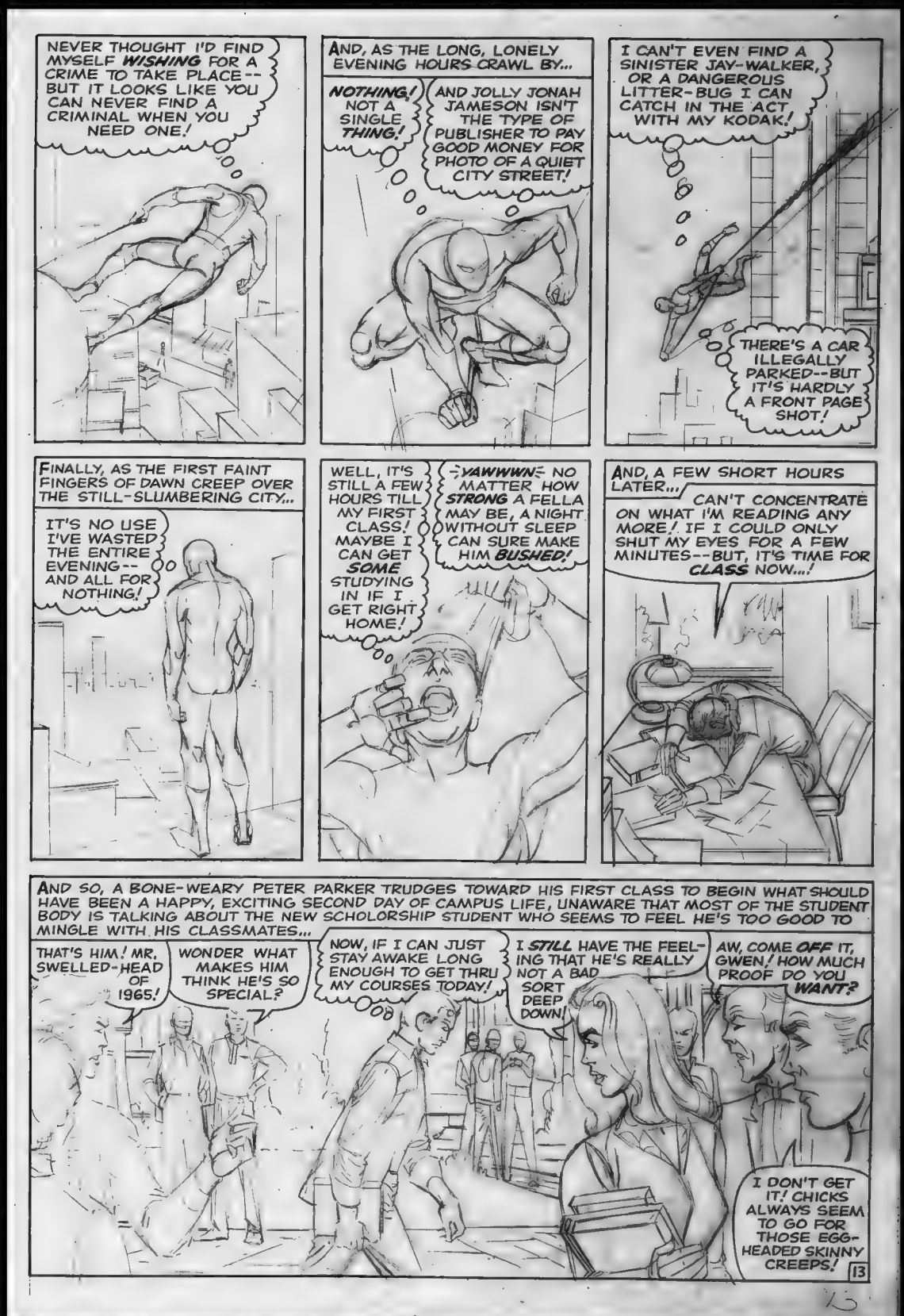
The Amazing Spider-Man #31 page 11 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #31 page 12 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #31 page 13 pencil art photocopy
by Steve Ditko

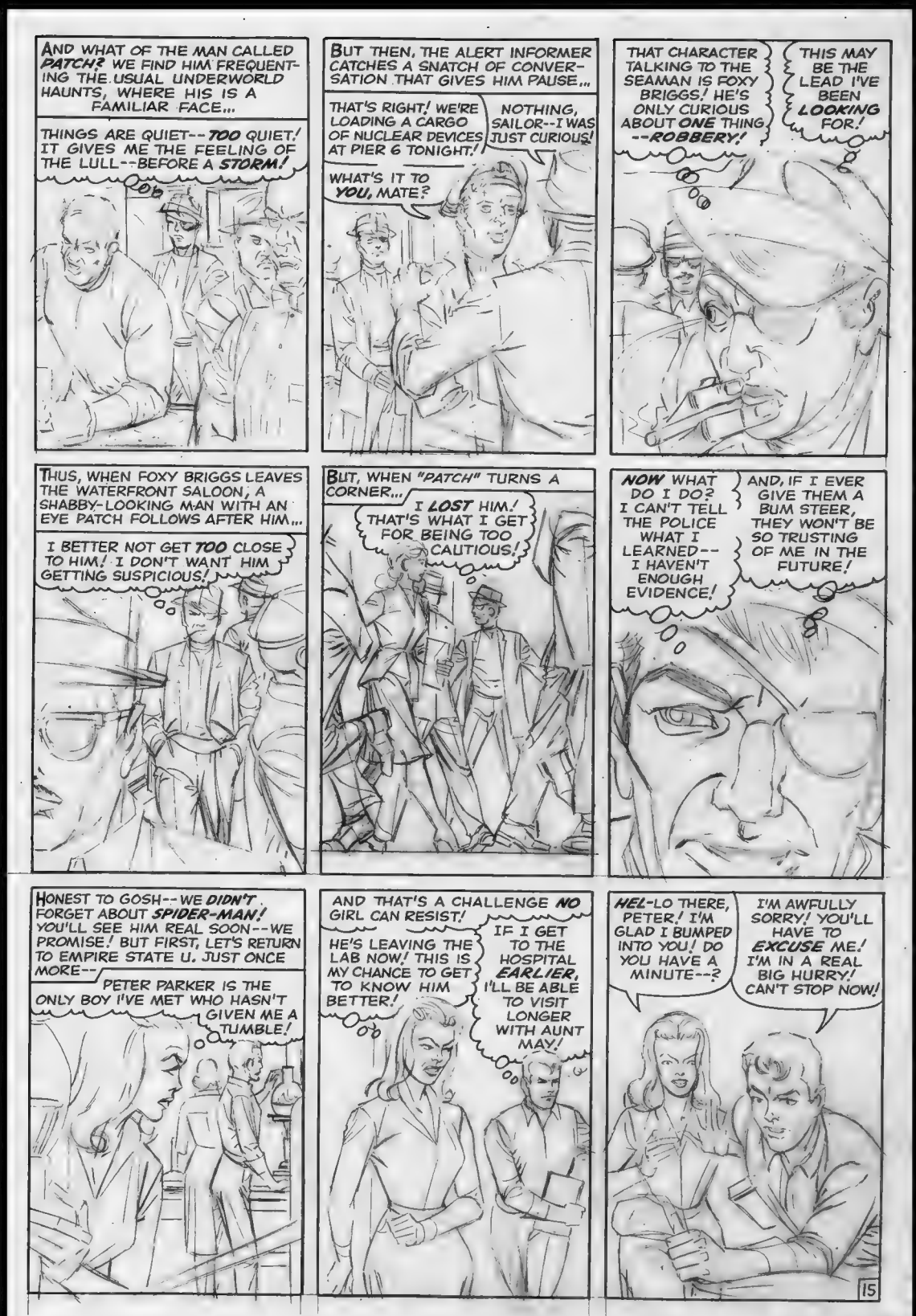


Courtesy Marie Severin

The Amazing Spider-Man #31 page 14 pencil art photocopy
by Steve Ditko

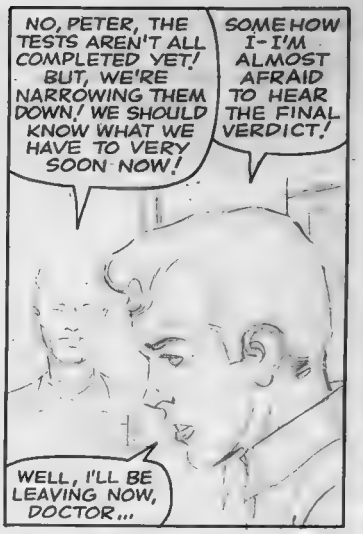
Courtesy Marie Severin

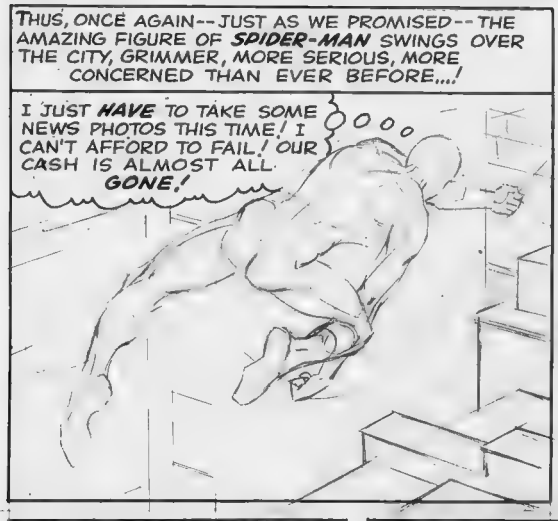
The Amazing Spider-Man #31 page 15 pencil art photocopy
by Steve Ditko

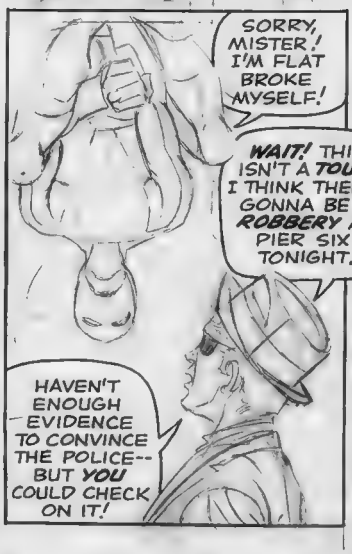


Courtesy Marie Severin

The Amazing Spider-Man #31 page 16 pencil art photocopy
by Steve Ditko







Courtesy Marie Severin

The Amazing Spider-Man #31 page 17 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #31 page 18 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

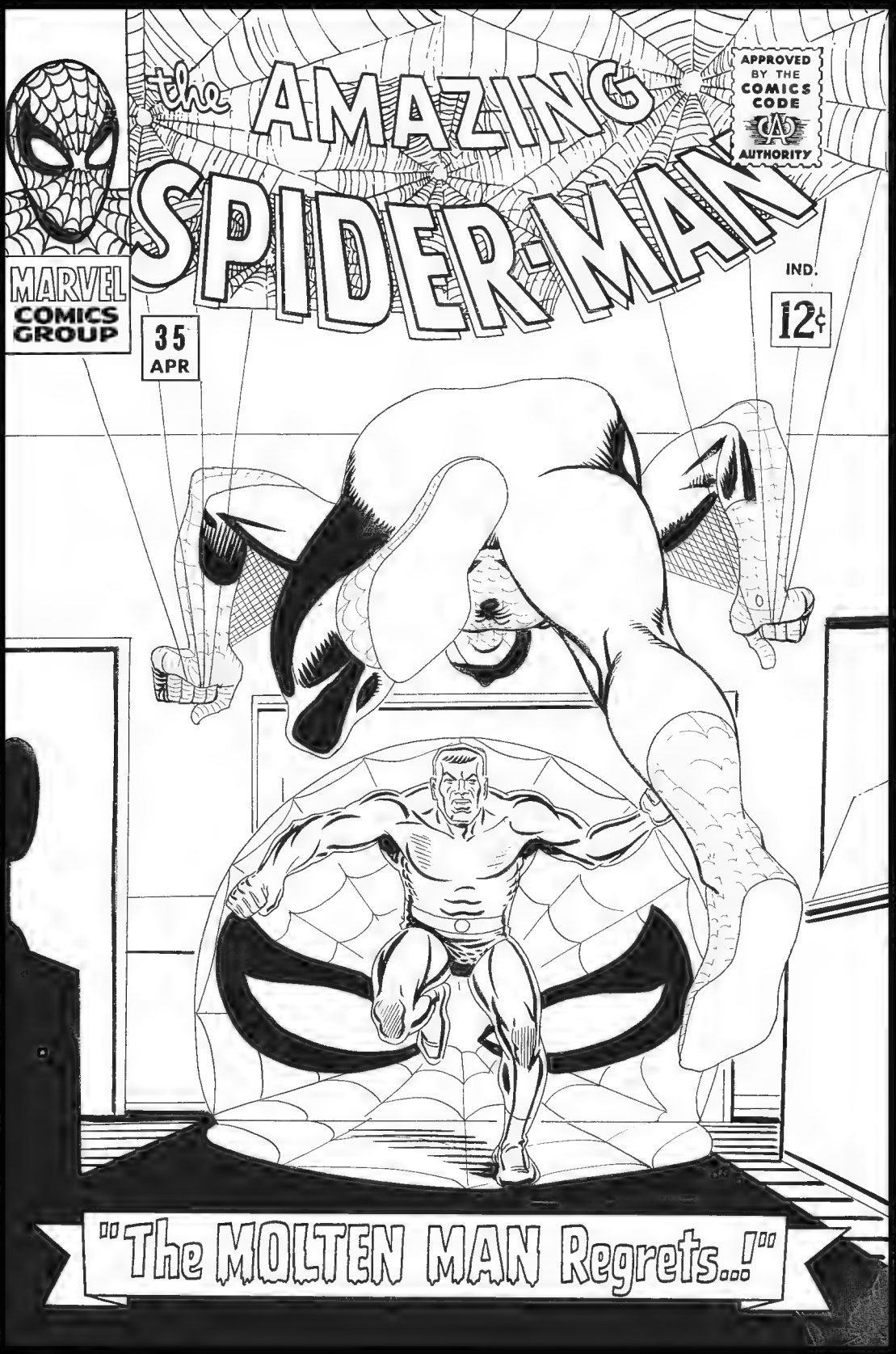
The Amazing Spider-Man #31 page 19 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #31 page 20 pencil art photocopy
by Steve Ditko

Courtesy Marie Severin

The Amazing Spider-Man #35 cover production photostat featuring Steve Ditko's original rendering of Spidey



Marvel Tales Annual #1 (1964) presented a photo spread of Marvel's one and only Bullpen gang circa 1964.

MEET THE GANG IN THE MERRY MARVEL BULLPEN!

(Our fearless answer to those who claim we're Martians!)

First, let's polish off the big brass . . .

Merry MARTY GOODMAN
Publisher
Guardian Angel

Smilin' STAN LEE
Writer/Editor
Bullpen Boss

Joyful JOHNNY HAYES
Business Manager
Kibitzer de Luxe

And now, our own madcap pencil pushers and ink splatterers:
(In alphabetical order—to prevent a possible riot!)

Darlin' DICK AYERS

Sparkling SOLLY BRODSKY

Valiant VINCE COLLETTA

Spunky STAN G.

Affable AL HARTLEY

Debonaire DON HECK

Joyful JACK KELLER

Jolly ol' JACK KIRBY

Laughin' LARRY LIEBER

Jovial JOE ORLANDO

Peerless PAUL REINMAN

Sprightly SAM ROSEN

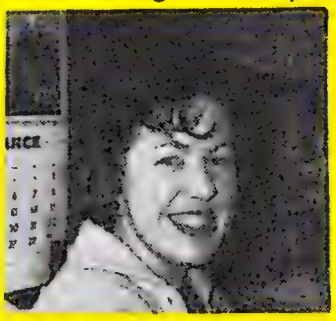
Adorable ARTIE SIMEK

Cheerful CHIC STONE

A few of our bullpen buddies were out of town when these pix were taken—so we'll try to print their pans later on. (A sneaky way to coax you to read all our future issues!)

And now, we present our ever-lovin' glamor department . . .

Fabulous FLO STEINBERG
Corresponding Secy.
Gal Friday



Nifty NANCY MURPHY
Subscriptions
Overseas Mailings

Dazzling DEBBY ACKERMAN
Campus Rep.
Student Surveys

The December 1965 Marvel Bullpen Bulletins page featured a house ad for the hip new Spider-Man T-shirt and a teaser for a piece of mystery merchandise.

MARVEL BULLPEN BULLETINS!

FACE FRONT! Here's a whole kaboodle of news and gossip straight from your bullpen to you!

BIG NEWS! An old favorite of yours, Jolly JOE SINNOTT has rejoined our mighty Marvel team! He'll be inking the F.F. regularly, working on "Agent of Shield," and doing as many other features as we can straddle him with! (Remember his great inking job on F.F. #5? Dyed-in-the-wool Marvelites are still drooling over it!)

Everybody's favorite guessing game these days is trying to figure out the real identity of the "Sub-Mariner's" powerful penciller, ADAM AUSTIN! As most of you have guessed, Adam Austin is only a nom de plume, and one of these days we'll reveal his real name to you—if we don't forget it before then!

Did you know that our bullpen ramrod, Smilin' STAN LEE, also authors MONSTERS UNLIMITED as well as YOU DON'T SAY! Both are slick paper photo-gag magazines, and Stan the Man seems to have the magic touch—both of those humor sensations seem to sell out as fast as our own Marvel masterpieces—and that's sayin' something!

Everybody's been clamoring for a sample of JACK (King) KIRBY'S inking as well as his pencilling. So, if you'll remind us next spring, we'll try to get him to pencil and ink a special pin-up page for one of next year's Annuals! Of course, it'll mean our buying him a brush, but no sacrifice is too great to make for you Marvel madmen!

How do you like the layout of this page, gang? Pretty jazzy, eh? Any comments, suggestions or (ulp) criticisms? Grab a sheet of your swingin' stationery and let us know! We're waiting to hear from you!

It's our next Marvel mail order bombshell! You've been demanding it for months, so we're frantically producing a zillion of 'em right now! Next ish we'll let the cat out of the bag and clue you in, but till then send us your guesses, and we'll try to remember you when our next no-prize academy award time rolls around! 'Nuff said!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now!

FANTASTIC FOUR #45: At last! The secret of Medusa's mysterious lost race! More about the grotesque Gorgon! And wait'll you see who the Torch meets!

AVENGERS #22: What happens to a world-famous fighting team after they've suffered their first major defeat? This one is a real shocker!

X-MEN #14: See the human race up in arms against the X-Men, as the supernatural "Sentinels" make their first fantastic appearance!

DAREDEVIL #10: A real collector's item! On a dare, Stan let Wally Wood write this one, and it's the most off-beat mystery in years! Wait'll you see the far-out super-villains and the panicky plot twists! Sure to be talked-about everywhere!

THOR #122: Having battled Thor to a standstill, the Absorbing Man now dares to attack Odin himself! Also, learn the secret of the hooded mystery man!

STRANGE #139: Fury a prisoner of Hydra! Earth menaced by a betatron bomb! And then—a girl steps in! Plus: Dr. Strange's startling battle with Baron Mordo!

SUSPENSE #72: The most unexpected villain of all poses a daringly different threat to Iron Man, while Captain America faces the macabre menace of "The Sleeper"!

ASTONISH #74: The surprise of the season! Why does Namor give up his quest? And, wait'll you see what happens to the Leader when the Hulk returns to earth!

SGT. FURY #24: This is the one you've been waiting for! The Howlers fly to the U.S.A. for a furlough—but they get a lot more than they bargained for! Sensational!

LET'S MEET 25 MORE M.M.M.S. MEMBERS:

Jeff Hall, Memphis, Tenn.
Phillip Todd, Detroit, Mich.
Robert Wolowiec, Chicago, Ill.
Kevin Knupp, Westmoreland, N.Y.
Michael Pendleton, Indianapolis, Ind.
Jeffery Schantz, Emmans, Pa.
Bill Kneisel, Brooklyn, N.Y.
John Dubois, Albuquerque, N. Mex.
George Balda, Port Jefferson, N.Y.
R. Douglas Snyder, Cincinnati, Ohio
J. Grecco, Baltimore, Md.
Harvey Freed, Detroit, Mich.
Bob Scymanski, Monte Vista, Colo.
Clifford Van Guilder, Superior, Wisc.
Jeff Boggess, Ft. Worth, Texas
Danny Emerick, Athens, Ga
Louis Mougin, Kermit, Texas
Bill Schultz, Hammond, Ind.
Butch Kasper, Hammond, Ind.
Ricky Ward, Milwaukee, Wisc.
Bill Chalfant, Midland, Texas
Edward Ryan, Brooklyn, N.Y.
Daniel Ottaviano, Bronx, N.Y.
Robert Rodriquez, Chicago, Ill.
Geary Chapoff, San Francisco, Calif.

NOTE: If you don't want to cut up this classy mag, you can send us a copy of our coupon!

Be the rage of the Marvel Age in a swingin' **T-Shirt!** Order yours today! Tomorrow we may keep 'em for ourselves!

Treat yourself to a Marvel **Stationery Kit!** It's packed with envelopes, letterheads, and autographs of your frantic favorites.

MARCHERS: Write your membership number on coupon for a bonus gift with each order!

1965 Spider-Man T-shirt art (from *The Amazing Spider-Man Annual* #1, page 14)
by Steve Ditko

The January 1966 Marvel Bullpen Bulletins revealed the secret—a giant 33 x 72" Spider-Man wall poster!

MARVEL BULLPEN BULLETINS!

MORE NUTTY NEWS AND NOTES FROM ONE MARVEL MADMAN TO ANOTHER!

"WE GOOFED AGAIN! DEPARTMENT"—Remember how we tried to change our name to Marvel Pop-Art Productions? Well, although some of you went along with us, we never realized how many thousands were intensely loyal to the name Marvel Comics! Your mail, phone calls, and telegrams bowled us over! So, once again we fell on our red faces—and, from now on, we're the Marvel Comics Group once more—SO BE IT!

★★★

SCOOP! It's artist-switching time again! Dashing DON HECK takes over the pencilling chores on Agent of Shield for this ish, after which JACK KIRBY, the king himself, will carry on in following issues! Meanwhile, artistic ADAM AUSTIN tries his hand at IRON MAN this month, leaving DON more time to concentrate on some of the greatest AVENGERS epics of all! And wait'll you see which strip our newest MYSTERY ARTIST will soon be doing! (Who's He? You'll find out!) Hoo-Boy!

★★★

THE SEASON'S BIGGEST SURPRISE! Here's the best-kept secret of the year! We have a brand new 25¢ giant-sized quarterly sensation on sale this month! It's called MARVEL COLLECTOR'S ITEM CLASSICS, and it'll be like having a fabulous Annual four times a year! Our first ish, on sale now, features the full-length thrillers you have most requested from the earliest days of the FANTASTIC FOUR, SPIDEY, ANT MAN, and TALES OF ASGARD! This is your chance to build up a priceless library of Marvel masterworks! 'Nuff said!

"DIDJA KNOW? DEPARTMENT" — Didja know that SOL BRODSKY, Stan's talented, ever-popular production chief, is a crackerjack penciller and inker in his own right? But, due to Marvel's backbreaking schedule, the poor guy hardly has time to write his own name these days! But, maybe later on . . . Didja know that HENRY PYM makes a brief and surprising guest appearance in one of our mags this month? (Just to show we haven't forgotten about him.) Which one? Aw, that would be telling! Didja know that fabulous FLO STEINBERG, our Gal Friday, has been winning popularity polls in colleges all over the country? But they can't have her! We saw her first! And, didja know that our peerless publisher, merry MARTY GOODMAN, is not only one of the greatest guys in the biz (any biz!) but also one of the nation's top amateur golfers! (And, despite what you might have heard, it's not true that Stan caddies for him on his day off!)

★★★

THE WRAP-UP! Fellow Marvelites are always asking us which is our best selling title, so we might as well level with you right now. We can't decide! Each and every one of our super-hero mags, including SGT. FURY, hits the sales jackpot! We don't know if there's ever been a success story like this in the history of publishing before—and we're not sure exactly what it is that we're doing right—but this you can bet on—we're not gonna stop! (How can we? They won't let us take a day off!) Gotta go now—we just heard that someone forgot to face front! See ya next ish!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvel-ous Mags On Sale Right Now

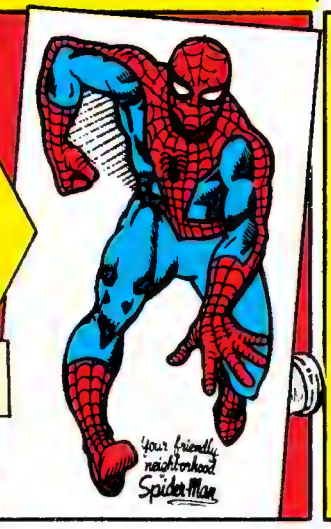
SPIDER-MAN #32: You'll flip when you learn the true identity of the Master Planner, and when you see a fighting-mad Spidey on the rampage as never before! Packed with surprises, as usual!
AVENGERS #23: Has Captain America broken away for good? See what happens when the mighty Avengers face a different foe, with totally different powers! It's sheer dynamite!
X-MEN #15: "Prisoners of the Master Mold" will show you better than any words of ours why we HAD to make this power-packed mag a monthly! Never have the desperate teenagers fought more gloriously! And talk about ACTION—!!
DAREDEVIL #11: The exploits of the Man Without Fear are now also published monthly, and even that may not be enough for you after you've thrilled to "A Time To Unmask!" Warning—the ending will leave you breathless!
THOR #123: The story you never expected to see! Odin himself is attacked, while a universe trembles! And don't dare miss seeing what happens to Loki—only Marvel would dare!
SUSPENSE #73: If Adam Austin's new artwork on Iron Man isn't enough, Captain America wants you with him when the second Sleeper awakes! Don't let ol' Cap down, hear?
STRANGE TALES #140: Agent of Shield features "The End of Hydra!" Dr. Strange presents "The Pincers of Power!" We must be nuts to only charge 12¢!
ASTONISH #75: Sub-Mariner finishes his quest, while the Hulk finally finds a trap that his limitless strength cannot break! It'll really grab you!
SGT. FURY #25: This one is packed with surprises! You'll meet one of Captain America's old enemies as Fury faces a danger different from any he's ever known! You'll never forget "Every Man My Enemy!"

☆ ☆ ☆

THE MYSTERY IS SOLVED!

Remember when we asked you to guess what was in the mysterious mailing tube last ish? Well, here's the answer! Marvel's newest mail order miracle! **A LIFE-SIZE, FULL-COLOR SPIDEY PIN-UP!** And, as if this isn't enough, we have dozens of OTHER life-size pin-ups in preparation right now!

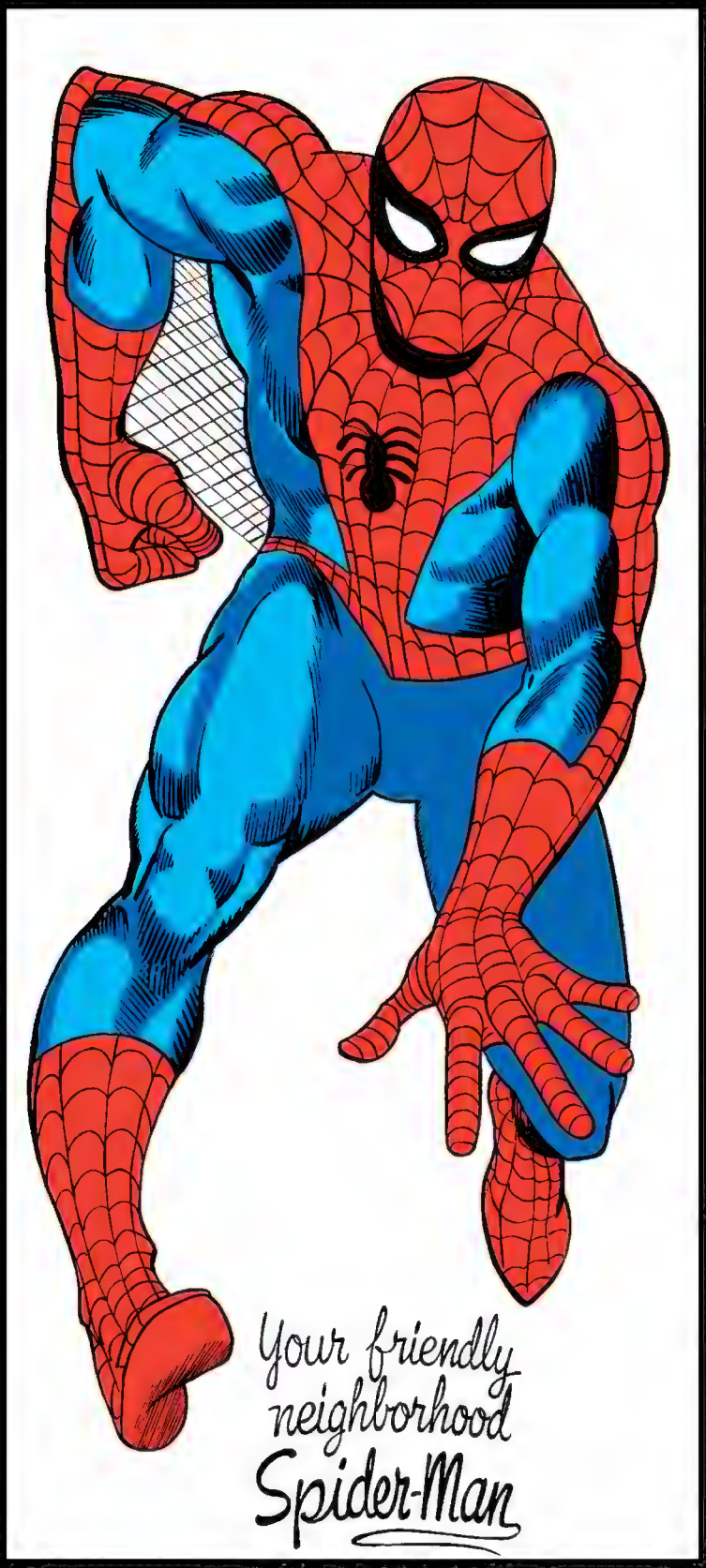
You'll find the coupon for your 6-foot high pin-up elsewhere in this ish! And we didn't just put it there for show! Dig?



LET'S MEET 25 MORE M.M.M.S. MEMBERS:

Tom Murray, University City, Mo.
Fred Cleaver, Tonganoxie, Kansas
Victor Andrus, Woodside, New York
Len Wein, Levittown, New York
Thomas L. Smith, Milwaukee, Wisc.
John G. Fitzgerald, Albany, New York
Steve Kawashima, Los Angeles, Calif.
Stewart Turner, Arlington, N. J.
Mike Dawson, Satellite Beach, Fla.
Calvin Mandel, Los Angeles, Calif.
Allen Fuqua, Kansas City, Mo.
Steve Gurner, Chicago, Ill.
James M. Verhet, Whittier, Calif.
Kathy Kapusta, New Canaan, Conn.
Bob Wallace, Nashua, N. H.
Danny Conley, Kenton, Ohio
Philip Cardone, Bronx, New York
George M. Smith, Jr., Greenville, S. C.
Jerry G. Bails, Warren, Mich.
Lawrence Walker, Chicago, Ill.
Mike L. Lock, Oklahoma City, Okla.
Bill Neighbours, Thre Rivers, Mich.
Scott Nielson, Sandy, Utah
Tommy Gilbert, Anton, Texas
Allen F. Fumbanks, Jr., Chicago, Ill.

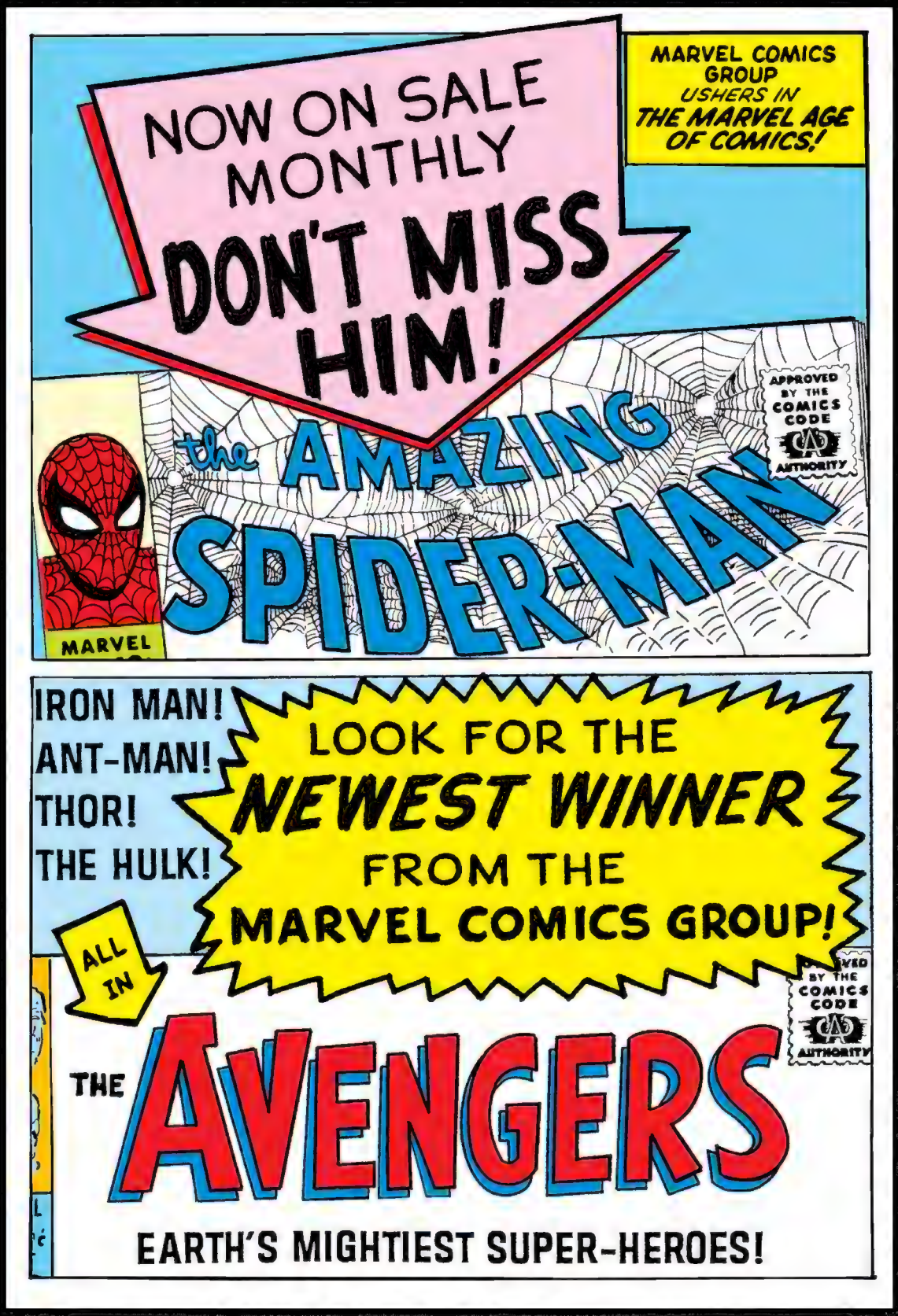
1966 Spider-Man wall poster



Spider-Man's new solo title and the first appearance of Iron Man are promoted in this house ad from April 1963 titles.

This house ad from *The Fantastic Four* #14 (May 1963) announced the new branding and cover trade dress, the latter suggested by Steve Ditko, for the Marvel Comics Group's growing line of super hero super stars.

The Amazing Spider-Man was a hit and quickly moved from bi-monthly to monthly release. This house ad from *The Fantastic Four Annual* #1 (September 1963) touts the change, as well as the debut of *The Avengers*.



Strange Tales Annual #2 house ad
from *The Fantastic Four Annual* #1 (September 1963)

Marvel Comics house ad from *Marvel Tales Annual* #1 (September 1964), repurposing the book's cover art.

In 1964, *Marvel Tales* launched in the extra-size Annual format reprinting early stories from the Marvel Age of Comics. Its anthology format gave way to it being an exclusive Spider-Man reprint title by 1970. The series ran 291 issues, ending in November 1994. *Marvel Tales* inherited its title from the 1949-57 Timely/Atlas horror/suspense series *Marvel Tales*, which was the direct successor to Timely's first comic book series, the 1939-49 super hero title *Marvel Comics/Marvel Mystery Comics*.

Reprinting material from *Amazing Fantasy* #15, *Journey Into Mystery* #83, *The Incredible Hulk* #1, *Tales to Astonish* #35 & #49, *Sgt. Fury and His Howling Commandos* #1 and *Tales of Suspense* #39 & #48

Reprinting *The Amazing Spider-Man* #6 and material from *Journey Into Mystery* #84, *Strange Tales* #101 and *Tales to Astonish* #38

Reprinting *The Amazing Spider-Man* #7 and material from *Journey Into Mystery* #86, *Strange Tales* #102 and *Tales to Astonish* #39

Reprinting *The Amazing Spider-Man* #8 and material from *Journey Into Mystery* #87, *Strange Tales* #103 and *Tales to Astonish* #40 & #51

Reprinting *The Amazing Spider-Man* #9 and material from *Journey Into Mystery* #88, *Strange Tales* #104 and *Tales to Astonish* #57

Reprinting *The Amazing Spider-Man* #10 and material from *Journey Into Mystery* #89, *Strange Tales* #105 and *Tales to Astonish* #52

Reprinting *The Amazing Spider-Man* #13 and material from *Journey Into Mystery* #90, *Strange Tales* #106 and *Tales to Astonish* #53

Reprinting *The Amazing Spider-Man* #14 and material from *Journey Into Mystery* #91, *Strange Tales* #107 and *Tales to Astonish* #54

Reprinting *The Amazing Spider-Man* #15 and material from *Journey Into Mystery* #92, *Strange Tales* #108 and *Tales to Astonish* #55

Reprinting *The Amazing Spider-Man* #16 and material from *Journey Into Mystery* #94, *Strange Tales* #109 and *Tales to Astonish* #56

Reprinting *The Amazing Spider-Man* #17 and material from *Journey Into Mystery* #98, *Strange Tales* #110 and *Tales to Astonish* #58

Reprinting *The Amazing Spider-Man* #18 and material from *Journey Into Mystery* #99, *Marvel Boy* #1 and *Tales to Astonish* #59

Reprinting *The Amazing Spider-Man* #19 and material from *Journey Into Mystery* #100, *Marvel Boy* #1 and *Strange Tales* #111

Reprinting *The Amazing Spider-Man* #20 and material from *Journey Into Mystery* #101, *Astonishing* #5 and *Strange Tales* #112

Reprinting *The Amazing Spider-Man* #21 and material from *Journey Into Mystery* #102, *Astonishing* #5 and *Strange Tales* #113

Reprinting *The Amazing Spider-Man* #22 and material from *Journey Into Mystery* #104 and *Strange Tales* #114

Reprinting *The Amazing Spider-Man* #23 and material from *Journey Into Mystery* #105 and *Strange Tales* #115

Reprinting *The Amazing Spider-Man* #24 and material from *Journey Into Mystery* #106 and *Strange Tales* #116

Reprinting *The Amazing Spider-Man* #25 and material from *Journey Into Mystery* #107 and *Strange Tales* #118

Reprinting *The Amazing Spider-Man* #26 and material from *Journey Into Mystery* #108 and *Strange Tales* #119

Reprinting *The Amazing Spider-Man* #27 and material from *Journey Into Mystery* #109 and *Strange Tales* #120

Reprinting *The Amazing Spider-Man* #30 and material from *Journey Into Mystery* #110 and *Strange Tales* #121

Reprinting *The Amazing Spider-Man* #31 and material from *Journey Into Mystery* #111 and *Strange Tales* #122

Reprinting *The Amazing Spider-Man* #32 and material from *Journey Into Mystery* #112 and *Strange Tales* #123

Reprinting *The Amazing Spider-Man* #33 and material from *Journey Into Mystery* #115 and *Strange Tales* #124

Reprinting *The Amazing Spider-Man* #34 and material from *Journey Into Mystery* #116 and *Strange Tales* #125

Reprinting *The Amazing Spider-Man* #35-36 and material from *Strange Tales* #140

Marvel Masterworks: The Amazing Spider-Man Vol. 1 TPB (2009) cover
by Jack Kirby, Steve Ditko & Dean White

Reprinting *The Amazing Spider-Man* #1-10 and material from *Amazing Fantasy* #15

Marvel Masterworks: The Amazing Spider-Man Vol. 2 TPB (2009) cover
by Steve Ditko & Dean White

Reprinting *The Amazing Spider-Man* #11-19 & *Annual* #1

Marvel Masterworks: The Amazing Spider-Man Vol. 3 TPB (2009) cover
by Steve Ditko & Dean White

Reprinting *The Amazing Spider-Man* #20-30 & *Annual* #2

Marvel Masterworks: The Amazing Spider-Man Vol. 4 TPB (2010) cover
by Steve Ditko & Dean White

Reprinting *The Amazing Spider-Man* #31-40

Amazing Spider-Man Epic Collection: Great Power TPB (2014) cover
by Steve Ditko & Paul Mounts

Reprinting *The Amazing Spider-Man* #1-17 & *Annual* #1 and material from *Amazing Fantasy* #15

Amazing Spider-Man Epic Collection: Great Responsibility TPB (2016) cover
by Steve Ditko & Paul Mounts

Reprinting *The Amazing Spider-Man* #18-38 & *Annual* #2

*Mighty Marvel Masterworks: The Amazing Spider-Man Vol. 1 – With Great Power…*GN (2021) cover
by Michael Cho

Reprinting *The Amazing Spider-Man* #1-10 and material from *Amazing Fantasy* #15

Mighty Marvel Masterworks: The Amazing Spider-Man Vol. 2 – The Sinister Six GN (2021) cover
by Michael Cho

Reprinting *The Amazing Spider-Man* #11-19 & *Annual* #1

The Amazing Spider-Man Omnibus Vol. 1 (2007) cover
from *Marvel Press Poster* #199: *Amazing Fantasy* #15 (1995)
by Alex Ross

"…IN THE EARLY '60s [STAN LEE AND STEVE DITKO] HAD THE INTELLIGENCE AND THE CREATIVITY TO MAKE A SUPER HERO THAT WAS A HUMAN BEING FIRST AND FOREMOST."

– SAM RAIMI

MARVEL

COLLECTING *THE AMAZING SPIDER-MAN* 1-38 & *ANNUAL* 1-2 AND MATERIAL FROM *AMAZING FANTASY* 15, *STRANGE TALES ANNUAL* 2 AND *THE FANTASTIC FOUR ANNUAL* 1